



and its Controlled Entities

ABN: 76 098 939 274

**31 December 2024
Interim Financial Report**

This interim financial report does not include all the notes of the type normally included in the annual financial report. Accordingly, this report is to be read in conjunction with the annual financial report for the year ended 30 June 2024 and any public announcements made by Orion Minerals Ltd during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

Corporate Directory

BOARD OF DIRECTORS

Mr Denis Waddell (Non-Executive Chairman)
Mr Errol Smart (Managing Director/CEO)
Mr Godfrey Gomwe (Non-Executive Director)
Mr Anothony Lennox (Non-Executive Director)
Ms Patience Mpofu (Non-Executive Director)
Mr Mark Palmer (Non-Executive Director)

COMPANY SECRETARY

Mr Martin Bouwmeester

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

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120 Collins Street
Melbourne, Victoria, 3000
Telephone: +61 (0)3 8080 7170

AUDITOR

Forvis Mazars Audit & Assurance Pty Ltd
Level 5
600 Bourke Street
Melbourne, Victoria 3000

SHARE REGISTRY

MUFG Corporate Markets (AU) Limited
Tower 4, 727 Collins Street
Melbourne, Victoria 3008
Telephone: +61 1300 554 474

STOCK EXCHANGE LISTING

Primary listing:

Australian Securities Exchange (ASX)
ASX Code: ORN

Secondary listing:

JSE Limited (JSE)
JSE Code: ORN

JSE SPONSOR

Merchantec Capital
13th Floor, Illovo Point
68 Melville Road
Illovo, Sandton 2196

WEBSITE

www.orionminerals.com.au

Directors' Report

The directors present their report together with the consolidated interim financial report for the half year ended 31 December 2024 and the independent auditor's review report thereon.

DIRECTORS

The names of Orion Minerals Ltd Directors at any time during or since the end of the half year are:

Director	Designation	Appointed
Non-executive		
Mr Denis Waddell	Non-executive Chairman	27 February 2009
Mr Godfrey Gomwe	Non-executive Director	16 April 2019
Mr Anothony Lennox	Non-executive Director	13 December 2023
Ms Patience Mpofu	Non-executive Director	13 December 2023
Mr Mark Palmer	Non-executive Director	31 January 2018
Executive		
Mr Errol Smart	Managing Director	26 November 2012

CORPORATE STRUCTURE

Orion Minerals Ltd (**Orion** or **Company**) is a public company limited by shares, that is incorporated and domiciled in Australia. The Company has prepared a consolidated interim financial report incorporating the entities that it controlled during the financial reporting period, including those newly acquired (referred to as the **Group**).

NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

The principal activities of the Group during the reporting period were exploration, evaluation and development of base metal, gold and platinum-group element (**PGE**) projects in South Africa (Areachap Belt and Okiep Copper Complex, Northern Cape). The Company also holds interests in the Fraser Range Nickel-Copper and Gold Project in Western Australia and the Walhalla Project in Victoria, Australia. There were no significant changes in the nature of the Group's principal activities during the reporting period.

OPERATING RESULTS

The Group recorded a loss for the half year of \$6.52 million (31 December 2023: loss of \$5.65 million). The result is driven primarily by contractor and advisor expenses of \$1.18 million, exploration expenditure incurred of \$2.44 million which, under the Group's deferred exploration, evaluation and development policy, did not qualify to be capitalised and was expensed and finance income of \$2.74 million, principally related to interest receivable on the Company's investment in preference shares, issued to the Company (through its subsidiary Agama Exploration & Mining (Pty) Ltd (**Agama**)) by Prieska Resources Pty (Ltd) (**Prieska Resources**).

Directors' Report (continued)

Net cash used in operating and investing activities for the half year totalled \$15.74 million (31 December 2023: \$11.59 million) and included payments for exploration and evaluation activities of \$10.33 million (31 December 2023: \$6.73 million). The Group continues to focus strongly on the development of its Prieska Copper Zinc Mine in South Africa's Areachap geological terrane, Northern Cape (**PCZM**), Okiep Copper Project, Jacomynspan Project, and exploration within its Areachap Belt projects in South Africa.

Net cash from financing activities totalled \$13.85 million and included proceeds from the issue of ordinary shares of \$11.32 million.

Cash on hand as at 31 December 2024 was \$6.35 million (30 June 2024: \$8.27 million).

The basic loss per share for the Group for the half year was 0.07 cents and diluted loss per share for the Group for the half year was 0.07 cents (31 December 2023: basic loss per share 0.08 cents and diluted loss per share 0.08 cents).

REVIEW OF OPERATIONS

Executive Summary

Orion Minerals Ltd (ASX/JSE: ORN) is a diversified international base metals company which is developing two complementary base metal production hubs in South Africa's Northern Cape Province, a richly endowed mineral province and well-established mining jurisdiction.

Orion is well advanced in its transition to developer and operating mining company, focused on the production of metals that are critical to the global clean energy transition, and which have strong market fundamentals due to declining supply and grade profiles at major mines and a lack of investment in the development of new mines.

The Company is targeting first production from its key development projects in 2026, with the aspirational goal of ramping up copper production to more than 50ktpa by the end of the decade.

During the reporting period, Orion's work programs focused on the progression of Definitive Feasibility Studies (**DFS**) for the Company's flagship Prieska Copper Zinc Mine (**PCZM**) and Okiep Copper Project (**OCP**), both of which are scheduled for release in the March 2025 Quarter.

Work on the DFS for the Flat Mines Project (**FM Project**), the first mine that Orion intends to develop at the Okiep Copper Project (OCP) was significantly progressed, with the study nearing completion at the end of the reporting period. An external review is underway by independent technical experts, Practara Metals and Mining Advisory (Practara). Once the DFS report is completed to the satisfaction of Practara, the DFS will be considered and approved by the partners of the FM Project including the Industrial Development Corporation (**IDC**).

The DFS for PCZM, which is also well advanced, will follow a similar approval process. The study is also currently being independently reviewed by Practara and will then move to review and approval from the partners including the IDC, Prieska Resources (Pty) Ltd and Triple Flag Precious Metals Corp.

Although the investment in additional experts to assist the feasibility project team and the allowance for additional time to complete detailed scheduling and mine planning has added to the overall study timeline, these measures are yielding positive outcomes with enhanced project metrics.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

HEALTH AND SAFETY, ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Health and Safety

One minor injury, not resulting in lost time, was reported during the half year period. The hours worked for the 6 months ended 31 December 2024 are shown in Table 1.

Table 1: Hours worked at Orion's Areachap and Okiep Copper Projects for the reporting period (South Africa).

Category of Work	Hours Worked
	6 months to December 2024
Exploration	34,009
Surface	40,058
Underground	13,811
Contractors	116,865
Total	204,743

The Lost-Time Injury Frequency Rate (**LTIFR**) per 200,000 hours worked is 0 for the 2024 calendar year. At the end of the reporting period, the Company achieved 2,054 days without a lost time injury (LTI).

Community and Stakeholder Engagement

AAMEG Award for leadership in ESG

During the reporting period, Orion received its fourth environmental, social, and governance (**ESG**) award, winning the Emerging ESG Leader Award at the 2024 Australia-Africa Minerals & Energy Group (AAMEG) Awards. The Emerging ESG Leader Award recognises Orion's work in successfully developing a host community service provider, Quebar Electrical and Civil Construction (Quebar). This is the third time Orion has won this prestigious award.

New PCZM Social and Labour Plan (SLP)

Following extensive community consultation and engagement meetings, a new Social and Labour Plan (**SLP**) for PCZM for the period 2025-2029 was completed and submitted to the Department of Mineral and Petroleum Resources (DMPR) for approval during the reporting period. The SLP outlines the commitments PCZM will make to benefit its workforce and nearby communities and includes specific goals related to human resource development (HRD) and local economic development (**LED**).

Endorsements of the proposed LED projects were obtained from the Siyathemba Local Municipality and the Northern Cape Provincial Department of Education. As required by legislation, the SLP will be made publicly available once the DMPR has formally approved the plan, which is anticipated during the March Quarter of 2025.

Environmental Management

Making positive contributions to the state of the natural environment, reducing pollution, and ensuring negligible contamination from operational activities are central to Orion's business model and part of our commitment to delivering the highest level of environmental compliance while managing and monitoring the environmental impacts of our activities throughout the mining lifecycle.

There were no environmental incidents recorded during the reporting period.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

PRIESKA COPPER ZINC MINE DEVELOPMENT AND EXPLORATION

Prieska Copper Zinc Mine Project Overview

Orion continued to progress the development of its flagship project, the Prieska Copper Zinc Mine (PCZM) in South Africa's Northern Cape Province, throughout the reporting period, paving the way for a Definitive Feasibility Study (DFS) which is due by the end of the March 2025 Quarter. The DFS is well advanced and is also currently being independently reviewed.

PCZM is a substantial brownfields development asset, underpinned by a JORC (2012) Mineral Resource of 31Mt grading 1.2% Cu and 3.6% Zn, containing 370kt copper and 1.1Mt zinc including the near-surface high grade +105 Block with 2.3Mt at 1.7% Cu and 1.6% Zn, containing 38,000t of copper and 35,000t of zinc in oxide and sulphide mineralisation (refer ASX/JSE release 25 July 2023).

The +105m Block has been identified as an attractive early mining opportunity focused on the high-grade sulphide mineralisation of 1.3Mt at a grade of 2.4% Cu and 2.1% Zn for 30,000t contained copper and 27,000t of contained zinc (refer ASX/JSE release 25 July 2023) that can be accessed from existing underground development. The mining of this upper section will form part of the DFS.

Critical focus items

During the reporting period, the focus was on the operation of the mine dewatering infrastructure, the completion of the construction of a 13ha water storage dam on the TSF footprint, the operation of the 15MVA Eskom Cuprum Substation, early works on the main shaft (Hutchings) sub-bank preparation for future shaft refurbishment and above water level shaft infrastructure inspection.

Significant progress was made across all of these areas, including:

- Dewatering from the main shaft via the 178 Level pump station consistently achieved pumping rates in excess of the design 500m³/hr;
- All surface and underground electrical infrastructure is operational and in use for shaft dewatering and evaporation at the TSF area (4km away);
- The 15MVA Cuprum Substation upgrade and Eskom grid connection tie-in is in operation and functioning as designed;
- The 13ha water storage dam civil construction was completed in November; and
- The three evaporators installed on the bank of the TSF 80m x 50m overflow HDPE lined sump intermittently achieved evaporation rates in excess of the design 100m³/hr.

Definitive feasibility study

The Company is currently finalising the Definitive Feasibility Study (DFS) for PCZM that considers an accelerated development strategy from high-grade near-surface JORC Resources (which have been accessed and prepared for production during the 2024 Trial Mining Program), while preparing the Deeps ore for extraction at a production rate of 200ktpm from the fifth year of operations.

The mining method to be used for the extraction of near-surface Resources will be Longitudinal Long-hole Open Stoping. The change from the Drift & Fill mining method to Longitudinal Long-hole Open Stoping has provided an opportunity to increase monthly production from 15ktpm to 20ktpm with a substantial reduction in mining costs. This has had a major positive impact on the feasibility of the early mining phase of the Project.

The current optimised DFS has focused on the aspirational objective of achieving early production from as early as the 13th month after securing funding, from the Upper Section with near-surface resources, followed by larger-scale extraction from the Deeps section.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

Orion plans to use underground mining (a combination of Drift & Fill and Long hole Stoping) with conventional froth-flotation concentration to produce differentiated copper and zinc concentrates from the Deeps mining. The DFS is undergoing external reviews and is expected to be completed and released during the March 2025 Quarter.

Dewatering and evaporation

At the end of the reporting period, the underground water depth was at approximately 270m below surface. All mechanical and electrical infrastructure is operational and dewatering rates in excess of 500m³/hr are being achieved from the shaft. The water level in the shaft has been reduced by 6.5m and the water level in the 800 Ramp has receded by 50.5m at the end of December 2024.

Dewatering infrastructure consists of two 220kW submersible pumps installed below water level, a surge capacity receiving dam on the 178m Level, and two 250kW multi-stage pumps in sequence delivering water through a lined borehole to the surface storage dams.

From the 8,100m³ intermediate storage dams underground, water is pumped to the evaporators at the 13ha overflow sump.

The overflow sump is situated next to the 13ha water storage dam and connected to the water storage dam via trenches as part of the final TSF design.

The three proof-of-concept evaporators are installed on the north-western bank of the overflow sump to evaporate at a minimum rate of 100m³/hr. Evaporation rates of up to 140m³/hr are currently being achieved during daylight and the mine water level has dropped by 6.5m, confirming the low rate of water ingress into the mine.

The three evaporators will be relocated to the 13ha water storage dam once the HDPE lining has been installed. An additional 27 evaporators will be required to achieve the planned future 1,000m³/hr evaporation rate required for the improved mine dewatering schedule in the DFS.

Power Reticulation

All the surface and underground electrical reticulation installation has been completed at the mine site and tied in to the Cuprum Substation 15MVA upgrade. The PCZM is now directly connected to the Eskom grid and is no longer connected to the Alkantpan electrical distribution network.

All the surface and underground electrical reticulation installations required for mine dewatering, forced evaporation at the TSF, Upper-Level Mining and 20ktpm flotation plant is now in place and operational in readiness for the Project to commence.

The DFS electrical designs and single line diagrams (SLD's) have been completed for the extension of power to the surface infrastructure, the Upper Levels and Deeps underground workings, the underground pump stations and ventilation as well as to the 65ha TSF.

PCZM is now eligible for exemption from Eskom loadshedding. Importantly, no electrical supply loadshedding has been recorded at the mine for 403 days at the time of this report. This is a direct result of significant improvement in electrical generation and transmission by the state utility, Eskom.

Water Storage Dam

Civil construction of the 13ha dewatering brine water storage facility within the footprint of the approved 65ha TSF was completed in November 2024. Embankment construction material consisted of drilled and blasted hardpan calcrete.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

The 13ha water storage dam is positioned in the eastern corner of the 65ha approved TSF footprint. The design minimises the embankment civil construction earthworks required by following the natural ground contours.

The dam will have a single 2mm HDPE liner. The design will allow for a seamless transition into use as a TSF, minimising additional capital costs. The footprint has been optimised for the planned dewatering rates and will make use of forced evaporators to concentrate the salts in storage.

The surface hardpan calcrete layer at the approved 65ha TSF, which is up to 2.5m thick, was drilled and blasted before excavation and used as embankment construction material. The calcrete has proven to be extremely well suited for embankment construction material with compaction strength easily achieved with 500mm layers.

By optimising the excavation and civil construction methods and optimising the design for modular expansion (paddocks) to eventually cover the entire 65ha approved site, the upfront capital costs for inclusion in the current DFS have been significantly reduced.

Mineral Resource Evaluation

Interpretation and modelling of the PCZM supergene sulphide Resource has been reviewed, taking into consideration new data from trial mining. Geological mapping and channel sample assay results both show a good correlation with the supergene sulphide Resource model. An updated interpretation is currently underway, separately modelling the massive sulphide unit that generally extends to the hanging wall contact and the lower grade disseminated sulphide footwall unit. A revised Mineral Resource estimate utilising this new model will be completed as part of the current DFS.

Geology

The +105m Level channel sampling continued to focus on the 99m Level north and south ore drives backlog areas. The channel sample material was prepared and assayed via XRF in the mine assay laboratory facility and selected duplicate sample pulps were dispatched to an accredited laboratory for ICP analysis and verification of XRF results. The sampling and on-site XRF assaying of the logged supergene surface stockpiles is ongoing and was completed in February 2025.

Channel sampling of development drives has provided a second reference for development grade, with samples analysed in the same manner as samples of blasted development drive material. On surface, underground material from both the 99m Level supergene sulphide development (23,300t) as well as the 143m Level draw point material (1,500t) has been stockpiled according to metallurgical classification.

Trial Mining

Trial Mining concluded at the end of Q2 CY2024 with the mining contractor, P2 Mining, demobilising during the month of July 2024. P2 Mining redeployed their skilled labour to other contracts and the host community labour was absorbed by PCZM into the Engineering and Mining Sections to assist with dewatering and rehabilitation work.

Operational and geotechnical learnings from the trial mining have been incorporated into the DFS. After evaluating different options, the most suitable mining method has been fixed at Longitudinal Long-hole Open Stopping for the upper-level supergene sulphide crown pillar Mineral Resource. The supergene sulphide mine schedule is being optimised for the supply of ~20ktpm of run-of-mine (ROM) material to the froth-flotation plant.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

Early Production Concentrator Plant Design for PCZM Supergene Ore

Supergene sulphide test work was completed at Maelgwyn Mineral Services Africa (Maelgwyn) and Brisbane Metallurgical Laboratory (BML) during the reporting period. This test work has informed a decision to select a concentrator process that delivers a bulk sulphide concentrate containing both copper and zinc is the optimum solution for the small tonnage of supergene resource. The bulk concentrate has achieved acceptable indicative off-take offers from reputable metal traders.

The Supergene mining schedule will be matched with a 20ktpm ROM feed stand-alone concentrator plant. Commercial options are being discussed with process engineering groups to have a plant fully operational within 12 months after commencing supergene mining. The mining ramp-up schedule is being aligned with the plant ramp-up schedule to ensure availability of an adequately sized stockpile ahead of commissioning, in order to accelerate the achievement of design throughput, recoveries and concentrate grade.

Human Resources

A detailed DFS labour review process was initiated, where staffing principles are identified in line with the planned mining schedule. In support of the planned labour, a recruitment strategy has been implemented to identify, source and/or develop the skills required.

OKIEP COPPER PROJECT

Okiep Copper Project Overview

The Okiep Copper Project (OCP) is a significant growth opportunity and is expected to become a second base metal production hub for Orion in the Northern Cape alongside the Prieska Project, located 450km east of Okiep.

Orion has defined total JORC compliant Mineral Resource Estimates for an initial six deposits at Okiep totalling 11.5Mt grading 1.4% copper for 159,000 tonnes of contained copper (refer ASX/JSE release 29 March 2021).

The Company also completed a positive Scoping Study (refer ASX/JSE release 3 May 2021), which demonstrated the economic merit of developing a foundation phase mining operation at the OCP while Orion conducts the required work and engineering studies to support its aspiration for achieving a larger mining operation with production at a similar scale to past owners Newmont and Goldfields who produced 30,000 - 40,000 tonnes per annum of copper.

Orion's objective of rapidly expanding the Mineral Resource base at the OCP is supported by its acquisition of an extensive historical mining and exploration database held by previous owners, the O'Okiep Copper Company (and its affiliates) (refer ASX/JSE release 15 February 2021), covering more than 60 years of production and exploration history.

Definitive Feasibility Study

Work on the review and updating of the Definitive Feasibility Study (DFS) for the Flat Mines Project continued throughout the reporting period.

Critical to the finalisation of this study was the completion of a confirmation drilling program that commenced in February 2024 and was completed at the end of August 2024. The drilling validated earlier exploration drilling by Goldfields and Newmont (the previous owners of the Flat Mines deposits) and provided drill-core for geotechnical studies and metallurgical test work.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

The recommendations made in the updated Geotechnical Report permitted increased stope dimensions compared to those used in the previous design, leading to a redesign of the stope layouts with increased resource tonnage mined and reduced development in the Flat Mines East (**FME**) deposit. While the DFS currently underway focuses on immediately available JORC-compliant Mineral Resources from Flat Mines North (**FMN**), FME, Flat Mines South (**FMS**) and Flat Mine Nababeep, the long-term aspirational target is to restore the Okiep properties to their historical production levels of 20,000-50,000 tonnes of copper production per annum.

Optimisation of the mine designs for FMN and FME is integral for the DFS, with this work completed during the reporting period. The outcomes of the DFS are expected to be released in March 2025.

Flat Mines Confirmatory Drilling Program

During the reporting period, Orion completed confirmation diamond drilling and reported final assay results from the OCP's Flat Mines Area. The holes were specifically designed to best cover the areas that contribute most significantly to confirming the overall estimated Indicated Mineral Resource.

The initial diamond drilling program commenced in the Flat Mines Area of the OCP in February 2024, with a total of 11 diamond core drill holes drilled at FME, FMS and FMN comprising a total of approximately 5,800m. This total includes a non-directional deflection for each hole drilled to obtain samples for metallurgical test work.

Assay results for the 11 Orion confirmation drill holes were independently reviewed by Z Star Mineral Resource Consultants (Z*) and, on analysis, Z* concluded that the addition of the Orion confirmation drill holes at FME, FMN and FMS would not result in a material change to the Mineral Resource estimate.

Z* also concluded that the Orion drill holes further support the inclusion of the historical Newmont and GFSA drill hole data in the Mineral Resource estimates for FME, FMN and FMS (refer ASX/JSE release 28 August 2023). Almost all other drilling at the various prospects within the OCP was carried out by Newmont and GFSA in a similar time period to the drilling at FME, FMN and FMS.

Ongoing metallurgical test work included XRF ore-sorting, comminution, flotation optimisation and tailings characterisation. Detailed geotechnical assessment has been undertaken on all drill holes. New geotechnical information will be used for input to mine design.

Significant widths of waste granitic material are included within the reported intersection widths, providing opportunities for upgrading of material through modern XRF ore-sorting techniques to reject internal waste before milling. As part of the ore-sorting test work, a RADOS™ "XRF core tray analyser" was brought to site to scan all available drill core, and the XRF scanning measurements were compared to assays returned for the core.

The RADOS™ scans show a very promising ability for the scanner to accurately recognise waste xenoliths within high or low-grade mineralised intrusives. This is anticipated to facilitate the ability to sort and reject the waste that would be included in bulk mining methods, allowing for optimum ore extraction at reduced cost. Sorting of blasted and crushed ore to produce a pre-concentrate before milling and flotation will have significant benefits in the reduction of capital and operating costs of the milling and concentrator plants.

Additional benefits in the form of reduced energy, water, reagent consumptions and reduced tailings storage requirements all combine to minimise the environmental impact of copper production.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

Flat Mine South Down-dip Drilling Program

The first three FMS drill holes exploring for extensions to high-grade copper mineralisation beyond the margins of the current Indicated Mineral Resource were successfully completed during the reporting period. Significant assay results have been received for drill-holes OFMSD082 and OFMSD083, while OFMSD081 intersected lower grade mineralisation but confirmed the continuation of the prospective ultramafic host unit (refer ASX/JSE release 17 December 2024). Drill-hole OFMSD083 intersected a broad zone of 40.52m at 1.34% Cu from 585.00m down-hole (580m below surface), including 10.00m at 1.03% Cu from 585.00m and 26.52m at 1.60% Cu from 599.00m. Importantly, the copper mineralisation in OFMSD083 is composed of sulphide mineralisation that is conducive to geophysical detection methods.

Drill-hole OFMSD082 intersected 5.52m at 1.86% Cu from 742.48m down-hole (730m below surface), approximately 170m down-dip from drill hole OFMSD080, which intersected 59.00m at 3.14% Cu from 533.00m.

Interpretation of geophysical exploration data indicates continuity of the steep structure associated with the mineralisation down-dip.

Flat Mine Nababeep – Drilling Program

Drilling of eight confirmatory holes was completed at Flat Mine Nababeep (FMNb). Original drilling over the main zone of mineralisation was carried out by Newmont in the 1940's, with 141Kt reported as being subsequently mined in the 1950's (refer ASX/JSE release 29 March 2021).

Orion drilling results at FMNb confirm shallow mineralisation over significant widths and include the following intercepts (refer ASX/JSE release 3 September 2024 and 17 December 2024):

- Drill-hole OFMD164 intersected 20.69m at 1.82% Cu from 8.31m within a broader zone of elevated copper mineralisation of 45.69m at 1.26% Cu;
- Drill-hole OFMD165 intersected 22.91m at 0.91% Cu from 3.09m;
- Drill-hole OFMD167 intersected 7.80m at 5.08% Cu from 121.20m;
- Drill-hole OFMD169 intersected 21.00m at 1.83% Cu from 16.00m; and
- Drill-hole OFMD171 intersected 3.54m at 3.89% Cu from 107.00m.

A review of the geological interpretation and updated Mineral Resource update incorporating the Orion drilling is currently underway as part of the current DFS.

Geophysical Exploration Program

Detailed geophysical surveys were progressed during the reporting period over the deposits in the Flat Mines Area, applying magnetic, gravity and electrical methods to assist in ranking priority drill targets previously identified by geological mapping and various geophysical anomalies from the 2021 SkyTEM™ survey (refer ASX/JSE release 1 September 2021). Modern geophysical techniques enable exploration to be undertaken down to depths of 1,000m and beyond, while advanced processing of SkyTEM™ data is yielding new insights in structural and stratigraphic modelling.

Additional processing and modelling of the 2021 SkyTEM™ data is permitting the sub-surface mapping of certain key stratigraphic units and their predicted intersection with steep structures that act as structural conduits for mineralised intrusive bodies.

A steeply dipping SkyTEM™ conductivity anomaly has been modelled, extending from near surface to depths exceeding 800m at Flat Mine South. The form and setting of this anomaly is analogous to that of the famous Carolusberg Deeps, the largest known deposit in the Okiep district, presenting a compelling exploration target. The Carolusberg Deeps deposit delivered 16Mt at a head grade of 2.05% Cu (refer ASX/JSE release 3 August 2021).

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

The current deepest mineralised intersection, at approximately 730m vertical depth, is found in the recently drilled OFMSD082. The zone stratigraphically above the Springbok Formation at 900-950m depth below surface is considered the highest potential for hosting high-tonnage mineralised intrusive.

Water Use Licence Application (WULA) – Approved

In August 2024, the Department of Water and Sanitation (DWS) granted to New Okiep Mining Company (Pty) Ltd an Integrated Water Use Licence (WUL) for the Okiep Copper Project. The Integrated Water Use Licence approval is for the Flat Mines Project and was the final permit required. The Flat Mines Project is now fully approved and ready to commence construction and mining.

TSF Design Approved

The design and use of a partially lined TSF, necessary for the storage of flotation tailings from the processing plant after the recovery of copper in a sulphide concentrate, is approved in terms of the water use licence.

The available sites for TSF construction are limited by the terrain in the area and required innovative design to meet the stringent environmental requirements of the DWS applicable to long-term waste disposal sites.

The TSF embankment will be constructed using development rock waste and ore-sorter discard rock, hence all tailings and waste rock are planned to be stored in a single location.

A detailed hydrogeological study indicates that, over time, the ground water quality downstream of the facility is expected to improve compared to current water quality values, which have been impaired to some extent by prior mining activities in the area.

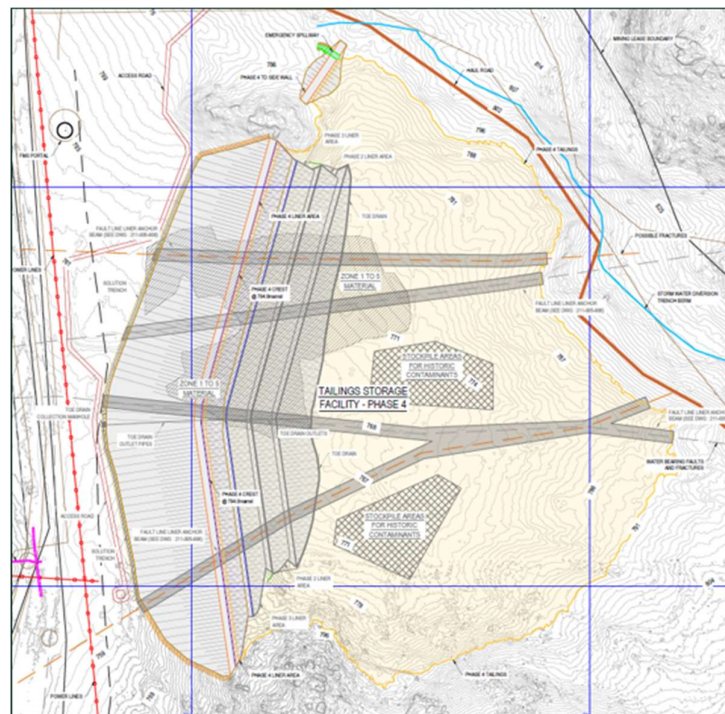


Figure 1: General arrangement of ultimate TSF footprint.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

Metallurgical Test Work

Rados, Maelgwyn South Africa, and Geolabs, all based in Johannesburg, have been contracted to conduct feasibility study test work and flowsheet development for Orion Minerals. The metallurgical test program is based on previous work on Flat Mine samples, but in this round is using larger samples of mineralised rock sourced from the whole-core deflections drilled as part of the recent drilling program at all three Flat Mines deposits.

The metallurgical test work program focused on:

1. SMC Test® comminution test work on composites;
2. Mini bulk XRF sorter test work on drill core;
3. Flotation test work on unsorted core;
4. Flotation test work on sorted core;
5. Bond Ball Mill Index® and Bond Abrasion Index® on sorted products; and
6. Mineralogy

Locked cycle flotation tests were completed on Flat Mines North using the flotation reagent recipe from Flat Mines East, achieving concentrate grades over 30% and copper recoveries above 90%. Mineralogical analysis was conducted on samples from these tests.

Comminution test work on samples from Flat Mines North was conducted at Geolabs Global Pty Ltd. The results confirmed high milling work indices exceeding 18 kWh/t, as observed in previous tests.

"Ore-sorting" test work on drill core samples from the recent drilling into the Flat Mines South deposit were conducted by RADOS using XRF sensor-based sorting technology.

METC Engineering updated the process plant design and engineering based on the new test work data, also revising the capital expenditure and operational expenditure estimates. The compilation of process data for the DFS report was completed.

Mine Planning

As reported above, the favourable geotechnical design parameters derived from the recent geotechnical data and analysis allowed for the incorporation of larger stope dimensions than those used in the 2023 mine design. In the interests of improved mining efficiency, stope strike and height dimensions were increased in the revised FME mine design, with a related reduction in waste development required to access the resources.

This additional mine design and scheduling work has resulted in the extension of the time required to complete the mining section of the DFS.

Infrastructure

Based on discussions with the Eskom network engineers, it has been concluded that the optimal solution for the project will be to receive bulk power at 66kV via the NK Municipal Network. The design and costing of the power supply for the project has been finalised on this basis.

The main source of process water supply for the project is treated effluent water from the Nababeep Sewage Works (Nababeep WWW). The refurbishment of this plant by the Namakhoi Municipality (**NKM**) commenced early in 2024 and was suspended due to poor performance by the appointed contractor.

In November 2024, NKM management approached New Okiep Mining Company (**NOM**) for assistance in the refurbishment process, which is one of the SLP commitments made by the Company in the Mining Right Application.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

NOM agreed to assist with the repairs to the plant biofilters and the cleaning of accumulated sludge from the Clarigesters. Significant progress has been made by the Company to accelerate the refurbishing of this plant, which is also vital to the success of the Flat Mines Project and the progress has been well received by the local community.

Land Access and Permitting

The Mining Right (MR) over the Flat Mines Area was executed in December 2022. Land access to the Flat Mines operational area is currently secure. Approval was received from the Nama Khoi Local Municipality for the rezoning for mining activities of the relevant area of the Mining Right, in accordance with the Spatial Planning and Land Use Management Act (SPLUMA). During the reporting period, the rezoning of the surface area where the plant and mining infrastructure are proposed to be situated was approved.

Access to the land on which the bulk of the surface mining infrastructure will be located has been secured through a purchase agreement with a private owner and lease agreement with the NKM.

During the reporting period, Orion received notice from the DMRE for the addition of five new "copper ore" and "tungsten ore" areas to its existing tenement portfolio. This has increased the Company's tenement holding west, south and east of the central Southern African Tantalum Mining (Pty) Ltd (SAFTA) mining right area (red outlined area, Figure 2) by approximately 30,000 hectares (grey and orange shaded areas).

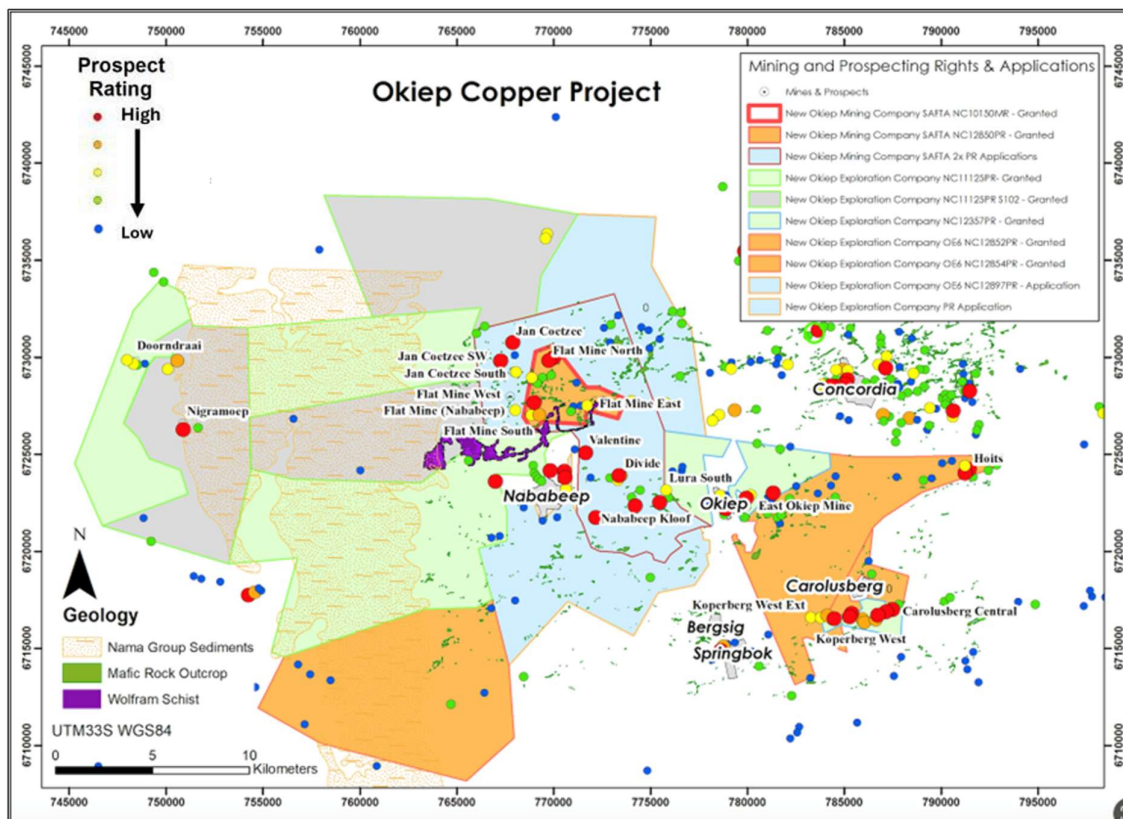


Figure 2: SAFTA MR indicated by thick red outlined area. Grey and orange shaded areas show three new S102 areas, orange areas show three newly granted prospecting rights.

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

Following site visits to the NOM mining right by DMPR officials, an application for ministerial consent for the extension of the commencement date for mining operations to 31 December 2025 was submitted to the DMPR during the reporting period in accordance with the terms of the mining right and the Mineral and Petroleum Resources Development Act (MPRDA).

JACOMYNSPAN PROJECT (JMP)

The JMP Nickel-Copper-PGE Project is Orion's third project alongside PCZM and OCP with potential to be a significant metals producer.

Orion sees compelling potential for a large-scale, near-surface bulk mining operation at Jacomynspan, with drilling confirming the presence of shallow sulphide nickel-copper-cobalt-PGE mineralisation within the ultramafic structure, commencing at a depth of around 85m vertically below the surface.

Planning continued for a trial mining exercise to generate a sufficient scale representative bulk sample of Jacomynspan ore to evaluate innovative metallurgical refining/battery pre-cursor production on a pilot scale.

JMP has a JORC-defined Mineral Resource of 65Mt at 0.28% Ni, 0.19% Cu, 0.02% Co, 0.2g/t 2PGE+Au using a cut-off of 0.2% Ni (refer ASX/JSE release 8 March 2018). The current Mineral Resource extends over less than 1km of strike of a series of outcropping intrusives where wide-spaced scout drilling by Anglovaal, Newmont, African Nickel (ANL) and Orion has revealed a combined 7km strike of identical mineralised outcropping or shallow sub-cropping ultramafic intrusive bodies.

METALS VAPOUR REFINING PROJECT

Orion continued to review and evaluate the potential for application of Chloro and Carbonyl metal vapour refining to produce premium value chemical and electronic quality metal products.

Several technology development groups have been identified to work alongside the team involved in the project to date, with the objective of accelerating the development pathway.

Alternative hydrometallurgical processes are also being reviewed and value trade-off assessments are being done to confirm the optimum beneficiation process route.

AREACHAP EXPLORATION

The Areachap Project is located in an under-explored belt of the same name, covering an area exceeding 175,000ha with multiple copper-zinc and nickel-copper-cobalt-PGE-gold intrusive targets within Orion's tenements.

Multiple VMS-style copper-zinc and nickel-copper-cobalt-PGE-gold in ultramafic intrusive targets are known within the tenements, including numerous unexplored targets.

Chief among these are:

- The Kantienpan zinc-copper VMS project – where a substantial mineralised deposit has been identified through drill-testing with this project to be progressed to pre-feasibility level;
- The Witkop copper-gold project – where a preliminary assessment has been completed and discussions are underway regarding the potential development of the project;

Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

- The Bokspuits copper-zinc VMS project – where additional follow-up exploration is required following geophysical investigation and preliminary drill-testing; and
- Orange River pegmatite swarm – where additional lithium, beryllium and Rare Earth Element (REE) mineralisation potential is being investigated in an area that traverses the Orion tenements.

Exploration activities during the reporting period included on-going review, processing and modelling of existing geophysical survey results, and the planning and design of detailed follow-up geophysical survey programs.

AUSTRALIAN PROJECTS

Fraser Range - Gold-Nickel-Copper Project (Western Australia)

The Fraser Range Project is a belt-scale project, highly prospective for high-value magmatic nickel-copper-cobalt sulphide discoveries. The project is a joint venture with ASX-listed IGO Limited, which is the dominant landholder in the Fraser Range and owns the Nova Operation, which is mining and processing the Nova-Bollinger nickel-copper-cobalt sulphide deposit discovered in 2015.

Orion maintains a tenement package in the Fraser Range under a joint venture with IGO. In terms of the joint venture, IGO is responsible for the exploration of all the tenements while Orion is free carried by IGO through to the first Pre-Feasibility Study. This allows Orion to maintain exposure to ongoing exploration and development of the project, without any ongoing financial commitment.

During the reporting period, tenements held within the JV with IGO which had been surrendered or voluntarily relinquished, were finalised with the West Australian Department of Mineral Resources. A write down of the carrying value of the Fraser Range Project by the Company was also completed.

The Moving Loop Electromagnetic (**MLEM**) survey at the Peninsula target area (E39/1653) was completed during the reporting period by IGO, with results received following period-end. The MLEM was testing a target anomaly imaged from a previous airborne electromagnetic survey. Planned works for the forthcoming period on E39/1653 includes track rehabilitation.

Walhalla Gold & Polymetals Project (Victoria)

While the Walhalla-Woods Point District is best known for gold mining, high-grade copper-nickel and PGE mineralisation also occurs within the belt. Both the gold and copper-nickel-PGE mineralisation within this district are hosted within dykes from the Woods Point Dyke Swarm, a series of ultramafic to felsic dykes occurring over a 75km long north-south belt.

No field or exploration work was carried out on the Victoria Project during the reporting period.

CORPORATE

Cash and Finance

Cash on hand as at 31 December 2024 was \$6.35 million.

Directors' Report (continued)

PCZM Project Funding

On 10 September 2024, the Group received final a draw down amount of A\$0.29 million from Triple Flag under the terms of the Triple Flag Early Funding Agreement (gross revenue return), and on 9 September 2024, an amount of ZAR19 million (~A\$1.56 million) was drawn down from the Industrial Development Corporation of South Africa Limited (IDC) Convertible Loan.

A summary of the material terms of the IDC Convertible Loan definitive agreement was provided in Appendix 1 of the Company's 8 February 2023 ASX/JSE release and a summary of the material terms of the Triple Flag definitive agreements was provided in Appendix 1 of the 13 December 2022 ASX/JSE release.

Okiep Copper Project – Settlement of Phases

With all conditions precedent satisfied, the Company proceeded with the implementation of the first phase of the acquisition of a controlling interest in the Okiep Copper Project on or about 7 May 2024 (refer ASX/JSE releases 17 April 2024 and 6 May 2024).

The Company anticipates completion of phases two and three of the acquisition, which are each subject to the granting of the relevant mineral rights (Mineral Rights) to Southern African Tantalum Mining (Pty) Ltd, Nababeep Copper Company (Pty) Ltd and Bulletrap Copper Co (Pty) Ltd (as the case may be) (each a Target Entity) and, if applicable, approval from the Minister of the Department of Mineral and Petroleum Resources (or their lawful delegate) in terms of the South African Mineral and Petroleum Resources Development Act, 2002 for the transfer of the relevant Mineral Right(s) from each Target Entity to the relevant Orion subsidiary (section 11 consent), in the coming months.

The Suspensive Conditions, including approval from the South African Takeover Regulation Panel, for the New Okiep Exploration Company (Pty) Ltd (NOE) and New Okiep Mining Company (Pty) Ltd (NOM) Historically Disadvantaged South African transactions have been fulfilled, and the Closing Date (as defined in the Black Economic Empowerment Entrepreneur Share (20%) Acquisition Agreement amongst Area Metals Holdings No 6 (Pty) Ltd, Landmark Capital Investments (Pty) Ltd, Ten To Twelve (Pty) Ltd, Blue Mountain Strategy (Pty) Ltd, NOE and NOM (refer ASX/JSE releases 17 April 2024 and 7 September 2022)) was Monday, 3 February 2025.

Share Placement

On 1 July 2024, the Company announced a A\$7.7 million (~ZAR92.3 million) Share placement to sophisticated and professional investors, pursuant to Section 708A of the Corporations Act 2001 (Placement). The Placement, which was completed on 18 July 2024, comprised the issue of approximately 513 million Shares at an issue price of A\$0.015 (being ZAR18 cents) per Share.

Share Purchase Plan

In addition to the Placement, Orion undertook a Share Purchase Plan (**SPP**), providing shareholders with an opportunity to increase their shareholding in the Company at the same offer price as the Shares issued under the Placement.

Under the SPP, Eligible Shareholders could subscribe for new Shares in parcels starting from A\$165 (or ZAR2,000) up to a maximum of A\$30,000 (or ZAR365,000) at an issue price of A\$0.015 per Share (ZAR18 cents) to raise up to A\$5 million (or ~ZAR60 million).

The SPP opened on 5 July 2024 and closed on 23 July 2024, raising a total of A\$3.6 million (~ZAR44 million).

On 30 July 2024, the Company issued 241.99 million Shares to SPP applicants.

Directors' Report (continued)

Shares in Lieu of Non-Executive Director Fees

To preserve the Company's cash reserves, certain Company Non-Executive Directors have elected, subject to shareholder approval, to receive a proportion of their accrued Director fees in Shares in lieu of cash.

Each Director may at any time and at their election, alter the proportion of Director fees to be received in Director Fees Shares and such election shall apply from the date that the Company receives the election in writing from the Director. The Director Fees Shares shall be issued in arrears in respect of accrued Director fees, subject to shareholder approval at the relevant general meeting.

Following receipt of shareholder approval at the general meeting held on 29 August 2024, the Company issued 1.63 million Shares to Non-Executive Directors Mr Godfrey Gomwe, Ms Patience Mpofo and Mr Anthony Lennox. The Shares were issued at a deemed issue price of A\$0.015 per Share, being the same issue price as the Shares issued under the Placement and the Share Purchase Plan outlined above.

In addition, following receipt of shareholder approval at the annual general meeting held on 20 November 2024, the Company issued 1.74 million Shares to Non-Executive Directors Mr Godfrey Gomwe, Ms Patience Mpofo and Mr Anthony Lennox. The Shares were issued at a deemed issue price of A\$0.014 per Share.

SUBSEQUENT EVENTS AFTER THE BALANCE DATE

There has not arisen in the interval between the end of the half year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial periods, except for the matters referred to below:

- On 7 January 2025, the IDC advanced a further ZAR4.7M (\$0.4M) to New Okiep Mining Company, as contribution towards its shareholder portion of the pre-development funding in relation to the Flat Mines Project.
- Following completion of the SAFTA, BCC and NCC transactions announced in April 2024, on 30 January 2025, the Group finalised the New Okiep Exploration Company (Pty) Ltd (NOE) and New Okiep Mining Company (Pty) Ltd (NOM) Historically Disadvantaged South African (**HDSA**) transactions. The Black Economic Empowerment (**BEE**) partners for the Okiep Copper Project (OCP), representing the HDSA, as defined in the BEE Entrepreneur Share (20%) Acquisition Agreement, as at closing date, includes Landmark Capital Investments (Pty) Ltd, Ten To Twelve (Pty) Ltd and Blue Mountain Strategy (Pty) Ltd.

Directors' Report (continued)

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is set out on page 20 and forms part of the directors' report for the half year ended 31 December 2024.

Signed in accordance with a resolution of the directors.



Denis Waddell
Chairman

Perth, Western Australia

Date: 11 March 2025

Auditor's Independence Declaration to the Directors of Orion Minerals Ltd

As lead auditor for the review of the financial report of Orion Minerals Ltd and its controlled entities for the half-year ended 31 December 2024, I declare to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Orion Minerals Ltd and its controlled entities during the half-year ended 31 December 2024.

Forvis Mazars

Forvis Mazars Audit & Assurance Pty Ltd

A. Aupied

Alexis Aupied
Director

11 March 2025

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 31 DECEMBER 2024**

CONTINUING OPERATIONS	Notes	December 2024 \$'000	December 2023 \$'000
Other income	4	71	183
Exploration and evaluation costs expensed	8	(2,443)	(2,546)
Employee expenses		(902)	(779)
Other operational expenses	4	(2,333)	(2,996)
Results from operating activities		(5,607)	(6,318)
Non-operating expenses	4	(566)	(902)
Finance income		2,738	2,246
Finance expense		(3,085)	(855)
Net finance income		(347)	1,391
Loss before income tax		(6,520)	(5,649)
Income tax expense		---	---
Loss from continuing operations attributable to equity holders of the Group		(6,520)	(5,649)
Items that may be reclassified subsequently to profit or loss			
Other comprehensive income			
Foreign currency reserve		(942)	136
Other comprehensive income for the year, net of income tax		4,021	---
Total other comprehensive income for the period		3,079	136
Total comprehensive loss for the period		(3,441)	(5,513)
Loss for the period is attributed to:			
Non-controlling interest	14	(1,648)	(1,236)
Owners of Orion Minerals Ltd		(4,872)	(4,413)
		(6,520)	(5,649)
Total comprehensive loss for the period is attributable to:			
Non-controlling interest	14	(1,648)	(1,236)
Owners of Orion Minerals Ltd		(1,793)	(4,277)
		(3,441)	(5,513)
LOSS PER SHARE (CENTS PER SHARE)			
Basic loss per share	16	(0.07)	(0.08)
Diluted loss per share	16	(0.07)	(0.08)
Headline loss per share	16	(0.07)	(0.08)
Diluted headline loss per share	16	(0.07)	(0.08)

The notes on pages 25 to 40 are an integral part of this consolidated interim financial report.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

ASSETS	Notes	December 2024 \$'000	June 2024 \$'000
Current assets			
Cash and cash equivalents	3	6,345	8,270
Trade and other receivables		473	9,064
Rehabilitation bonds	5	226	306
Prepayments		367	557
Receivable GRR	10	---	42
Total current assets		7,411	18,239
Non-current assets			
Trade and other receivables		289	270
Rehabilitation bonds	5	4,106	3,478
Right of use asset		1,366	1,353
Loans to related parties	6	5,828	5,450
Land and buildings		3,736	3,477
Investment in preference shares	7	31,602	28,719
Plant and equipment		2,681	1,819
Intangible assets		6,579	6,349
Deferred exploration, evaluation and development	8	79,050	67,447
Total non-current assets		135,237	118,362
Total assets		142,648	136,601
LIABILITIES	Notes	December 2024 \$'000	June 2024 \$'000
Current liabilities			
Trade and other payables		1,333	3,382
Provisions		285	296
Leases		4	4
Instalment sale liability	11	715	690
Total current liabilities		2,337	4,372
Non-current liabilities			
Provisions		2,582	2,131
Loans	9	29,202	24,262
Leases		1,669	1,590
Contract liability GRR	10	11,082	9,924
Instalment sale liability	11	1,431	1,382
Total non-current liabilities		45,966	39,289
Total liabilities		48,303	43,661
NET ASSETS		94,345	92,940
EQUITY	Notes	December 2024 \$'000	June 2024 \$'000
Equity attributable to equity holders of the Company			
Issued capital	13	225,244	221,200
Accumulated losses		(144,006)	(143,155)
Share based payments reserve	13	2,486	1,907
Foreign currency translation reserve		433	1,376
Other reserve		20,981	20,855
Non-controlling interest – subsidiaries	14	(10,793)	(9,243)
Total equity		94,345	92,940

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 31 DECEMBER 2024**

	Notes	December 2024 \$'000	December 2023 \$'000
Cash flows from operating activities			
Payments for exploration and evaluation		(140)	(2,199)
Payments to suppliers and employees		(4,641)	(4,660)
Interest received		460	520
Interest paid		(150)	70
Other receipts		149	195
Net cash used in operating activities		(4,322)	(6,074)
Cash flows from investing activities			
Purchase of plant and equipment		(1,267)	(932)
Payments for exploration and evaluation		(10,192)	(4,599)
Term deposit funds – invested		82	11
Purchase of investment in entities		(44)	---
Net cash used in investing activities		(11,421)	(5,520)
Cash flows from financing activities			
Proceeds from issue of shares		11,322	---
Proceeds from exercise of options		---	2,862
Borrowings provided to joint venture operations		(191)	(301)
Payment of lease liability		(52)	---
Proceeds from contract liability GRR		29	4,028
Proceeds from borrowings		2,738	8,885
Net cash from / (used in) financing activities		13,846	15,474
Net decrease in cash and cash equivalents		(1,897)	3,880
Cash and cash equivalents at the beginning of the period		8,270	7,564
Effects of exchange rate on cash at end of reporting period		(28)	(486)
CASH ON HAND AND AT BANK AT PERIOD END	3	6,345	10,958

The notes on pages 25 to 40 are an integral part of this consolidated interim financial report.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 31 DECEMBER 2024**

31 December 2024							
	Issued capital	Accumulated losses	Non-controlling interest	Foreign currency translation reserve	Other reserve	Share based payments reserve	Total equity
	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Balance at 1 July 2024	221,200	(143,155)	(9,243)	1,376	20,855	1,907	92,940
Loss for the period	---	(4,872)	(1,648)	---	---	---	(6,520)
Other comprehensive income	---	4,021	---	(943)	---	---	3,078
Total comprehensive loss for the period	---	(851)	(1,648)	(943)	---	---	(3,442)
Transactions with owners in their capacity as owners:							
Contributions of equity, net costs	4,044	---	---	---	---	---	4,044
Share-based payments expense	---	---	---	---	---	579	579
IFRS 9 Capital contribution	---	-	98	---	126	---	224
Total transactions with owners	4,044	-	98	---	126	579	4,847
Balance at 31 December 2024	225,244	(144,006)	(10,793)	433	20,981	2,486	94,345

31 December 2023							
	Issued capital	Accumulated losses	Non-controlling interest	Foreign currency translation reserve	Other reserve	Share based payments reserve	Total equity
	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Balance at 1 July 2023	207,625	(139,944)	(8,245)	1,871	20,482	2,837	84,626
Loss for the period	---	(4,413)	(1,236)	---	---	---	(5,649)
Other comprehensive income	---	---	---	136	---	---	136
Total comprehensive loss for the period	---	(4,413)	(1,236)	136	---	---	(5,513)
Transactions with owners in their capacity as owners:							
Contributions of equity, net costs	3,307	---	---	---	---	---	3,307
Share-based payments expense	---	---	---	---	---	406	406
Transactions between owners	---	---	---	1	---	---	1
IFRS 9 Capital contribution	---	4	---	---	---	---	4
Total transactions with owners	3,307	4	---	1	---	406	3,718
Balance at 31 December 2023	210,932	(144,353)	(9,481)	2,008	20,482	406	82,831

The notes on pages 25 to 40 are an integral part of this consolidated interim financial report.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT

For the half year ended 31 December 2024

1. REPORTING ENTITY

Orion Minerals Limited (**Company**) is a company domiciled in Australia. The consolidated interim financial report of the Company as at and for the six months ended 31 December 2024 comprises the Company and its subsidiaries (together referred to as the **Group**).

The consolidated annual financial report of the Group as at and for the year ended 30 June 2024 is available upon request from the Company's registered office or at www.orionminerals.com.au.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in these consolidated interim financial statements are consistent with those applied in the Group's consolidated financial statements as at and for the year ended 30 June 2024. Mandatory accounting standards were adopted by the Group during the period. The adoption of the new accounting standards has had no material impact on the measurements of the Group's assets and liabilities.

a) Statement of compliance

The consolidated interim financial report has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. Compliance with AASB 134 ensures compliance with IFRS IAS 34 *Interim Financial Reporting*.

The consolidated interim financial report does not include all of the information required for a full annual financial report and should be read in conjunction with the consolidated annual financial report of the consolidated entity as at and for the year ended 30 June 2024.

This consolidated interim financial report was approved by the Board of Directors on 6 March 2025.

b) Basis of measurement

The preparation of interim financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this consolidated interim financial report, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that were applied to the consolidated financial report as at and for the year ended 30 June 2024.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the Group recorded a net loss of \$6.52M for the half year ended 31 December 2024, and the Group's position as at 31 December 2024 was as follows:

- The Group had cash reserves of \$6.35M and had negative operating cash flows of \$4.32M for the half year ended 31 December 2024;
- The Group had positive working capital at 31 December 2024 of \$5.07M; and
- The Group's main activity is exploration, evaluation and development of base metal, gold and PGE projects in South Africa (Northern Cape Province) and as such it does not have a source of income, rather it is reliant equity raisings and / or debt to fund its activities.

These factors indicate a material uncertainty that may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts state in the financial report.

Cash on hand as at 31 December 2024 will not be sufficient to fund planned exploration and operational activities during the next twelve months. However, the Directors believe that there are reasonable grounds that the Group will be able to continue as a going concern, after consideration of the following factors:

Project Funding – Prieska Copper Zinc Mine

Triple Flag US\$87M Funding Package

- In December 2022, Orion signed definitive agreements with Triple Flag Precious Metals Corp. (TSX/NYSE: TFPM) (with its subsidiaries, **Triple Flag**) for a US\$87M (~\$127M) secured funding package for PCZM comprising of a precious metals stream (**Precious Metal Stream**) and an additional early funding arrangement (**Funding Arrangement**).

The Precious Metal Stream, still available to Orion, is conditional on the mine development being fully funded, finalisation of an executable mine plan to Triple Flag's satisfaction, South African regulatory approvals, and fulfilment of drawdown conditions standard for such arrangements.

The \$10M (~US\$7M) Funding Arrangement, has been utilised by PCZM and reflected as a contract liability (refer Note 10).

Under terms of the Precious Metal Stream, PCZM and other obligors will agree to grant a first ranking security in favour of Triple Flag and the IDC over certain assets and claims related directly and indirectly to the Project, with the security in respect of the Precious Metal Stream to be subordinated to PCZM financiers on terms to be agreed in an intercreditor arrangement that is consistent with the principles set out in the Precious Metal Stream agreement.

A summary of the material terms of the Triple Flag definitive agreements is provided in Appendix 1 of the 13 December 2022 ASX/JSE release.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

Along with the Company's ability to successfully raise capital in the past, the Directors are confident of obtaining the continued support of the Company's shareholders and a number of brokers that have supported the Company's previous capital raisings.

With two definitive feasibility studies imminent, one for each PCZM and Okiep Copper Project, the Company continues to progress discussions with interested debt and equity providers, offtake agreements and potential strategic partners, in relation to funding for the development of the Company's projects. The amount and timing of any funding for operational and exploration plans, is the subject of ongoing review.

Accordingly, the financial statements for the half year ended 31 December 2024 have been prepared on a going concern basis as, in the opinion of the Directors, the Group will be in a position to continue to meet its operating costs and exploration expenditure commitments and pay its debts as and when they fall due for at least twelve months from the date of this report.

However, the Directors recognise that if sufficient additional funding is not raised from the issue of capital or through alternative funding sources, in order to support the Group until the commencement of mining operations, the Group may relinquish title to certain tenements and may have to realise its assets and extinguish its liabilities other than in the ordinary course of business and at amounts different from those stated in the financial report. No allowance for such circumstances has been made in the financial report.

d) Gross Revenue Return Arrangement (GRR)

Judgement was required in assessing the appropriate accounting treatment for the GRR arrangement as disclosed in Note 10, including characterisation of the transaction, whether control has been transferred in the mineral property interest, and whether the related services are distinct from the mineral interest. The assessment considered terms specific to the arrangement to determine what the counterparty was entitled to and the associated risks and rewards attributable to them over the life of the arrangement.

Upon evaluating the transaction, it was determined that the advance payment received were comprised of a disposal of a portion of the Group's mineral interest and an upfront payment received for the implicit obligation of future extraction services that will generate future gross revenue returns.

It is the intention of the Group to satisfy the performance obligation under the arrangement. The obligation will be satisfied through the Group's production and revenue, which will be recognised over the duration of the LOM as the Group delivers the gross revenue return.

The Group will continue to recognise the disposal of the deferred exploration, evaluation and development asset until Exploration and Evaluation activities have ceased.

As the contract is long term in nature, and the Group received a portion of the consideration from Triple Flag at inception of the contract. It has been determined that a portion of the future extraction contains a significant financing component. The Group therefore made a critical estimate of the discount rate at initial recognition of the contract liability.

e) Rounding of amounts

The Company is of a kind referred to in the Corporations Instrument 2016/191, issued by the Australian Securities and Investment Commission, relation to 'rounding off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars or in certain cases, to the nearest dollar.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Change in intention resulting from accounting standards and interpretations adopted

In the period ended 31 December 2024, the Directors have reviewed the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current reporting periods beginning on or after 1 July 2024. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

During the period ended 31 December 2024, the Group has reassessed the settlement of the loans and considered that they are no longer planned nor likely to occur in the foreseeable future. As the repayment date of the loans are currently uncertain due to no project within the Group having reached financial close yet, the Group has reconsidered the presentation of the foreign exchange differences that arise from the translation of the intragroup loans in line with AASB121.15. The new approach intends to better reflect the economic substance of the Group's foreign currency denominated intercompany loans. Previously, the differences were presented in the Statement of Profit or Loss under the non-operating income and expenses. Going forward, to provide more reliable and relevant information, the Group will present the differences in the Statement of Other Comprehensive Income. The Group further intends to apply the disclosure requirement in AASB 121 to disclose 'the net exchange differences recognised in other comprehensive income and accumulated in a separate component of equity, and a recognition of the amount of such exchange differences at the beginning and end of the period.

3. CASH AND CASH EQUIVALENTS

	December 2024 \$'000	June 2024 \$'000
Cash and cash equivalents	1,447	7,907
Short term deposits	4,898	363
Total	6,345	8,270

Cash and cash equivalents includes an amount of \$0.27M held by New Okiep Mining Company (Pty) Ltd (**NOM**) (a subsidiary of Orion), from funds received from the IDC Shareholder Loan, as required under the terms of memorandum of incorporation agreement between NOM and the IDC, that is ringfenced for Okiep Copper Project – Flat Mines Project expenditure (refer Note 9).

The South African subsidiaries have an available facility of ZAR25M (\$2.14M) to utilise for settlement of forex payments at RMB.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

4. REVENUES AND EXPENSES

Other income	December 2024 \$'000	December 2023 \$'000
Services rendered to associate companies	26	25
Intergroup transactions: Revenue from disbursements	45	158
Total other income	71	183
Other operational expenses	December 2024 \$'000	December 2023 \$'000
Contractor, consultants and advisory	1,180	1,303
Investor and public relations	177	197
Communications and information technology	93	70
Due diligence expenditure	---	26
Depreciation	380	178
Occupancy	22	21
Travel and accommodation	121	120
Directors' fees and employment costs	240	201
Capital raising fee	25	779
Other corporate and administrative	95	102
Total other operational expenses	2,333	2,996
Non-operating (income) / expenses	December 2024 \$'000	December 2023 \$'000
Net foreign exchange loss	73	525
Profit of disposal of property, plant & equipment	(86)	(29)
Share based payments	579	406
Total non-operating expenses	566	902

5. REHABILITATION BONDS

	December 2024 \$'000	June 2024 \$'000
Current		
Rehabilitation bonds ^(a)	226	306
Non-current		
Rehabilitation bonds ^(b)	4,106	3,478
Total	4,332	3,784

(a) Rehabilitation bonds are cash placed on deposit to secure bank guarantees in respect of obligations entered into for environmental performance bonds issued in favour of the relevant government body for projects located in South Africa and Victoria (Australia).

(b) The Group also has environmental obligations for various projects in South Africa, including the Prieska Project. The Group has engaged the services of Centriq Insurance Company Ltd (**Centriq**), a company established to meet the financial provisioning requirements of Mining Rights in South Africa. Funds held by Centriq relate to premium paid to Centriq and represent collateral held by Centriq against guarantees that have been issued. Funds held by Centriq on behalf of the Group are refundable to the Group when the guarantees expire. The bond can be applied by the government body for rehabilitation works should the Group fail to meet regulatory standards for environmental rehabilitation.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

6. LOAN TO RELATED PARTIES

	December 2024 \$'000	June 2024 \$'000
Non-current		
Loan to Prieska Resources – principal	1,301	1,257
Loan to joint venture partners	4,527	4,193
Total	5,828	5,450

Prieska Resources

The Black Economic Empowerment (**BEE**) restructure implemented in September 2019 involved the acquisition by Prieska Resources Pty (Ltd) (**Prieska Resources**) of a 20% interest in the Company's subsidiary, Prieska Copper Zinc Mine (Pty) Ltd (**PCZM**), for a purchase consideration of ZAR142.78M (~\$14.45M). To fund the acquisition, the Company has provided vendor financing comprised of two components, being a loan and preference shares (refer Note 7).

A secured loan (repayable 12 months from closing date of securing Prieska Project financing) with principal totalling ZAR15.29M arose as a result of PCZM delegating a portion of a loan which was owed to the Company by Prieska Resources, in exchange for which PCZM issues ordinary shares to Prieska Resources. The terms of the loan initially included that interest is payable by Prieska Resources at the publicly quoted prime overdraft rate. Subsequently, the terms of the loan have been amended such that:

- all accrued interest up to 30 June 2021 that has been waived by the Company; and
- from 1 July 2021 until the financial closing date of securing Prieska Project financing, the loan shall be interest free, subsequent to which date the loan shall bear interest at prime.

Joint Venture Partners

In September 2017, Area Metals Holdings No3 (Pty) Ltd (an indirect, wholly owned, Orion subsidiary) (**AMH3**) entered into a binding earn-in agreement to acquire earn-in rights over the Jacomynspan Nickel-Copper-PGE Project (South Africa) (**Jacomynspan Project**) from two companies, Disawell (Pty) Ltd and Namaqua Nickel Mining (Pty) Ltd (**Namaqua Disawell Companies**), which hold partly overlapping granted prospecting rights and a mining right, respectively.

During the year ended 30 June 2019, AMH3 reached the next stage earn-in right, which will see its shareholding increase by a further 25% interest making its total interest 50% (subject to, inter alia, certain regulatory approvals). Orion is the manager and operator of the joint venture.

During the reporting period, the Group continued to advance exploration programs on the Jacomynspan Project, expending an additional \$0.21M (excludes effect of foreign exchange rate movement on balance). This expenditure, under the terms of a consolidated shareholders' agreement concluded in September 2017 between, amongst others, the Company, AMH3 and the Namaqua Disawell Companies, is held in a shareholder loan account.

The shareholders continue to discuss the future operational plans of the Jacomynspan Project, as they await the statutory approval for Orion to be issued the shares to achieve 50% shareholding in the Namaqua-Disawell companies following satisfaction of the obligations of the original earn-in agreement. Namaqua-Disawell has submitted its applications to the Department of Mineral Resources and Energy for regulatory approval to issue the additional shares to Orion, resulting in a change of control of the companies holding the mineral rights.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

7. INVESTMENT IN PREFERENCE SHARES

	December 2024 \$'000	June 2024 \$'000
Non-current		
Prieska Resources preference shares – principal	17,030	16,436
Prieska Resources preference shares – interest receivable	14,572	12,283
Total	31,602	28,719

To fund the acquisition by Prieska Resources of a 20% interest in the Company's subsidiary, PCZM, the Company has provided vendor financing comprised of two components, being a loan (refer Note 6) and preference shares. The preference shares issued by Prieska Resources to the Company (through its subsidiary Agama Exploration & Mining (Pty) Ltd (**Agama**)) have the following key terms:

- The preference shares rank in priority to the rights of all other shares of Prieska Resources with respect to the distribution of Prieska Resource's assets, in an amount up to the redemption amount in the event of the liquidation, dissolution or winding up of Prieska Resources, whether voluntary or involuntary, or any other distribution of Prieska Resources, whether for the purpose of winding up its affairs or otherwise;
- The preference shares are redeemable by Prieska Resources at any time after the expiry of a period of 3 years and 1 day after the date of issue of the preference shares (being 11 September 2019 and 28 January 2020), and prior to the 8th anniversary of their date of issue at an internal rate of return of 12%; and
- Any preference shares held by the Company (through its subsidiary Agama) after the 8th anniversary of their date of issue will be automatically converted pro rata into ordinary shares in Prieska Resources, up to 49% of the shares in Prieska Resources or, subject to compliance with South African laws, an equivalent number of shares in PCZM.

The movement in the reporting period, in relation to principal amount, is related to impact of foreign exchange rate movement and not additional amounts classified as principal through the issue of additional preference shares.

8. DEFERRED EXPLORATION, EVALUATION AND DEVELOPMENT

	December 2024 \$'000	June 2024 \$'000
Acquired mineral rights		
Opening cost	14,161	14,161
Exploration and evaluation acquired	---	---
Exploration, evaluation and development	14,161	14,161
Deferred exploration and evaluation expenditure		
Opening cost	53,286	34,883
Effect of foreign exchange on opening balance	1,583	780
Expenditure incurred	12,463	22,528
Exploration expensed	(2,305)	(4,905)
Asset derecognised – written off ^(a)	(138)	---
Deferred exploration and evaluation expenditure	64,889	53,286
Net carrying amount at end of period	79,050	67,447

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

8. DEFERRED EXPLORATION, EVALUATION AND DEVELOPMENT (continued)

- (a) For certain tenements relinquished or surrendered under the terms of the Joint Venture Agreement with IGO Ltd (**IGO**), IGO finalised regulatory licence requirements with the Western Australian DMRE during the reporting period. In accordance with the Group's Exploration and Expenditure policy, the Fraser Range Project was partially written off due to a decrease in tenement holdings.

9. LOANS

	December 2024 \$'000	June 2024 \$'000
Non-current		
IDC Shareholder loan	29,202	24,262
Total	29,202	24,262

IDC Shareholder loan – Okiep Copper Project

In November 2022, Orion and the Industrial Development Corporation of South Africa Limited (IDC) entered into definitive agreements in terms of which the IDC acquired 43.75% of the issued ordinary shares in New Okiep Mining Company Proprietary Limited (**NOM**) and triggered pre-development funding arrangements for the Flat Mines SAFTA area (**Flat Mines Project**), refer ASX/JSE release 7 September 2022.

Under the terms of the NOM memorandum of incorporation (MOI), the IDC funding of pre-development costs in the aggregate amount of ZAR34.58M will be advanced to NOM as a shareholder loan on the same terms as the pre-development funding amount of ZAR44.46M that Orion had already advanced to NOM, including that the loan is unsecured, interest free until such time as the Flat Mines Project commences commercial production and will be repaid when NOM is in a financial position to make repayment. Pursuant to the definitive agreements having been implemented, the IDC becoming a shareholder in NOM.

As at 31 December 2024, the IDC has advanced ZAR 71.9M (\$6.12M) to NOM in relation to its pre-development funding commitment. The loan is accounted for in accordance with IFRS 9 and the discounted loan amount as at 31 December 2024 was ZAR 57.4M (\$4.89M). The loan was discounted at the Prime lending rate in South Africa. The interest on the loan recognised in the current period was ZAR 3.0M (\$0.25M).

As part of the initial recognition (IFRS 9), ZAR 11.8M (\$1.0M) was recognised in other reserves of which ZAR9.2M (\$0.77M) relates to non-controlling interest.

IDC Convertible loan – Prieska Copper Zinc Mine

In February 2023, Orion entered into a definitive agreement with the IDC for a ZAR250M (~\$A20M) senior secured convertible loan facility (**Convertible Loan**) to fund early mining works and key pre-development activities at the Prieska Copper Zinc Mine.

The IDC Convertible Loan incurs interest at the South African prime rate +3.5% and is secured. The Convertible Loan does not have a fixed repayment date; however, the IDC does have an option to convert to equity.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT
For the half year ended 31 December 2024

9. LOANS (continued)

In the event that the Early Production Plan BFS results in a positive outcome and a decision is taken to commence with the Early Mining Plan, at the option of the IDC, the Convertible Loan (including capital and accrued interest) can be converted into equity and a shareholder loan in PCZM Holdco Proprietary Limited (a wholly-owned subsidiary of Orion) (**PCZM Holdco**), in proportion to Agama Exploration & Mining Proprietary Limited (a wholly owned subsidiary of Orion) existing shareholder loan claims against PCZM Holdco as at the date of conversion, and utilising a pre-money enterprise value for PCZM of ZAR1.2 billion.

The Convertible Loan is to be secured by first ranking security in favour of the IDC (and Triple Flag) given by PCZM and other obligors over certain of their assets and claims related directly and indirectly to the Prieska Copper Zinc Mine.

10. CONTRACT LIABILITIES

	December 2024 \$'000	June 2024 \$'000
Non-current		
Contract liability GRR	11,082	9,924
Total	11,082	9,924

The Group entered into a Gross Revenue Return (**GRR**) arrangement with TF R&S Canada Limited (Triple Flag). In terms of the agreement, the Group is to receive an advance payment of \$9.24M (\$10M net of \$0.76M transaction costs) to complete the Feasibility Study for the mining of the crown and remnant pillars down to the 385m level at Prieska Copper Zinc Mine (PCZM) and the simultaneous commissioning and operating of pumping and water treatment facilities, to allow dewatering of the PCZM mine. The liability incurs interest at Canadian prime interest rate, interest for the 6 months ending 31 December 2024 amounted to \$ 0.32M.

It is determined that the advance payment received comprises of a disposal of a portion of the Group's mineral interest and an upfront payment received implicit to the obligation of future extraction services that will generate future gross revenue returns. Once PCZM generates revenue the company will be obligated to pay 0.8% of its gross revenue to Triple Flag.

It is the intention of the Group to satisfy the performance obligation under the arrangement. The obligation will be satisfied through the Group's production and revenue, which will be recognised over the duration of the LOM as the Group delivers the gross revenue return. As the contract is long term in nature, and the Group received a portion of the consideration from Triple Flag at inception of the contract. It has been determined that a portion of the future extraction contains a significant financing component.

The contract liability will be recognised as a non-current liability until such time as when the Group starts extraction services and the obligation to repay 0.8% of its revenue incurs.

As at reporting date, a total of \$10M has been received by the Group from Triple Flag in relation to the gross revenue agreement.

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For the half year ended 31 December 2024

11. INSTALMENT SALE LIABILITY

	December 2024 \$'000	June 2024 \$'000
Current		
Instalment sale liability	715	690
Non-current		
Instalment sale liability	1,431	1,382
Total Instalment sale liability	2,146	2,072
Opening balance	2,072	---
Additions to instalment sale	---	3,452
Repayments	---	(1,380)
Effect of movement in exchange rates	74	---
Closing balance	2,146	2,072

Mora Plase

On 22 December 2023 New Okiep Mining Company (Pty) Ltd signed an agreement with Mora Plase (Pty) Ltd to acquire the property and access right where the New Okiep Mining Company (Pty) Ltd's mining operations are being performed. The Purchase consideration to be paid is ZAR36.5M (~\$3.0M) of which ZAR14.6M (~\$1.2M) was paid in January 2024, with the remaining purchase consideration to be paid on the first, second and third anniversary of the initial payment date.

Interest shall accrue annually and compound monthly on the outstanding amount of the purchase price at Prime Rate plus 2%. Interest payments shall be made bi-annually, starting 6 months after the initial payment date.

With effect from initial payment date until transfer date, the Group has been granted free, uninterrupted and exclusive access to use the property for the purpose of carrying out exploration and development activities. Upon further assessment, the Group concluded that the transaction was an instalment sale agreement. The Group recognised land and a corresponding instalment sale liability, which will be unwound over the term of the agreement.

The instalment sale liability will be recognised as a non-current liability until such time as when the Group executes its payment obligations and the transfer of the property to the Group has been completed.

12. ACQUISITION OF ENTITY – N7 TRANSPORT

On 12 February 2021 Orion Services South Africa (Pty) Ltd (**OSSA**) purchased an option to acquire N7 Transport CC (**N7 Transport**) for \$0.043M (ZAR0.5M). On 29 October 2024, the Company acquired 100% shareholding in N7 Transport for an additional \$0.043M (ZAR0.5M). N7 Transport owned the land and a building that was occupied by New Okiep Mining Company (Pty) Ltd as office space, the key assets attributed to the acquisition of N7 Transport.

As part of the asset acquisition agreement, N7 Transport was to be converted to a private company for the transaction to be effective. On 29 October 2024, N7 Transport was successfully converted and the Company completed the acquisition.

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For the half year ended 31 December 2024

17. ACQUISITION OF ENTITY – N7 TRANSPORT (continued)

The land and buildings held by N7 Transport was revaluated, with its current market fair value determined at \$0.14M (ZAR1.6m), resulting in a fair gain valuation of \$0.098M (ZAR1.14M).

	\$'000
The assets and liabilities recognised - acquisition	
Loans owing to N7 Transport shareholders	(2)
Property, plant and equipment	139
Cash and cash equivalents	1
Deferred tax asset	12
Net identifiable assets acquired	150
Gain on purchase	(64)
Total purchase price	86

The values stated above have been measured on a provisional basis. If new information is obtained within one year of the date of acquisition about facts and circumstances that existed at the date of acquisition, the accounting for the acquisition will be reviewed and adjustments may be required.

On 13 November 2024, the Group completed an internal change of control which resulted in N7 Transport being transferred from OSSA to Area Metals Holdings No 6 (Pty) Ltd (**AMH6**) for net asset value. As no significant time lapsed since the purchase of N7 Transport by OSSA, the net asset value of N7 Transport acquired by OSSA is assumed to be the same net asset value acquired by AMH6.

In determining these amounts, management have assumed that the fair value adjustments, determined provisionally that arose on the date of the acquisition would have been the same if the acquisition had occurred 1 July 2024. The carrying value of the assets and liabilities recognised approximates their fair value. In the 2 months to 31 December 2024, the acquiree contributed a loss before tax of \$6,000 (ZAR67,000) to the Group's results.

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For the half year ended 31 December 2024

13. ISSUED CAPITAL AND SHARE BASED PAYMENT RESERVE

	December 2024 \$'000	June 2024 \$'000
Ordinary fully paid shares	225,244	221,200
	225,244	221,200

The following movements in issued capital occurred during the period:

	Number of shares	Issue price	\$'000
Ordinary fully paid shares			
Opening balance at 1 July 2024	6,568,481,622		221,200
Share issues:			
Share Purchase Plan – 30 July 2024	241,989,341	\$0.015	3,630
Placement – 30 July 2024	23,675,000	\$0.015	355
Placement – 9 September 2024	1,625,000	\$0.015	24
Placement – 24 September 2024	768,115	\$0.015	11
Placement – 22 November 2024	1,741,070	\$0.014	24
Less: Issue costs	---	---	---
Closing balance as at 31 December 2024	6,838,2810,148		225,244

Share based payments reserve – movement

The employee share option and share plan reserve is used to record the value of equity benefits provided to employees, consultants and directors as part of their remuneration. The following movements in the share based payments reserve occurred during the period:

	\$'000
Opening balance at 30 June 2023	2,837
Share based payments expense	704
Unlisted share options expired/exercised and transferred to accumulated losses (i)	(1,634)
Closing balance at 30 June 2024	1,907
Share based payments expense	579
Unlisted share options expired/exercised and transferred to accumulated losses	---
Closing balance at 31 December 2024	2,486

- (i) During the period ended 30 June 2024, previously recognised share-based payment transactions for options which had vested but subsequently expired were transferred to accumulated losses.

There were 6,000,000 options granted during the reporting period, while no options were exercised or expired during the half year ended 31 December 2024 under the Group's Option and Performance Rights Plan.

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For the half year ended 31 December 2024

14. NON-CONTROLLING INTEREST – SUBSIDIARIES

	December 2024 \$'000	June 2024 \$'000
Opening balance	(9,243)	(8,245)
<u>Movement</u>		
Partial disposal of subsidiary ^(a)	---	(548)
Acquisition of mining right ^(b)	---	1,821
Shareholder capital contribution ^(c)	98	284
Accumulated losses	(1,648)	(2,555)
Closing balance	(10,793)	(9,243)

(a) On 8 November 2022, Orion sold 43.75% of its shareholding in New Okiep Mining Company (Pty) Ltd (**NOM**) to the IDC.

On 8 May 2024, Orion sold 14.67% of its shareholding in New Okiep Exploration Company (Pty) Ltd (**NOE**) to NCC and BCC as part of the OCP transaction.

(b) Orion acquired the SAFTA Mining Right as part of the OCP Transaction.

(c) Upon becoming a shareholder, the IDC advanced ZAR34.58M (~\$3.0M) to NOM, IFRS 9 was applied to the loan received, resulting in a ZAR4.88m (~\$0.41M) Shareholder capital contribution.

The non-controlling interest parties have the following interest in the Group South African subsidiaries:

Prieska Copper Zinc Mine (Pty) Ltd 30% (December 2023: 30%), Vardocube (Pty) Ltd 30% (December 2023: 30%), New Okiep Exploration Company (Pty) Ltd 14.67% (December 2023: NIL%), New Okiep Mining Company (Pty) Ltd 43.75% (December 2023: 43.75%) and Aquila Sky Trading 890 (Pty) Ltd 30.00% (December 2023: 31.78%). Masiqame Trading 855 (Pty) Ltd 50% (December 2023: 50%) do not participate in the profit/loss and have no impact on the NCI value.

15. COMMITMENTS – PROJECT RELATED

Okiep Copper Project

On 2 August 2021, the Company announced that it had exercised a restructured option to directly acquire the mineral rights and other assets held by Southern African Tantalum Mining (Pty) Ltd (**SAFTA**), Nababeep Copper Company (Pty) Ltd (**NCC**) and Bulletrap Copper Co (Pty) Ltd (**BCC**) (collectively the **Target Entities**), rather than acquire the shares in the Target Entities themselves (**OCP Sale Assets**) (**OCP Transaction**).

It is intended that the OCP Sale Assets will be acquired by two newly formed Orion subsidiary companies. New Okiep Mining Company (Pty) Ltd (initially 56.3% owned by Orion and 43.7% owned by IDC (in relation to SAFTA) and New Okiep Exploration Company (Pty) Ltd (initially 100% Orion-owned) (in relation to NCC and BCC) (each a **Purchaser**) will acquire all of the assets of SAFTA, NCC and BCC, respectively, comprising principally their respective mineral rights, mineral data, rehabilitation guarantees, any specified contracts and any other assets identified by the Purchasers (collectively, the **Sale Assets**) (**Okiep Transaction**).

On 7 May 2024 all conditions were satisfied for the first closing of the Okiep Transaction. Purchase consideration paid by the Purchasers to the Target Entities and their shareholders (excluding the IDC) (Selling Shareholders) for the Sale Assets was ZAR55.1M (~\$4.5M) (Purchase Consideration), ZAR19.8M (~\$1.6M) was settled in cash and ZAR35.3M (~\$2.9M) in Orion Shares (Consideration Shares).

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For the half year ended 31 December 2024

15. COMMITMENTS – PROJECT RELATED (continued)

As part of the OCP Transaction the Selling Shareholders are entitled to an agterskot. The Agterskot will be calculated on the basis of the number of tonnes of Mineral Resources published on the ASX by Orion Minerals in relation the SAFTA Mineral Projects in compliance with the JORC Code less the tonnes of the baseline JORC Code Mineral Resource. The maximum Agterskot value payable to the Selling Shareholders is ZAR98.3 (~\$8.1M).

16. LOSS PER SHARE

Basic loss per share amounts are calculated by dividing the net loss for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the net loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period (adjusted for the effects of potentially dilutive options and dilutive partly paid contributing shares).

The following reflects the loss and share data used to calculate basic and diluted earnings per share:

a) Basic and diluted loss per share

	December 2024 Cents	December 2023 Cents
Loss attributable to owners of the Company	(0.07)	(0.08)
Diluted loss attributable to owners of the Company	(0.07)	(0.08)

b) Reconciliation of loss used in calculating earnings per share

	December 2024 \$'000	December 2023 \$'000
Loss from continuing operations attributable to equity holders of the Group	(6,520)	(5,649)
Gain/(Loss) attributable non-controlling interest	1,648	1,236
Loss attributable to owners of the Company	(4,872)	(4,414)

c) Weighted average number of shares

	December 2024 Number	December 2023 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share (i)	6,792,607,223	5,681,471,326
(i) Shares are anti-dilutive		

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For the half year ended 31 December 2024

16. LOSS PER SHARE (continued)

d) Headline loss per share

	December 2024 \$'000	December 2023 \$'000
Loss before income tax	(4,872)	(4,414)
Impairment of non-current assets reversal	---	---
Plant and equipment written off	---	---
Adjusted earnings	(4,872)	(4,414)

	December 2024 Number	December 2023 Number
Weighted average number of shares	6,792,607,223	5,681,471,326

	December 2024 Cents	December 2023 Cents
Loss per share (cents per share)	(0.07)	(0.08)
Diluted loss per share (cents per share)	(0.07)	(0.08)

17. SEGMENT REPORTING

The Group's operating segments are identified and information disclosed, where appropriate, on the basis of internal reports reviewed by the Company's Board of Directors, being the Group's Chief Operating Decision Maker, as defined by AASB 8. Reportable segments disclosed are based on aggregating operating segments where the segments have similar characteristics.

The Group's core activity is mineral exploration, evaluation and development within South Africa and Australia. During the half year to 31 December 2024, the Group has actively undertaken exploration, evaluation and development in South Africa.

Reportable segments are represented as follows:

31 December 2024	Australia \$'000	South Africa \$'000	Total \$'000
Segment net operating loss after tax	(1,656)	(4,864)	(6,520)
Depreciation	---	(380)	(380)
Finance income	336	2,402	2,738
Finance expense	---	(3,085)	(3,085)
Exploration expenditure written off and expensed	(313)	(2,130)	(2,443)
Segment total assets	16,701	125,947	142,648
Segment total liabilities	724	47,579	48,303

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17. SEGMENT REPORTING (continued)

31 December 2023	Australia	South Africa	Total
	\$'000	\$'000	\$'000
Segment net operating loss after tax	(2,013)	(3,636)	(5,649)
Depreciation	(2)	(176)	(178)
Finance income	193	2,053	2,246
Finance expense	---	(855)	(855)
Exploration expenditure written off and expensed	(538)	(2,008)	(2,546)
Segment non-current assets	20,644	72,839	93,483

18. SUBSEQUENT EVENTS AFTER THE BALANCE DATE

There has not arisen in the interval between the end of the half year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial periods, except for the matters referred to below:

- On 7 January 2025, the IDC advanced a further ZAR4.7M (\$0.4M) to New Okiep Mining Company, as contribution towards its shareholder portion of the pre-development funding in relation to the Flat Mines Project.
- Following completion of the SAFTA, BCC and NCC transactions announced in April 2024, on 30 January 2025, the Group finalised the New Okiep Exploration Company (Pty) Ltd (NOE) and New Okiep Mining Company (Pty) Ltd (NOM) Historically Disadvantaged South African (**HDSA**) transactions. The Black Economic Empowerment (**BEE**) partners for the Okiep Copper Project (OCP), representing the HDSA, as defined in the BEE Entrepreneur Share (20%) Acquisition Agreement, as at closing date, includes Landmark Capital Investments (Pty) Ltd, Ten To Twelve (Pty) Ltd and Blue Mountain Strategy (Pty) Ltd.

DIRECTORS' DECLARATION

In the opinion of the directors of Orion Minerals Limited (the **Company**):

1. the interim consolidated financial statements and notes set out on pages 21 to 40, are in accordance with the *Corporations Act 2001* including:
 - (a) giving a true and fair view of the financial position of the Group as at 31 December 2024 and of its performance, as represented by the results of its operations and cash flows for the six month period ended on that date; and
 - (b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*; and
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors:



Denis Waddell
Chairman

Perth, Western Australia

11 March 2025

Independent Auditor's Review Report to the Members of Orion Minerals Ltd

Conclusion

We have reviewed the accompanying half-year financial report of Orion Minerals Ltd and its controlled entities (the "Group"), which comprises the condensed statement of financial position as at 31 December 2024 and condensed statement of comprehensive income, condensed statement of changes in equity and condensed statement of cash flows for the half-year ended on that date, material accounting policies, explanatory notes and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Orion Minerals Ltd and its controlled entities is not in accordance with *the Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with *ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity (ASRE 2410)*. Our responsibilities are further described in the *Auditor's responsibilities for the review of the half-year financial report* section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (including *Independence Standards*) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material uncertainty related to going concern

We draw attention to Note 2 (c) of the financial statements, which indicates that the Group incurred a net loss of A\$6.52 million. As stated in Note 2 (c), these events or conditions, along with other matters as set forth in Note 2 (c), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors' determine is necessary to enable the presentation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the half-year financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

A stylized, handwritten-style signature of 'Forvis Mazars' in black ink.

Forvis Mazars Audit & Assurance Pty Ltd

A handwritten signature in black ink, appearing to read 'A. Aupied'.

Alexis Aupied
Director

11 March 2025