



Orion Minerals_{NL}

ASX/JSE RELEASE: 10 JANUARY 2018

Small Shareholding Sale Facility – Second Notice

Orion Minerals NL (ASX/JSE: ORN) (Orion or the Company) refers to the ASX announcement dated 21 November 2017 regarding the establishment of a small shareholding sale facility (**Sale Facility**) for shareholders who hold less than \$500 worth of fully paid ordinary shares (**Shares**) in the Company and whose registered address is in Australia. The Sale Facility will allow those shareholders to sell their Shares cost effectively and simply, while also assisting the Company reduce the costs associated with servicing smaller Share holdings.

A marketable parcel of Shares is a parcel of Shares that has a market value of more than \$500. As at the market close on 20 November 2017 (**Record Date**) the Directors determined a less than marketable parcel of Shares is any shareholding of less than 16,130 Shares (**Small Holding**) based on a price of \$0.031 per Share, being the closing price of Shares on the Australian Securities Exchange on the Record Date.

On 23 November 2017, a first notice was sent to shareholders of Small Holdings. Attached is a copy of the second letter to shareholders and the share retention slip which will be dispatched to all shareholders who held a Small Holding of Shares on the Record Date and who have yet to return a completed share retention slip.

Denis Waddell
Chairman

ENQUIRIES

Investors

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10 January 2018

Dear Shareholder,

SMALL SHAREHOLDING SALE FACILITY - SECOND AND FINAL NOTICE OF INTENTION TO SELL SHARES OF LESS THAN A MARKETABLE PARCEL

IMPORTANT: Please read this letter carefully. If no response is received from you by **5.00pm Melbourne time on 19 January 2018** your shares in Orion Minerals NL will be sold.

As announced on 21 November 2017, Orion Minerals NL (ASX: ORN) (**Company**) has established a small shareholding sale facility (**Sale Facility**) for shareholders who hold less than \$500 worth of fully paid ordinary shares in the Company (**Shares**) and whose registered address is in Australia. The Sale Facility will allow those shareholders to sell their Shares cost effectively and simply, while also assisting the Company reduce the costs associated with servicing smaller Share holdings.

The Company refers to the previous notice dated 21 November 2017, sent to all shareholders who were holders of Shares valued at less than \$500 based on the price of \$0.031 per share, being the closing price of Shares on the Australian Securities Exchange at the record date of 20 November 2017 (**Record Date**). As a result, a parcel of less than 16,130 Shares is an unmarketable parcel of Shares as defined in the ASX Listing Rules (**Small Holding**). The previous notice advised you that the Company was implementing a process for the sale of Small Holdings. This second notice confirms the Company's intention to sell those shares that are Small Holdings and which shareholders have not indicated that they wish to retain.

Our records show that you held a Small Holding of Shares on the Record Date (**Your ORN Shares**), and accordingly Your ORN Shares have been included in the Sale Facility. Accordingly, the Company gives you formal notice pursuant to clause 3 of the Company's constitution that, if your shareholding constitutes a Small Holding at the close of trading on 19 January 2018, the Company intends to offer your Shares for sale.

The Company will allow 7 business days from the date of this notice for you to provide written confirmation that you wish to retain your Shares, by completing and returning the enclosed share retention slip. If you do not respond to this notice by 19 January 2018, your Shares will be sold as soon as is practicable and the Company will remit the proceeds from that sale to you by direct credit to an Australian Financial Institution. Where the Company does not have this information for you, or direct credit payments cannot be processed, then payment will be made to you by cheque.

You may choose to sell all of your holding or retain your existing holding as explained below.

1. Sale Facility

Under the Company's constitution, the Company is permitted to sell a Small Holding. This letter is to inform you that the Company intends to invoke the provisions of clause 3 of the Company's constitution and sell Your ORN Shares.

The Board recognises that although a Small Holding can be disposed of by you at any time, it may be difficult or expensive to do so. The Sale Facility provides you with a convenient way to sell Your ORN Shares, and is designed to reduce the Company's ongoing administrative costs of managing Small Holdings.

Information in this letter, and the enclosed document will assist you in making a choice whether to sell or retain Your ORN Shares. Please read the Sale Facility terms and conditions before you decide to sell or retain Your ORN Shares.

2. To sell Your ORN Shares - do nothing

If you want to have Your ORN Shares sold without incurring any brokerage or handling costs, then you do not need to take any action and Your ORN Shares will be sold on your behalf if the market value of Your ORN Shares remains below \$500 at **5.00pm (Melbourne time) on 19 January 2018 (Closing Date)**.

Your ORN Shares will be pooled with other Small Holdings that are to be sold under the Sale Facility and sold. All participants in the Sale Facility will receive the same price for their Shares.

The sale proceeds to which you will be entitled will be calculated by dividing the total proceeds from the sale of all Shares sold under the Sale Facility by the total number of Shares sold under the Sale Facility, multiplied by Your ORN Shares, rounded down to the nearest cent. This price may be more or less than the actual price at which Your ORN Shares are sold. The sale proceeds will be paid to you (without any deduction for brokerage) following the settlement of the sale using the direct credit payment details recorded for your holding by electronic funds transfer. Where the Company does not have this information for you, or direct credit payments cannot be processed, then payment will be made to you by cheque.

If you wish to update your direct credit instructions, you will need to do so via the Company's share registry, Link Market Services Limited (**Registry**) either online via the Link Investor Centre <https://investorcentre.linkmarketservices.com.au/Login/Login> or by contacting the Registry on 1300 853 816. Please note that these details must be updated by not later than the Closing Date.

If Your ORN Shares are in a CHESS holding, the Company may, after the Sale Facility closing date, move Your ORN Shares from the CHESS holding to an issuer sponsored holding for the purposes of the Sale Facility.

3. To retain Your ORN Shares

If you want to retain Your ORN Shares:

- (a) the Registry must receive the enclosed share retention slip completed in accordance with the instructions on that form **by no later than 5.00pm (Melbourne time) on 19 January 2018**. If the share retention slip is properly completed and is received by the Registry by the Closing Date, your Shareholding will remain unchanged; **OR**
- (b) you must, through your own arrangements ensure that you hold at least \$500 worth of Shares on the Closing Date (e.g. through purchasing additional Shares or consolidating your holdings of Shares). If you have more than one holding of Shares, then you can contact the Registry to facilitate consolidating your holdings into one single holding. So that Your ORN Shares are not sold, any additional Shares purchased must be held in the same holding as Your ORN Shares (i.e. under the same Holder Identification Number (HIN) or Securityholder Reference Number (SRN) that is stated on the enclosed share retention slip), and they must be registered before the Closing Date.

4. Key dates⁽¹⁾

Record Date	7.00pm (Melbourne time) 20 November 2017
Documents mailed to all shareholders who held less than \$500 worth of Shares on the Record Date	23 November 2017
Sale Facility Opening Date	24 November 2017
Second notice mailed to shareholders who held less than \$500 worth of Shares on the Record Date and have not returned the share retention slip	10 January 2018
Sale Facility Closing Date (last day for return of the share retention slip)	5.00pm (Melbourne time) 19 January 2018

(1) These dates are indicative and may change, subject to applicable legal and regulatory requirements.

5. Important information

It is important that you read and understand this letter and the enclosed document and conditions, and share retention slip. Consistent with the Company's continuous disclosure obligations, the Company may release to the ASX information that may be material to your decision as to whether you want to sell or retain

Your ORN Shares. This information will, if released, be available on both the ASX website (www.asx.com.au) and the Company website (www.orionminerals.com.au).

The market price of the Shares is subject to change from time to time. No assurance or certainty can be provided by the Company about the price at which Shares will be sold. Up-to-date information on the market price of the Company's Shares is available from the Company's website at www.orionminerals.com.au, the financial pages of major Australian metropolitan newspapers, and the ASX website at www.asx.com.au (ASX Code: ORN).

The Sale Facility does not take into account your individual investment objectives, financial situation, tax position or particular needs. The Company, its directors and management do not make any recommendation and cannot provide any advice as to whether you should participate in the Sale Facility, and are not providing financial advice. You should consider seeking independent advice from a licensed professional adviser before making a decision as to whether or not to participate in the Sale Facility. All references to currency are in Australian dollars unless otherwise stated.

If shareholders have any questions in relation to the Sale Facility, please contact the Company on +61 (03) 8080 7170.

Yours faithfully



Denis Waddell
Chairman



Orion Minerals_{NL}

ABN 76 098 939 274

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
ASX Code: ORN
Website: www.linkmarketservices.com.au

10 January 2018



SRN/HIN:

**Number of Shares held as at
the Record Date, 7:00pm (Melbourne time)
on 20 November 2017:**

Dear Shareholder

IMPORTANT NOTICE – Sale of your Orion Minerals NL (Orion) Shares.

As set out in the attached letter, Orion is putting in place a Share Sale Facility for holders of Shares valued at less than \$500 as at 20 November 2017.

Orion is offering this facility to assist holders of unmarketable parcels of Shares to sell them without brokerage costs and to reduce the expense to the company of maintaining approximately 1,275 Shareholders with with less than marketable parcels.

Unless you advise Orion that you want to retain your Shares as set out below, your Shares will be sold and you will be sent the sale proceeds.

The Share Sale Facility is being established in accordance with Orion's constitution and the ASX Listing Rules.

If you want to sell your Shares under the facility – do nothing.

Your Shares will be sold on your behalf after 19 January 2018. You will not need to appoint a broker nor pay the brokerage and handling costs associated with the sale of Shares under the facility. Any tax consequences from the sale of your Shares will be your responsibility.

If you wish to retain your Shareholding in Orion you must detach this retention slip and return it to Orion's Registry, so that it is received no later than 5:00pm (Melbourne time), on 19 January 2018.

If you require further information, please contact Orion Minerals NL at +61 (0)3 8080 7170.

If you are in any doubt, or if you require information regarding possible taxation implications from participating in the facility, please consult your legal, financial or taxation adviser.

Yours sincerely

Martin Bouwmeester
Company Secretary

RETENTION SLIP

SRN/HIN:



If you wish to retain your Shareholding in Orion you must detach this retention slip and return it to Orion's Registry, so that it is received no later than 5:00pm (Melbourne time), on 19 January 2018.

The slip can be returned using any of the methods set out on the reverse of this slip.



DO NOT SELL MY SHARES

ORN RSS001



MORE INFORMATION ON THE FACILITY

1. When will my Shares be sold?

It is intended that any Shares sold under the facility will be sold as soon as practicable after 19 January 2018.

2. What is an unmarketable parcel of Shares?

A parcel of Shares valued at less than \$500.

3. What price will I receive for Shares sold under the facility?

The price that you receive for your Shares under the facility will be the closing average price of all Orion Shares sold in the ordinary course of trading on the Australian Securities Exchange across the previous 10 trading days prior to receipt of an offer to purchase the Shares. This price will depend on a number of factors, including market conditions at the time, and you will not have control over the time at which your Shares are sold. The price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, and may not be the best price on the day that your Shares are sold.

4. What is the price of Orion Shares?

The last sale price of Orion Shares on 20 November 2017 was \$0.031. The Share price changes frequently and more recent prices are available in newspapers and from the ASX website (www.asx.com.au) under the ASX code "ORN".

5. When will the proceeds from the sale of Shares be sent to me?

Payment will be sent to you within 10 business days after the last sale under the facility. Payment will be made in Australian dollars by direct credit to your nominated account or by cheque if you do not have a direct credit authority recorded on the Share register. Link Market Services Limited will notify you, by way of a transaction confirmation statement, of the number of your Shares sold and the price and total sale proceeds you have received. The transaction confirmation statement (and cheque if applicable) will be sent by post, at your risk, to your address as shown on the register.

6. If I buy more Shares, will I retain my holding?

Yes, you must through your own arrangements ensure that you hold at least \$500 worth of Shares on the 19 January 2018 (e.g. through purchasing additional Shares or consolidating your holdings of Shares). For a purchase to be an effective notification that you wish to retain your Shares, any additional Shares must be registered by 5:00pm (Melbourne time), on 19 January 2018 under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

7. Where can I get further information?

If you require further information, please contact Orion Minerals NL at +61 (0)3 8080 7170.

8. Important notes

Orion reserves the right to change any of the dates referred to in this letter by notice to the ASX.

This letter does not constitute advice nor a recommendation to buy, sell or hold Shares nor that the facility is the best way to sell Orion Shares.

If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

RETENTION SLIP

Mailing Address

Orion Minerals NL
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

or

Hand Delivery

Orion Minerals NL
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138 *(Do not use this address for mailing purposes)*

This form must be received by Orion's Registry no later than 5:00pm (Melbourne time), on 19 January 2018, or your Shares will be sold.