BOARD CHARTER

1. OVERVIEW

This Board Charter (the **Charter**) sets out the principles under which the Board of Directors (the **Board**) of Orion Equities Limited ABN 77 000 742 843 (ASX:OEQ) (the **Company**) and its subsidiaries (the **Group**) will operate, and describes the functions of the Board. It also prescribes the manner in which the Board may delegate its functions to management.

The Charter is intended to create an appropriate, practical and consistent framework of control for the Group to ensure compliance with statutory and corporate governance practice requirements by the Board and management of the Group. In turn, this will ensure the maintenance of the integrity of the Group.

The Board is of the view that such a framework of control will assist management and staff to effectively perform their duties, manage risk, and will facilitate the monitoring of performance and compliance by the Board against agreed benchmarks.

2. BOARD ROLE AND RESPONSIBILITIES

The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. Clearly articulating the division of responsibilities between the Board and management will help manage expectations and avoid misunderstandings about their respective roles and accountabilities.

In general, the Board assumes the following responsibilities (amongst others):

- appointing and, when necessary, replacing the Managing Director, Chief Executive Officer and other Senior Executives and the determination of their terms and conditions including remuneration and termination;
- driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- overseeing the integrity of the Company's accounting and corporate reporting systems including the external audit;
- undertaking appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a Director;
- overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- monitoring the effectiveness of the Company's governance practices.

Adopted by the Board on 15 October 2021

The Company is committed to ensuring that appropriate checks are undertaken before the appointment of a Director.

The Board has delegated to the Executive Chairman, and through the Executive Chairman to other Senior Executives, responsibility for the day-to-day management of the Group, which includes:

- responsibility for the achievement of corporate goals and objectives;
- development of short, medium and long term corporate strategies and planning to achieve the Company's vision and overall business objectives;
- implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- assessment of business opportunities of potential benefit to the Company;
- establish and maintain effective and positive relationships with Board members, Shareholders, the investment community and other government and business liaisons;
- undertake the role of key company spokesperson;
- ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- ensure appropriate risk management practices and policies are in place; and
- select and appoint staff.

The Executive Chairman will provide the CEO-equivalent assurances and declarations to the Board, as required under section 295A of the Corporations Act and as per the 4th Edition (released on 27 February 2019) of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

3. COMPOSITION OF THE BOARD

Election of Board members is substantially the province of the shareholders in a general meeting.

The Board currently consists of Executive Chairman/, Farooq Khan, Executive Director (also the Company Secretary), Victor Ho and Non-Executive Director, Yaqoob Khan. None of these Directors are considered to be independent Directors.

The Board considers that the Company is not of a size, nor will its affairs be expected to be of such complexity to justify the appointment and further expense of additional (or a majority of) independent Non-Executive Directors. The Board believes that the individuals on the Board can make, and do make, quality and independent judgments in the best interests of the Company on all relevant issues.

The Board regularly reviews the balance of skills currently and as part of succession planning to ensure the appropriate level of skills, knowledge and experience along with diversity and independence are in place to best discharge its responsibilities for the shareholders in the most effective manner.

The Company undertakes checks on any person who is being considered as a Director. These checks may include character, experience, education and financial history and background.

As the Company's activities develop in size, nature and scope, the composition of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

4. APPOINTMENT OF DIRECTORS

4.1 Appointment

Directors are appointed in accordance with the terms of the Company's Constitution.

Before a Director is appointed, or put forward to shareholders as a candidate for election, the Group will undertake appropriate checks. These checks may include, but are not limited to, checks on a person's character, experience, education, criminal record and bankruptcy history.

4.2 Agreement

The terms and conditions of the appointment of Directors is set out in a letter of appointment which covers:

- the terms of appointment;
- the time commitment envisaged, including any expectations regarding involvement with committee work and any other special duties attaching to the position;
- remuneration;
- the requirement to disclose interests and any matters which may affect independence;
- the requirement to comply with key corporate policies, including the Company's Code of Conduct, Board Charter and Securities Trading Policy;
- the Group's policy on when Directors may seek independent professional advice at the expense of the Group;
- the terms of any indemnity and insurance agreements;
- rights of access to corporate information; and
- confidentiality obligations.

4.3 Induction and training

The Company has a programme for inducting new Directors, and provides resources to Directors to help develop and maintain the appropriate skills and knowledge needed to perform their role effectively.

4.4 Vacancy

When a vacancy exists, for whatever reason, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Board will select appropriate candidates, with relevant qualifications, skills and experience. External advisers may be used to assist in such a process.

4.5 Retirement and re-election

The Constitution of the Company requires at least one third of Directors, other than the Managing Director to retire from office at each Annual General Meeting. Directors cannot hold office for a period in excess of three years or later than the third Annual General Meeting following their appointment without submitting themselves for re-election. Retiring directors are eligible for re-election by shareholders.

4.6 Information for shareholders about Directors standing for election or re-election

The following information will be made available to shareholders about a director standing for election or re-election:

- biographical details, including relevant qualifications and experience and the skills they bring to the Board;
- details of any material directorships currently held;
- the term of office currently served by the Director (only if standing for re-election);
- if the Board considers the Director to be independent; and
- a statement by the Board as to whether it supports the Director for election or re-election.

5. EXPERTISE

The Board seeks to ensure that its members have an appropriate mix of skills, knowledge and experience to enable it to properly perform its responsibilities and be well equipped to navigate the Company through the many opportunities and challenges it faces.

Directors are appointed based on the specific business, corporate and governance skills and experience required by the Company. The Board recognises the need for Directors to have a relevant blend of skills and personal experience in a range of disciplines required for the proper management and oversight of the Company's operations, having regard to the nature and scale its activities.

Whilst recognising that each Director will not necessarily have experience in each of the following areas, the Board seeks to ensure that its membership includes an appropriate mix of Directors with experience in the resources sector, commercially, internationally, in executive management, accounting, finance and corporate affairs.

6. BOARD PERFORMANCE

The Board will periodically review its performance and composition to ensure that it has the appropriate mix of skills, expertise, experience and diversity, taking into account the size and nature of the Company's activities.

The Chairman is responsible for the:

- evaluation and review of the performance of the Board and its Committees (if any) (other than the Chairman); and
- evaluation and review of the performance of individual Directors (other than the Chairman).

The Board (other than the Chairman) is responsible for the:

- evaluation and review of the performance of the Chairman; and
- review of the effectiveness of the programme of Board meetings.

The process for performance evaluation generally involves an internal review. However, where required, the Board may commission external facilitators to conduct performance reviews.

At each reporting period the Group will disclose whether a performance evaluation has been undertaken.

7. IDENTIFICATION AND MANAGEMENT OF RISK

The Board's collective experience will assist in the identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

8. ETHICAL STANDARDS

The Board is committed to the establishment and maintenance of appropriate ethical standards.

9. CONFLICTS OF INTEREST

Each Director has an obligation to reach decisions which they believe to be in the best interests of the Company as a whole, free of any actual or possible conflict of interest.

A Director has an obligation under section 191 of the Corporations Act to give notice of a material personal interest. If the Board determines that a Director might be in a position where there is a reasonable possibility of conflict between his or her personal or business interests, the interest of any associated person, or his or her duties to any other Company, on the one hand, and the interests of the Company or his or her duties to the Company, on the other hand, the Board will require that the Director:

- fully and frankly inform the Board about the circumstances giving rise to the conflict; and
- abstain from voting on any motion relating to the matter and absenting him or herself from all Board deliberations relating to the matter, including receipt of Board papers pertaining to the matter.

If the Board resolves to permit a Director to have any involvement in a matter involving possible circumstances of conflicting interest, the Board must minute the full details of the basis of the determination and the nature of the conflict, and must formally resolve to permit the relevant Director to participate as set out in section 195 of the Corporations Act.

If a Director believes they have or may have a conflict of interest or duty in relation to a particular matter, the Director should immediately consult with the Chairman of the Company.

10. REMUNERATION ARRANGEMENTS

The Board has determined at this time there is no requirement for a separate nomination and remunerations committee. The full Board represents the shareholders and is responsible for the nomination and remuneration of Directors and the Company's senior managers.

The remuneration of Non-Executive Directors is different from that of Executive Directors. Executive Directors receive a salary and may receive other benefits. Non-Executive Directors fees are determined within an aggregate Directors fee pool limit, which is periodically recommended for approval by shareholders.

11. SECURITIES TRADING POLICY

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its Personnel (ie. Directors, officers, key management personnel, employees, contractors and consultants).

The policy generally provides that the written approval of the 'trading officer' (the Company Secretary, Chairman or the Board, as the case may be) must be obtained prior to trading. The Company's Securities Trading Policy is included in the Corporate Governance section of the Company's website.

12. DIVERSITY POLICY

The Company is committed to workplace diversity. The Company recognises the benefits from diversity in the workplace and at the Board level, including access to different perspectives and ideas, benefitting from a wide range of talent. The Company's Diversity Policy is included in the Corporate Governance section of the Company's website.

13. AUDIT AND RISK

The Board is responsible for the identification, monitoring and management of significant business risks and the implementation of appropriate levels of internal control, recognising however that no cost effective internal control system will preclude all errors and irregularities. The Board regularly reviews and monitors areas of significant business risk.

14. EXTERNAL AUDIT

The Company's external auditor (Auditor) is selected for their professional competence, reputation and the provision of value for professional fees. Within an audit firm, the partner responsible for the conduct of the Company's audits will be rotated every five years. The external Auditor also attends the Company's AGMs (in person or by teleconference) and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

15. COMPANY SECRETARY

The Company Secretary is appointed by the Board and is responsible for developing and maintaining the information systems and processes that are appropriate for the Board to fulfil its role and is responsible to the Board for ensuring compliance with Board procedures and governance matters.

The Company Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX.

Victor Ho is the Company Secretary. Mr Ho will also provide the annual Chief Financial Officer-equivalent assurances and declarations to the Board, as required under section 295A of the Corporations Act and as per the Recommendations.

16. REVIEW

The Company Secretary will conduct an annual review of this Charter to ensure that it continues to reflect the most current guidance provided by the ASX. The Board will approve any amendments to this Charter that stem from that review.

17. PUBLICATION OF POLICY

This Charter is made available to all personnel and published on the Company website at: http://orionequities.com.au/corporate-governance