

ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE

Intention to demerge Western Australian assets

OreCorp Limited (**OreCorp** or the **Company**) is pleased to announce its intention to demerge its Western Australian exploration assets (**WA Assets**), subject to shareholder and other requisite approvals.

Following the grant of the Special Mining Licence (**SML**) for the Nyanzaga Gold Project (**Nyanzaga**) in Tanzania, the focus of the Company is the development of Nyanzaga. The WA Assets, which include the Hobbes Prospect (within the Yarri Project) in the Eastern Goldfields, are currently held in the Company's wholly owned subsidiary, Solstice Minerals Limited (**Solstice**). The Company is proposing, subject to shareholder and other requisite approvals, to demerge Solstice by way of a capital reduction and in-specie distribution. In conjunction with the demerger, Solstice will undertake an initial public offering (**IPO**), apply for admission to the official list of the Australian Securities Exchange (**ASX**) and for quotation of its shares on the ASX, (together, the proposed demerger and IPO being the **Proposed Transaction**).

OreCorp believes the WA Assets are undervalued within the current company structure and accordingly, is pursuing the Proposed Transaction to unlock the value of the WA Assets for the benefit of OreCorp shareholders. Specifically, OreCorp believes a demerger and separate ASX listing of Solstice represents the optimal way to unlock value for OreCorp shareholders by establishing two unique ASX listed entities with separate geographically focused management teams who are able to pursue independent strategies and growth opportunities. The Proposed Transaction will allow OreCorp to focus on the development of Nyanzaga in Tanzania, with Solstice focusing on exploration of the WA Assets.

OreCorp's CEO & Managing Director, Matthew Yates said:

"With the grant of the SML for Nyanzaga, we believe the time is right to demerge our WA exploration assets and unlock latent value for our shareholders who will continue to participate in Solstice via a pro rata in-specie distribution. The demerger and IPO presents an exceptional opportunity to realise the inherent long-term value of these assets in a WA focussed corporate vehicle. The Board and senior management of Solstice have an outstanding track record of exploration success in the goldfields of WA at Nimary-Jundee, Dalgara and Mertondale. We also believe Solstice will attract stronger investor attention and valuation in a standalone entity, while allowing OreCorp to maintain its focus on developing Nyanzaga."

Details of the Proposed Transaction

The Proposed Transaction remains subject to OreCorp shareholder approval and regulatory approvals. The notice of meeting seeking shareholder approval for the Proposed Transaction is expected to be released in February and will provide information about the Proposed Transaction, including an indicative timetable.

If the Proposed Transaction is approved by shareholders and all other conditions are satisfied, OreCorp will distribute 100% of the shares in Solstice to eligible OreCorp shareholders via a capital reduction and in-specie distribution of those



ASX RELEASE:
17 January 2022

ASX CODE:
Shares: ORR

BOARD:
Craig Williams
Non-Executive Chairman

Matthew Yates
CEO & Managing Director

Alastair Morrison
Non-Executive Director

Mike Klessens
Non-Executive Director

Robert Rigo
Non-Executive Director

Dion Loney & Jessica O'Hara
Joint Company Secretaries

ISSUED CAPITAL:
Shares: 396.8 million
Unlisted Options:
6.6 million
Unlisted Performance Rights:
2.2 million

ABOUT ORECORP:
OreCorp Limited is a Western Australian based mineral company focussed on the Nyanzaga Gold Project in Tanzania and the Eastern Goldfields in Western Australia. OreCorp is seeking a Joint Venture partner for the Akjoujt South Nickel - Copper - Cobalt Project in Mauritania.

shares, pro rata to their shareholdings in OreCorp, on a record date to be determined by the OreCorp Board.

Further, Solstice proposes to complete a capital raising via a pro rata entitlement offer (**Entitlement Offer**) to eligible OreCorp shareholders on a record date to be determined by the OreCorp Board, giving them the right (but not the obligation) to invest further in the exploration of Solstice's assets. Any rights not taken up in the Entitlement Offer will form a shortfall offer, available to eligible OreCorp shareholders and new investors. In conjunction with the Entitlement Offer, Solstice will also apply for admission to the official list of the ASX and for quotation of its shares on ASX. Further details regarding the IPO will be provided in a prospectus to be lodged by Solstice and made available to OreCorp shareholders.

It is intended that the board of Solstice will replicate the OreCorp Board. Alastair Morrison, a current non-executive director of OreCorp, will be the Executive Director within Solstice. Craig Williams will chair Solstice and Matthew Yates, CEO & Managing Director of OreCorp, will take on a non-executive director role.

OreCorp has applied for a demerger relief class ruling from the Australian Tax Office (**ATO**) pursuant to Division 125 of the *Tax Assessment Act 1997* (Cth) among other matters. Any final class ruling will only be issued after implementation of the Proposed Transaction.

The Proposed Transaction remains subject to final approval from the OreCorp Board, regulatory and shareholder approvals. OreCorp reserves the right to amend the proposed terms of, or not proceed with, the Proposed Transaction in its absolute discretion. Further updates and information will be released in due course.

Euroz Hartleys and Argonaut Securities have been appointed as Joint Lead Managers for the Proposed Transaction.

Authorised for release on behalf of the Company by:

Matthew Yates
CEO & Managing Director
+61 8 9381 9997

WA Assets

Solstice has four projects; Yarri, Yundamindra, Ponton and Kalgoorlie (the **Projects**) which are all located within 250 km of Kalgoorlie in Western Australia (**Figure 1**). The Projects comprise 42 granted and application licences for a total area of 2,617 km².

A ‘belt-style’ approach to targeting and licence selection and acquisition has been applied in evolution of the portfolio, which is proposed to unlock significant value in historically disjointed licence ownership.

All the Projects are prospective for orogenic-style gold mineralisation, with the Kalgoorlie Project also prospective for komatiite hosted nickel sulphide mineralisation.

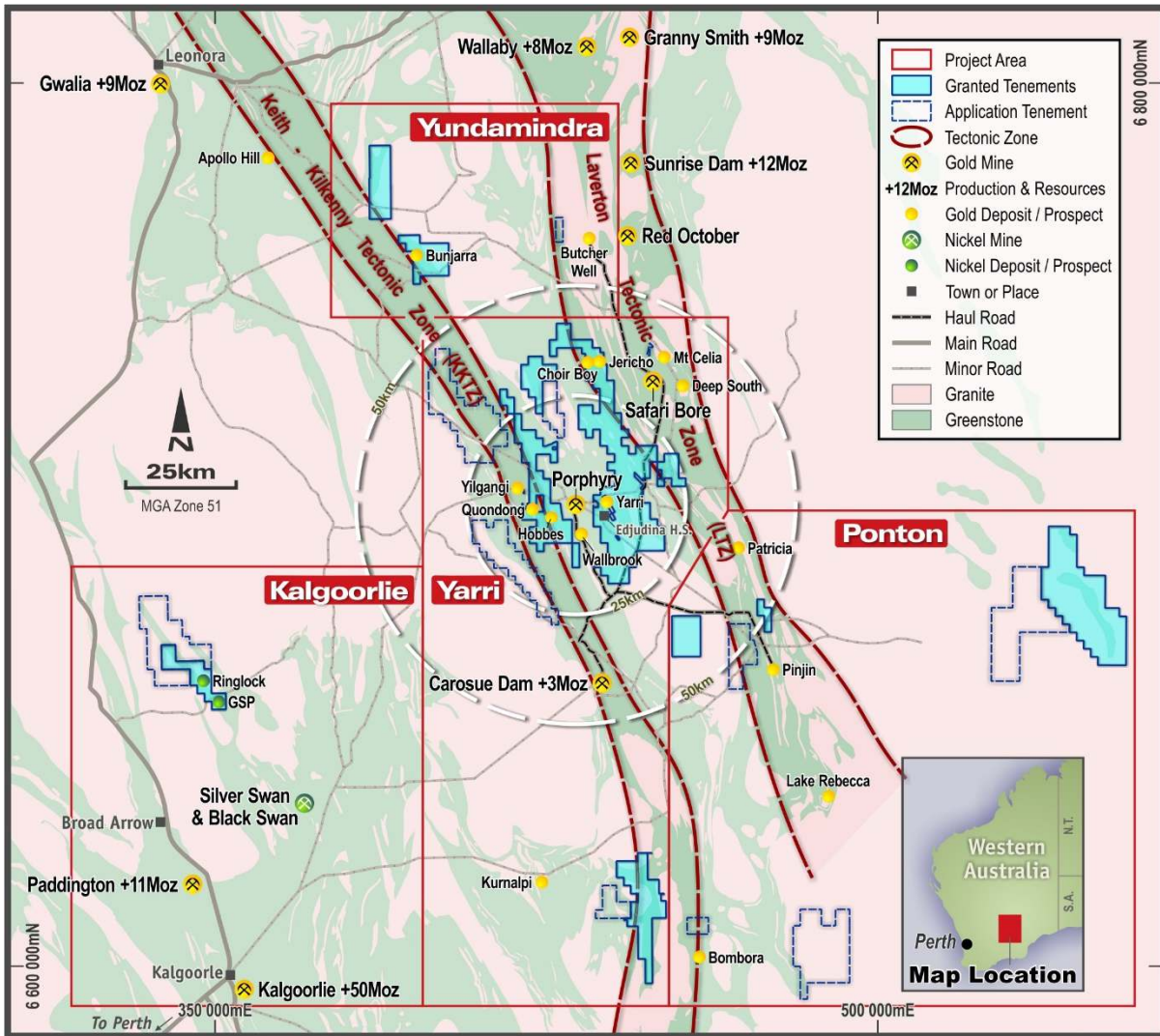


Figure 1: Location Map of the Western Australian Project areas on Regional Geology (licences awaiting ballot not shown).

Yarri Project

The Yarri Project is located approximately 150 km northeast of Kalgoorlie in Western Australia between the Keith-Kilkenny Tectonic Zone (**KKTZ**) and the Laverton Tectonic Zone within the Kurnalpi Terrane of the Archaean Eastern Goldfields Superterrane.

The Carosue Dam, Porphyry and Deep South projects that form part of Northern Star Resources’ Carosue Dam Operations, hosting Mineral Resources of 4.275 Moz gold at 2.0 g/t (Source Northern Star Resources Limited 2021 Annual Report), are located within the Yarri Project area.

The Hobbes Prospect within E31/1117, of which Solstice holds an 80% interest, is the most advanced prospect within the Yarri Project. Gold mineralisation at Hobbes is typically hosted within a shallow, sub horizontal

supergene blanket generally 45-65m below surface with a vertical thickness up to 30m (using a 0.25 g/t lower cut). This blanket lies above primary mineralisation, hosted in subvertical north-northwest striking structures in chlorite-carbonate-silica altered intermediate epiclastic volcanic rocks.

The supergene footprint is at least 1 km along strike and >400 m across strike and open in all directions. Drilling in 2021 confirmed the presence of primary mineralisation over a strike length of 550 m. It remains open along strike and down dip.

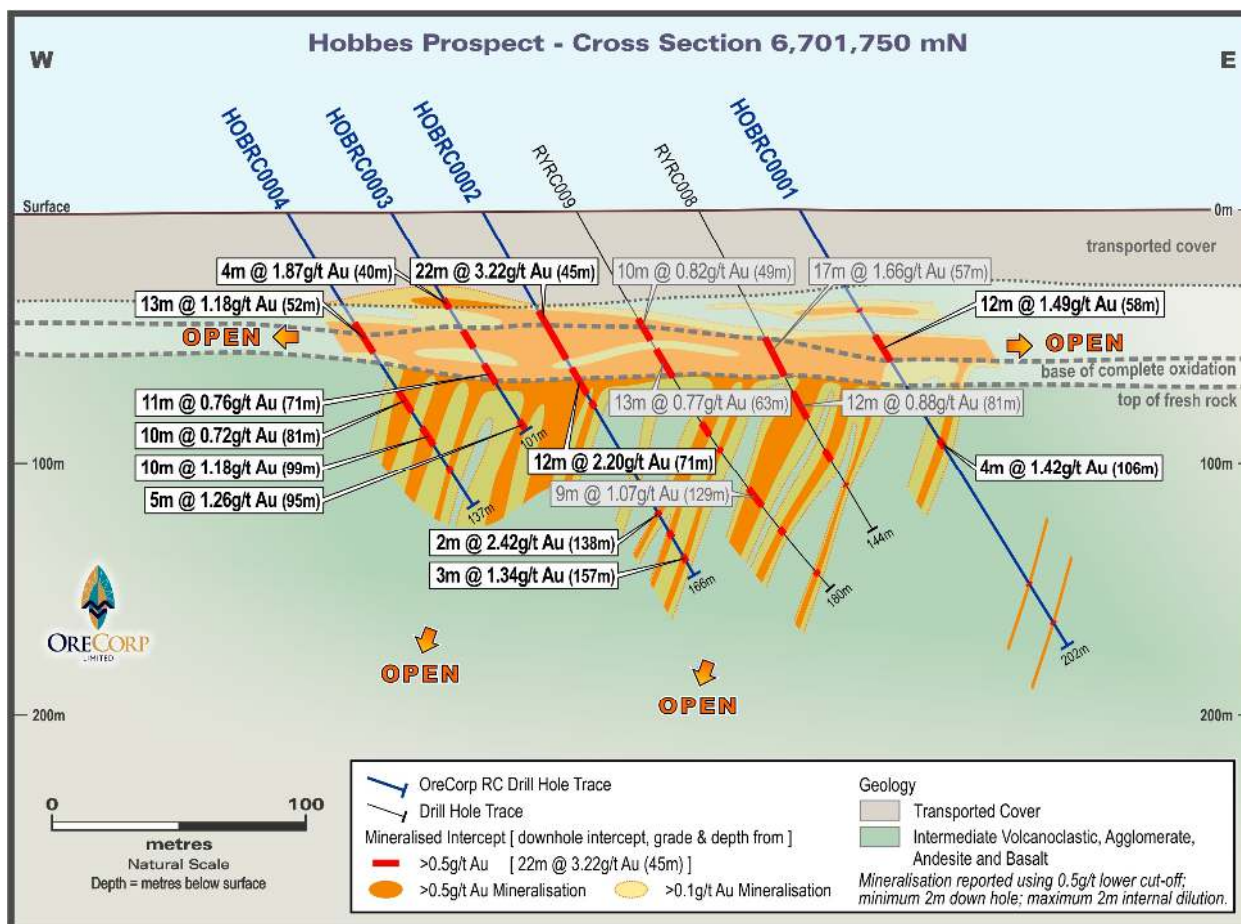


Figure 2: Hobbes Prospect Cross Section 6,701,750mN

Recent metallurgical testwork on core from historical drill hole NHD002 (approximately 100m southeast of HOBR0001) returned combined gravity and cyanidable gold recovery results of 97% and 89% recovery for oxide and primary gold mineralisation, respectively. This work will help determine the optimal process for the extraction of gold at the Hobbes Prospect and may be used in scoping level studies.

Hobbes will be Solstice's primary focus with extensive RC and diamond drilling planned with a view to delineating a JORC 2012 compliant Mineral Resource Estimate.

Yundamindra Project

The Yundamindra Project is located approximately 60 km southeast of Leonora and 40 km east of Kookynie in Western Australia. The two granted tenements are located along the eastern margin of the KKTZ and are extensively covered by recent colluvium and alluvium with limited outcrop. The bedrock geology comprises deformed mafic to intermediate igneous rocks, epiclastic sediments, with localised ultramafic and granitoid rocks of the Kurnalpi Terrane.

The best gold results to date have been returned from the Bunjarra Prospect where gold mineralisation is associated with quartz veined saprolitic sheared basalt, gabbro and ultramafic units immediately adjacent to and within a granite. Historical data collected has been integrated with recently acquired gravity and newly processed aeromagnetics, which has identified several structural trends with associated gold anomalism

>100 ppb Au in historical drillholes - one trend passes through the Bunjarra Prospect and another passes through the Wilsons Prospect 3km to the east.

Ponton Project

The Ponton Project consists of three groups of widely dispersed tenements located between 100-200 km east-northeast of Kalgoorlie, Western Australia.

The two most eastern tenements within the Project occur at the eastern margin of the Archaean Yilgarn Craton and adjoin the Proterozoic Officer Basin and are considered to have potential for gold mineralisation. Three tenements are located near the Pinjin Mining Centre within the Edjudina Terrane, which is dominated by intermediate schist, several metamorphosed basalt-andesite-dacite-rhyolite volcanic complexes and some thin ultramafic units.

The Ponton Project is an early-stage exploration project which will benefit from the use of modern surface geochemical techniques to see through the cover sequences.

Kalgoorlie Project

The Kalgoorlie Project is located approximately 80 km north-northwest of Kalgoorlie and 30km north of Broad Arrow in Western Australia and hosts granite-greenstone rocks of the Boorara Domain within the Kalgoorlie Terrane. Exploration licence E29/1087, of which GreenCorp Metals Pty Ltd, a wholly-owned subsidiary of Solstice holds an 80% interest, contains up to 10 km of strike of the Black Swan Komatiite Complex (BSKC), which hosts the Silver Swan and Black Swan nickel deposits to the southeast of the Project. The Silver Swan deposit has past underground production of 2.7Mt @ 5.1% nickel, and the Black Swan deposit has past open pit production of 5.9Mt @ 0.7% nickel (Source Poseidon Nickel Presentation – Australian Nickel Conference 5 October 2021). The Project is prospective for nickel sulphide and gold mineralisation.

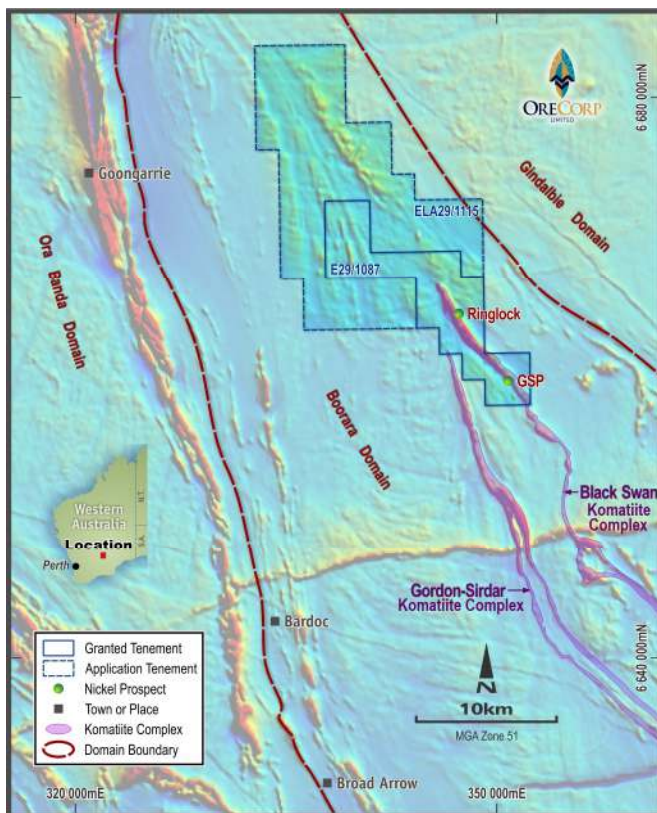


Figure 3: Kalgoorlie Project Licences over Regional Magnetic Image

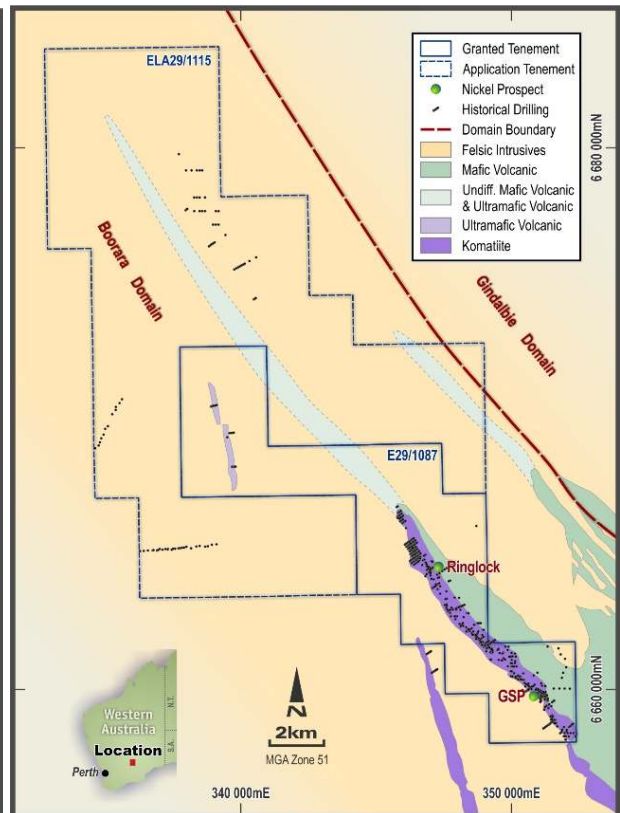


Figure 4: Kalgoorlie Project - Historical Drilling over Regional Geology

Within the licence area, the GSP Prospect has been explored with over 100 historical RAB, RC and diamond drill holes over approximately 1km strike of the interpreted basal portion of the BSKC. Zones of high-grade primary nickel sulphide mineralisation >20m thick have been identified by the historical drilling and these include (at 1.0% Ni cut-off):

- 26.01m @ 1.04% Ni from 95m; including 2.75m @ 2.32% Ni from 117.65m (hole GS033);
- 6.71m @ 1.61% Ni from 162.15m; including 2.74m @ 2.93% Ni from 166.12m (hole GS013);
- 6m @ 2.3% Ni from 85m; including 5m @ 2.72% Ni from 86m (hole RPD002);
- 4m @ 1.0% Ni from 193m (hole GS022); and
- 7m @ 1.4% Ni from 104m; including 3m @ 2.85% Ni from 104m (hole MJRC047).

ABOUT ORECORN LIMITED

OreCorp Limited is a Western Australian based mineral company with gold and base metal projects in Tanzania, Western Australia (**WA**) and Mauritania. OreCorp is listed on the Australian Securities Exchange (**ASX**) under the code 'ORR'. The Company is well funded with no debt. OreCorp's key projects are the Nyanzaga Gold Project in northwest Tanzania and the Yundamindra, Yarri (including Hobbes), Kalgoorlie (including Ringlock Dam) and Ponton Projects in the Eastern Goldfields of WA. OreCorp is seeking a joint venture partner for the Akjoujt South Nickel-Copper-Cobalt Project in Mauritania and has an active project acquisition program.

JORC COMPLIANCE STATEMENTS

Yarri Project

The information in this release relating to previous exploration results in relation to the Yarri Project is extracted from the ASX announcements (**Original Yarri Announcements**) dated 17 December 2021 ("Favourable Metallurgical Testwork Results for the Hobbes Gold Prospect"), 30 April 2021 ("March 2021 Quarterly Reports"), 8 March 2021 ("Hobbes Final RC Drilling Results"), 5 February 2021 ("Hobbes First RC Drilling Results"), 29 January 2021 ("December 2020 Quarterly Reports"), 21 September 2020 ("Annual Report to Shareholders 2020"), 31 October 2019 ("September 2019 Quarterly Reports") and 15 April 2019 ("March 2019 Quarterly Reports"), which are available to view on the Company's website 'orecorp.com.au'

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Original Yarri Announcements and, in the case of exploration results, that all material assumptions and technical parameters underpinning the exploration results in the Original Yarri Announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons' (being Dr Mark Alvin and Messrs Jim Brigden and Henk Diederichs) findings are presented have not been materially modified from the Original Yarri Announcements.

Kalgoorlie Project

The information in this release relating to exploration results in relation to the Kalgoorlie Project is extracted from the ASX announcements (**Original Kalgoorlie Announcements**) dated 14 October 2021 ("September 2021 Quarterly Reports"), 30 April 2021 ("March 2021 Quarterly Reports") and 29 January 2021 ("December 2020 Quarterly Reports"), which are available to view on the Company's website 'orecorp.com.au'.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Original Kalgoorlie Announcements and, in the case of exploration results, that all material assumptions and technical parameters underpinning the exploration results in the Original Kalgoorlie Announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's (being Dr Mark Alvin) findings are presented have not been materially modified from the Original Kalgoorlie Announcements.