



A.B.N. 77 000 742 843

2022

ANNUAL REPORT

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Orion's 2022**Corporate Governance Statement**

can be found at the following URL on the Company's website:
[www://orionequities.com.au/corporate-governance](http://www.orionequities.com.au/corporate-governance)

Visit www.orionequities.com.au for:

- Market Announcements
- Financial Reports
- Corporate Governance
- NTA Backing History
- Forms
- Email subscription

CORPORATE DIRECTORY**BOARD**

Farooq Khan	Executive Chairman
Victor Ho	Executive Director
Yaqoob Khan	Non-Executive Director

COMPANY SECRETARY

Victor Ho
Email: cosec@orionequities.com.au

PRINCIPAL AND REGISTERED OFFICE

Suite 1, Level 1
680 Murray Street
West Perth, Western Australia 6005
Telephone: (08) 9214 9797
Facsimile: (08) 9214 9701
Email: info@orionequities.com.au
Website: www.orionequities.com.au

AUDITORS

Rothsay Audit & Assurance Pty Ltd
Level 1, Lincoln House
4 Ventnor Avenue
West Perth, Western Australia 6005
Telephone: (08) 9486 7094
Website: www.rothsay.com.au

STOCK EXCHANGE

Australian Securities Exchange
Perth, Western Australia

ASX CODE

OEQ

SHARE REGISTRY

Advanced Share Registry Limited

Main Office

110 Stirling Highway
Nedlands, Western Australia 6009
Local Telephone: 1300 113 258
Telephone: (08) 9389 8033
Facsimile: (08) 6370 4203
Email: admin@advancedshare.com.au
Investor Web: www.advancedshare.com.au

Sydney Office

Suite 8H, 325 Pitt Street
Sydney, New South Wales 2000
Telephone: (02) 8096 3502

Investor Portal:

www.advancedshare.com.au/Investor-Login

OVERVIEW OF PERFORMANCE

	2022	2021
	\$	\$
ORION CONSOLIDATED ENTITY		
Total revenues	45,367	122,146
Net gain/(loss) on financial assets	(1,550,000)	2,200,000
Share of Associate entity's profit/(loss)	(2,329,842)	2,811,553
Impairment reversal on revaluation of property held for development or resale	-	650,000
Expenses:		
Personnel expenses	(56,791)	(413,173)
Corporate expenses	(30,565)	(27,755)
Other expenses	(14,951)	(62,294)
Profit/(Loss) before tax	(3,936,782)	5,280,477
Income tax expense	-	-
Profit/(Loss) attributable to members of the Company	(3,936,782)	5,280,477
Basic and diluted earnings/(loss) per share (cents)	(25.16)	33.74
Pre-Post tax NTA backing per share	\$0.20	\$0.45

Orion's \$3.937 million net loss for the financial year is principally attributable to:

- \$1.55 million unrealised loss from its investment in Strike Resources Limited (ASX:SRK), which declined in price from 26.5 to 11 cents per share during the financial year; and
- \$2.33 million recognised as a share of an Associate entity's net loss – this relates to Orion's investment in Bentley Capital Limited (ASX:BEL); Bentley generated a net loss of \$8.646 million for the financial year (attributable principally to an unrealised loss on its investment in Strike).

Orion accounts for Bentley as an Associate entity, which means that Orion is required to recognise a share of Bentley's net gain or loss in respect of a financial year based on Orion's (26.95% as at 30 June 2022) shareholding interest in Bentley (this is known as the equity method of accounting for an associate entity).

Orion and Bentley's financial performance is primarily dependent on the share price performance of Strike (in which Orion has 10 million shares and Bentley has 53.7 million shares).

Strike is developing its Paulsens East Iron Ore Project in Western Australia (with its maiden export of 66,618 tonnes of lump iron ore completed in late August 2022) and has completed exports of iron ore from Peru and accordingly, it is exposed to the iron ore price and market sentiment in the junior iron ore sector - Orion notes that the iron price has been volatile during the past financial year - declining significantly from a historical high of ~US\$220/t in July 2021 to a low of ~US\$91/t (in November 2021), with a current price of ~US\$96/t (as at 14 October 2022). The volatility in the iron ore price has matched the volatility in the Strike share price, which has traded within a range of 32 cents (on 15 July 2021) to 9 cents (on 6 December 2021) in the past 12 months, with a bid price of 11 cents (as at 30 June 2022) and a current price of 9.5 cents (as at 14 October 2022).

Notwithstanding the accounting carrying value of the investments of the Company as outlined herein, Orion notes that the market value of these share investments as at balance date are as follows:

Investment	Shareholding	ASX Market Value ¹	
		30 June 2022	30 June 2021
Bentley Capital Limited (ASX:BEL)	20,513,783	\$1,271,855	\$2,051,378
Strike Resources Limited (ASX:SRK)	10,000,000	\$1,100,000	\$2,650,000
	Total	\$2,371,855	\$4,701,378

Further information about Bentley is outlined in Bentley's 30 June 2022 Annual Report.

Please refer to the Directors' Report and Financial Report for further information on a review of Orion's operations and the financial position and performance of Orion for the financial year ended 30 June 2022.

¹ Based on closing bid price on ASX

DIRECTORS' REPORT

The Directors present their report on Orion Equities Limited ABN 77 000 742 843 (**OEQ** or the **Company**) and its controlled entities (**Orion** or the **Consolidated Entity**) for the financial year ended 30 June 2022 (**Balance Date**).

Orion Equities Limited is a public company limited by shares that was incorporated in New South Wales and has been listed on the Australian Securities Exchange (**ASX**) since November 1970 (ASX Code: OEQ).

PRINCIPAL ACTIVITIES

OEQ is a listed investment company (**LIC**).

NET TANGIBLE ASSET BACKING (NTA)

Consolidated Entity	2022	2021
	\$	\$
Net tangible assets (before tax)	3,116,972	7,053,754
Pre-Tax NTA Backing per share	0.199	0.451
Less deferred tax assets and tax liabilities	-	-
Net tangible assets (after tax)	3,116,972	7,053,754
Post-Tax NTA Backing per share	0.199	0.451
Based on total issued share capital	15,649,228	15,649,228

FINANCIAL POSITION

Consolidated Entity	2022	2021
	\$	\$
Cash and cash equivalents	13,640	195,423
Financial assets at fair value through profit and loss	1,100,000	2,650,000
Investment in Associate entity (BEL)	651,552	2,981,394
Property held for development or resale	1,750,000	1,750,000
Receivables	97,149	42,597
Other assets	1,629	2,418
Total Assets	3,613,970	7,621,832
Other payables and liabilities	(496,998)	(568,078)
Net Assets	3,116,972	7,053,754
Issued capital	18,808,028	18,808,028
Profits Reserve	6,654,468	6,546,107
Accumulated losses	(22,345,524)	(18,300,381)
Total Equity	3,116,972	7,053,754

DIRECTORS' REPORT

OPERATING RESULTS

Consolidated Entity	2022	2021
	\$	\$
Total revenues	45,367	122,146
Net gain/(loss) on financial assets	(1,550,000)	2,200,000
Share of Associate entity's profit/(loss)	(2,329,842)	2,811,553
Impairment reversal on revaluation of property held for development or resale	-	650,000
Other Expenses		
Personnel expenses	(56,791)	(413,173)
Corporate expenses	(30,565)	(27,755)
Other expenses	(14,951)	(62,294)
Profit/(Loss) before tax	(3,936,782)	5,280,477
Income tax expense	-	-
Profit/(Loss) attributable to members of the Company	(3,936,782)	5,280,477

Orion's \$3.937 million net loss for the financial year is principally attributable to:

- \$1.55 million unrealised loss from its investment in Strike Resources Limited (ASX:SRK) (**Strike**), which declined in price from 26.5 to 11 cents per share during the financial year; and
- \$2.33 million recognised as a share of an Associate entity's net loss – this relates to Orion's investment in Bentley Capital Limited (ASX:BEL); Bentley generated a net loss of \$8.646 million for the financial year (attributable principally to an unrealised loss on its investment in Strike).

Orion accounts for Bentley as an Associate entity, which means that Orion is required to recognise a share of Bentley's net gain or loss in respect of a financial year based on Orion's (26.95% as at 30 June 2022) shareholding interest in Bentley (this is known as the equity method of accounting for an associate entity).

Orion and Bentley's financial performance is primarily dependent on the share price performance of Strike (in which Orion has 10 million shares and Bentley has 53.7 million shares).

Strike has commenced production at its Paulsens East Iron Ore Project in Western Australia (with its maiden export of approximately 66,000 tonnes of lump iron ore scheduled in late August 2022)² and has completed exports of iron ore from Peru and accordingly, it is exposed to the iron ore price and market sentiment in the junior iron ore sector.

Orion notes that the iron price has been volatile during the past financial year - declining significantly from a historical high of ~US\$220/t in July 2021 to a low of ~US\$91/t (in November 2021) and recovering to current levels of ~US\$105/t (as at 25 August 2022).

The volatility in the iron ore price has matched the volatility in the Strike share price, which has traded within a range of 32 cents (on 15 July 2021) to 9 cents (on 6 December 2021) in the past 12 months, with a bid price of 11 cents (as at 30 June 2022) and a current price of 10.5 cents (as at 25 August 2022).

EARNINGS PER SHARE

Consolidated Entity	2022	2021
Basic and diluted earnings/(loss) per share (cents)	(25.16)	33.74
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings/(loss) per share	15,649,228	15,649,228

² Refer Strike's ASX Announcements dated 1 August 2022: Maiden 68,000 Tonne Shipment of Paulsens East Lump Iron Ore and 25 August 2022: Maiden Shipment of Paulsens East Lump Iron Ore and Operational Update

DIRECTORS' REPORT

DIVIDENDS

The Directors have not declared a dividend in respect of the financial year ended 30 June 2022.

As at 30 June 2022, the Company had:

- \$5.91 million in its Profits Reserve account, which is available to fund the payment of dividends to shareholders in the future; and
- \$3.09 million Franking Credits, which is sufficient to fund the payment of fully franked (at Orion's applicable 30% company tax rate) dividends totalling \$7.22 million (subject to Orion's capacity to declare and pay such dividends).

SECURITIES ON ISSUE

At the Balance Date (and currently), the Company had 15,649,228 shares on issue (2021: 15,649,228).

All such shares are listed on ASX. The Company does not have other securities on issue.

REVIEW OF OPERATIONS

(a) Portfolio Details as at 30 June 2022

Asset Weighting

Consolidated Entity	% of Net Assets	
	2021	2021
Australian equities	56%	80%
Property held for development and resale	56%	25%
Net tax liabilities (current year and deferred tax assets/liabilities)	-	-
Net cash/other assets and provisions	(12)%	(5)%
TOTAL	100%	100%

Major Holdings in Securities Portfolio

Equities	Fair Value \$'m	% of Net Assets	ASX Code	Industry Sector Exposures
Bentley Capital Limited	1.27	41%	BEL	Diversified
Strike Resources Limited	1.10	35%	SRK	Materials
TOTAL	2.37	76%		

(b) Bentley Capital Limited (ASX:BEL)

As at 30 June 2022 and currently, Orion holds 20,513,783 Bentley shares (26.95%) (2021: 20,513,783 shares (26.95%)).

Bentley Capital Limited (**Bentley**) is a listed investment company with a current exposure to Australian equities.

Shareholders are advised to refer to Bentley's 30 June 2022 Full Year Report, 31 December 2021 Half Year Report and monthly NTA disclosures for further information about the status and affairs of the company.

Information concerning Bentley may be viewed from its website: www.bel.com.au

DIRECTORS' REPORT

Bentley's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "BEL".

(c) Strike Resources Limited (ASX:SRK)

As at 30 June 2022 and currently, Orion holds 10,000,000 Strike shares (3.70%) (2021: 10,000,000 shares; 3.7%) while Associate entity, Bentley, holds 53,689,857 Strike shares (19.885%³) (2021: 52,689,857 shares; 19.885%). Therefore, Orion has a deemed relevant interest in 63,689,857 Strike shares (23.589%⁴) (2021: 63,689,857 shares; 23.589%).

Strike Resources Limited (ASX:SRK) is an ASX listed resource company which is developing the Paulsens East Iron Ore Project in Western Australia – production has commenced and Strike is targeting its maiden shipment of approximately 66,000 tonnes of 'Paulsens East Lump' DSO (grading 62% Fe) out of Utah Point, Port Hedland, in late August 2022.³ Strike also owns the high grade Apurimac Iron Ore Project in Peru where it has exported "Apurimac Premium Lump" DSO product of ~65% Fe. Strike also has a 43% shareholding in Lithium Energy Limited (ASX:LEL), which was spun-out of Strike under a \$9m IPO in May 2021. Lithium Energy is developing battery minerals related assets - the Solaroz Lithium Brine Project in Argentina and the Burke Graphite Project in Queensland.⁵

Orion is also entitled to receive a royalty of 2% of gross revenues (exclusive of GST) from any commercial exploitation of any minerals from the Paulsens East Iron Ore Project tenement (Mining Lease M47/1583) owned by Strike. This royalty entitlement stems from Orion's sale of a portfolio of tenements (including the Paulsens East tenement) to Strike in September 2005.⁶

Further information about Strike's resource projects and activities are contained in the company's ASX releases, including as follows:

- 1 August 2022: Quarterly Reports – 30 June 2022;
- 16 March 2022: Half Year Report – 31 December 2021; and
- 29 October 2021: Annual Report - 2021.

Information concerning Strike may be viewed from its website: www.strikeresources.com.au.

Strike's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX: "SRK".

(d) Other Assets

Orion owns a property held for redevelopment or sale (currently rented out) located in Mandurah, Western Australia.

3 Refer Bentley's ASX announcement dated 9 June 2021: Change of Substantial Shareholder Notice in SRK

4 Refer Orion's ASX announcement dated 9 June 2021: Change of Substantial Shareholder Notice in SRK

5 Based on Strike's ASX announcement released on 1 August 2022: Quarterly Report – 30- June 2022

6 For further information, please refer to the following ASX Announcements: Orion's announcement dated 23 September 2005: CXL Retains a 25% Free Carried Interest in NT Uranium Tenements. Strike's announcement dated 20 September 2005: Acquisition of Uranium Tenements) and Strike's announcement dated 11 August 2008: Acquisition of Outstanding Interests in Berau Coal and Paulsens East Iron Ore Projects

DIRECTORS' REPORT

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of Orion that occurred during the financial year not otherwise disclosed in this Directors' Report or the financial statements.

FUTURE DEVELOPMENTS

Orion intends to continue its investment activities in future years. The results of these investment activities depend upon the performance of the underlying companies and securities in which Orion invests. The investments' performances depend on many economic factors and also industry and company specific issues. In the opinion of the Directors, it is not possible or appropriate to make a prediction on the future course of markets, the performance of Orion's investments or the forecast of the likely results of Orion's activities.

ENVIRONMENTAL REGULATION

Orion is not subject to any particular or significant environmental regulation under Australian Commonwealth or State legislation.

BOARD OF DIRECTORS

Information concerning Directors in office during or since the financial year:

Farooq Khan	Executive Chairman
<i>Appointed</i>	23 October 2006
<i>Qualifications</i>	BJuris, LLB (Western Australia)
<i>Experience</i>	Farooq Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX-listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
<i>Relevant interest in shares</i>	2,000 shares – directly ⁷
<i>Special Responsibilities</i>	Chairman of the Board and the Investment Committee
<i>Other current directorships in listed entities</i>	(1) Executive Chairman and Managing Director of Queste Communications Ltd (ASX:QUE) (since 10 March 1998) (2) Executive Chairman of Bentley Capital Limited (ASX:BEL) (director since 2 December 2003) (3) Executive Chairman (appointed 18 December 2015) of Strike Resources Limited (ASX:SRK) (Director since 1 October 2015) (4) Executive Director of Lithium Energy Limited (ASX:LEL) (since 14 January 2021)
<i>Former directorships in other listed entities in past 3 years</i>	-

⁷ Refer to Orion's ASX announcement dated 20 November 2014: Change in Directors Interest Notice

DIRECTORS' REPORT

Victor P. H. Ho	Executive Director and Company Secretary
<i>Appointed</i>	Executive Director since 4 July 2003; Company Secretary since 2 August 2000
<i>Qualifications</i>	BCom, LLB (Western Australia), CTA
<i>Experience</i>	Victor Ho has been in Executive roles with a number of ASX-listed companies across the investments, resources and technology sectors over the past 22 years. Mr Ho is a Chartered Tax Adviser (CTA) and previously had 9 years' experience in the taxation profession with the Australian Tax Office (ATO) and in a specialist tax law firm. Mr Ho has been actively involved in the investment management of listed investment companies (as an Executive Director and/or a member of the Investment Committee), the structuring and execution of a number of corporate, M&A and international joint venture (in South America (Peru, Chile and Argentina), Indonesia and the Middle East (Saudi Arabia and Oman)) transactions, capital raisings, resources project (debt) financing, spin-outs/demergers and IPO's/re-listings on ASX and capital management initiatives and has extensive experience in public company administration, corporations' law, ASIC/ASX compliance and investor/shareholder relations.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Member of the Investment Committee
<i>Other positions held in listed entities</i>	<ol style="list-style-type: none"> (1) Executive Director and Company Secretary of Queste Communications Ltd (ASX:QUE) (Director since 3 April 2013; Company Secretary since 30 August 2000) (2) Company Secretary of Bentley Capital Limited (ASX:BEL) (since 5 February 2004) (3) Executive Director and Company Secretary of Strike Resources Limited (ASX:SRK) (Director since 24 January 2014 and Company Secretary since 1 October 2015) (4) Company Secretary of Lithium Energy Limited (ASX:LEL) (since 14 January 2021)
<i>Former positions in other listed entities in past 3 years</i>	<p>Company Secretary of Keybridge Capital Limited (ASX:KBC) (13 October 2016 to 13 October 2019)</p> <p>Executive Director of Lithium Energy Limited (ASX:LEL) (14 January to 18 March 2021)</p>

DIRECTORS' REPORT

Yaqoob Khan	Non-Executive Director
<i>Appointed</i>	5 November 1999
<i>Qualifications</i>	BCom (Western Australia), Master of Science in Industrial Administration (Carnegie Mellon)
<i>Experience</i>	Mr Khan holds a Masters degree in Business and has worked as a senior executive responsible for product marketing, costing systems and production management. Mr Khan has been involved in the structuring and ASX listing of a number of public companies and in subsequent executive management. Mr Khan brings considerable international experience in corporate finance and the strategic analysis of listed investments.
<i>Relevant interest in shares</i>	55,229 shares – directly ⁸
<i>Special Responsibilities</i>	None
<i>Other current directorships in listed entities</i>	Non-Executive Director of Queste Communications Ltd (ASX:QUE) (since 10 March 1998)
<i>Former directorships in other listed entities in past 3 years</i>	None

DIRECTORS' MEETINGS

The following table sets out the numbers of meetings of the Company's Directors held during the financial year (including Directors' circulatory resolutions), and the numbers of meetings attended by each Director of the Company:

Name of Director	Meetings Attended	Maximum Possible Meetings
Farooq Khan	7	7
Victor Ho	7	7
Yaqoob Khan	7	7

Board Committees

During the financial year and as at the date of this Directors' Report, the Company did not have separate designated Audit or Remuneration Committees. In the opinion of the Directors, in view of the size of the Board and nature and scale of Orion's activities, matters typically dealt with by an Audit or Remuneration Committee are dealt with by the full Board.

⁸ Refer to Orion's ASX announcement dated 30 March 2022: Change of Directors Interest Notice – Y Khan

REMUNERATION REPORT

This report details the nature and amount of remuneration for each Director and Company Executive (being a company secretary or senior manager) (**Key Management Personnel**) of Orion.

The information provided under headings (1) to (5) below has been audited for compliance with section 300A of the *Corporations Act 2001 (Cth)* as required under section 308(3C).

(1) Remuneration Policy

The Board determines the remuneration structure of all Key Management Personnel having regard to the Company's strategic objectives, scale and scope of operations and other relevant factors, including experience and qualifications, length of service, the duties and accountability of Key Management Personnel, the frequency of Board meetings, market practice (including available data concerning remuneration paid by other listed companies and in particular, companies of comparable size and nature) and the objective of maintaining a balanced Board which has appropriate expertise and experience, at a reasonable cost to the Company.

Corporate Governance Principles: The Company's Corporate Governance Statement (**CGS**) also addresses matters pertaining to the Board, Senior Management and Remuneration. The latest version of the CGS may be downloaded from the Company's website: www.orionequities.com.au/corporate-governance.

Fixed Cash Short-Term Employment Benefits: The Key Management Personnel of the Company are paid a fixed amount per annum plus applicable employer superannuation contributions. The Non-Executive Directors of the Company are paid a maximum aggregate base remuneration per annum inclusive of employer superannuation contributions where applicable, to be divided as the Board determines appropriate.

The Board has determined the following fixed cash remuneration for current Key Management Personnel during the year as follows:

Executive Directors

- (1) Mr Farooq Khan (Executive Chairman) - a base salary of \$220,369 per annum inclusive of employer superannuation contributions (which Mr Khan has voluntarily agreed to suspend in respect of the financial year); and
- (2) Mr Victor Ho (Executive Director and Company Secretary) - a base salary of \$105,013 per annum inclusive of employer superannuation contributions (which Mr Ho has voluntarily agreed to suspend in respect of the financial year).

Non – Executive Director

- (3) Mr Yaqoob Khan (Non-Executive Director) - a base fee of \$25,000 per annum (the payment of which Mr Khan has voluntarily agreed to suspend in respect of the financial year).

Key Management Personnel can also opt to "salary sacrifice" their cash fees/salary and have them paid wholly or partly as further employer superannuation contributions or benefits exempt from fringe benefits tax.

Special Exertions and Reimbursements: Pursuant to the Company's Constitution, each Director is entitled to receive:

- (a) Payment for reimbursement of all travelling, hotel and other expenses reasonably incurred by a Director for the purpose of attending meetings of the Board or otherwise in and about the business of the Company; and
- (b) In respect of Non-Executive Directors, payment for the performance of extra services or the making of special exertions for the benefit of the Company (at the request of and with the concurrence of the Board).

Short-Term Benefits: The Company does not have any short-term incentive (**STI**) cash bonus schemes (or equivalent) in place for Key Management Personnel.

Long Term Benefits: The Company does not have any long-term incentive (**LTI**) cash bonus schemes (or equivalent) in place for Key Management Personnel.

REMUNERATION REPORT

Equity Based Benefits: The Company does not presently have any equity (shares or options) based remuneration arrangements for any personnel pursuant to any executive or employee share or option plan or otherwise.

Post-Employment Benefits: The Company does not presently provide retirement benefits to Key Management Personnel. Other than early termination benefits disclosed in 'Employment Agreement' below, Key Management Personnel also have no right to termination payments save for payment of accrued unused annual and long service leave (where applicable) (these accrued employee entitlements are not applicable in respect of Non-Executive Directors). The Company notes that shareholder approval is required where a Company proposes to make a "termination payment" (for example, a payment in lieu of notice, a payment for a post-employment restraint and payments made as a result of the automatic or accelerated vesting of share based payments) in excess of one year's "base salary" (defined as the average base salary over the previous 3 years) to a director or any person who holds a managerial or executive office.

Service Agreements: The Company does not presently have formal service agreements or employment agreements with any Key Management Personnel.

Performance-Related Benefits and Financial Performance of Company: The Company does not presently provide short- or long-term incentive/performance-based benefits related to the Company's performance to Key Management Personnel, including payment of cash bonuses. The current remuneration of Key Management Personnel is fixed, is not dependent on the satisfaction of a performance condition and is unrelated to the Company's performance.

The Board does not believe that it is appropriate at this time to implement an equity-based benefit scheme or a performance related/variable component to Key Management Personnel remuneration or remuneration generally linked to the Company's performance but reserves the right to implement these remuneration measures if appropriate in the future (subject to prior shareholder approval where applicable).

In considering the Company's performance and its effects on shareholder wealth, Directors have had regard to the data set out below for the latest financial year and the previous four financial years.

	2022	2021	2020	2019	2018
Profit/(Loss) before income tax (\$)	(3,936,782)	5,280,477	(790,139)	(1,240,374)	(1,035,132)
Basic earnings/(loss) per share (cents)	(25.16)	33.74	(5.05)	(8.18)	(6.76)
Dividends paid (\$)	-	-	-	-	0.9
VWAP share price on ASX for financial year (\$)	0.29	0.20	0.07	0.18	0.19
Closing bid share price as at 30 June (\$)	0.24	0.27	0.055	0.19	0.165

(2) Details of Remuneration of Key Management Personnel

Details of the nature and amount of each element of remuneration of each Key Management Personnel paid or payable by the Company during the financial year are as follows:

2022	Key Management Personnel	Performance related %	Short-term Benefits		Post-Employment Benefits	Other Long-term Benefits	Equity Based	Total \$
			Cash, salary and commissions \$	Non-cash benefit \$	Superannuation \$	Long service leave \$	Shares and Options \$	
Executive Directors:								
	Farooq Khan	-	-(A)	-	-	-	-	-
	Victor Ho	-	-(B)	-	-	-	-	-
Non-Executive Director:								
	Yaqoob Khan	-	25,000	-	-	-	-	25,000

(A) Mr Khan has voluntarily agreed to suspend his salary in respect of the financial year

(B) Mr Ho has voluntarily agreed to suspend his salary in respect of the financial year

REMUNERATION REPORT

2021	Key Management Personnel	Performance related %	Short-term Benefits		Post-Employment Benefits	Other Long-term Benefits	Equity Based	Total \$
			Cash, salary and commissions \$	Non-cash benefit \$	Superannuation \$	Long service leave \$	Shares and Option \$	
Executive Directors:								
	Farooq Khan	-	201,250	-	19,119	-	-	220,369
	Victor Ho	-	95,750	-	9,263	-	-	105,013
Non-Executive Director:								
	Yaqoob Khan	-	25,000	-	-	-	-	25,000

Victor Ho is also Company Secretary of the Company.

(3) Other Benefits Provided to Key Management Personnel

No Key Management Personnel has during or since the end of the 30 June 2022 financial year, received or become entitled to receive a benefit, other than a remuneration benefit as disclosed above, by reason of a contract made by the Company or a related entity with the Director or with a firm of which he is a member, or with a Company in which he has a substantial interest.

(4) Engagement of Remuneration Consultants

The Company has not engaged any remuneration consultants to provide remuneration recommendations in relation to Key Management Personnel during the year. The Board has established a policy for engaging external Key Management Personnel remuneration consultants which includes, inter alia, that the Non-Executive Directors on the Remuneration Committee be responsible for approving all engagements of and executing contracts to engage remuneration consultants and for receiving remuneration recommendations from remuneration consultants regarding Key Management Personnel. Furthermore, the Company has a policy that remuneration advice provided by remuneration consultants be quarantined from Management where applicable.

(5) Shares held by Key Management Personnel

The number of ordinary shares in the Company held by Key Management Personnel is set out below:

Key Management Personnel	Balance at 30 June 2021	Additions	Received as part of remuneration	Disposals	Balance at 30 June 2022
Executive Directors:					
Farooq Khan	2,000	-	-	-	2,000
Victor Ho	-	-	-	-	-
Non-Executive Director:					
Yaqoob Khan	-	55,229	-	-	55,229

Note: The disclosures of shareholdings above are in accordance with the accounting standards which require disclosure of shares held directly, indirectly or beneficially by each key management person, a close member of the family of that person, or an entity over which either of these persons have, directly or indirectly, control, joint control or significant influence (as defined under Accounting Standard AASB 124 Related Party Disclosures).

(6) Voting and Comments on Remuneration Report at 2020 AGM

At the Company's most recent (2021) AGM, a resolution to adopt the prior year (2021) Remuneration Report was put to the vote and passed unanimously on a show of hands with the proxies received also indicating majority (93.7%) support in favour of adopting the Remuneration Report.⁹ No comments were made on the Remuneration Report that was considered at the AGM.

This concludes the audited Remuneration Report.

⁹ Refer Orion's ASX announcement dated 25 November 2021: Results of 2021 Annual General Meeting

DIRECTORS' REPORT

DIRECTORS' DEEDS

In addition to the rights of indemnity provided under the Company's Constitution (to the extent permitted by the Corporations Act), the Company has also entered into a deed with each of the Directors to regulate certain matters between the Company and each Director, both during the time the Director holds office and after the Director ceases to be an officer of the Company, including the following matters:

- (a) The Company's obligation to indemnify a Director for liabilities or legal costs incurred as an officer of the Company (to the extent permitted by the Corporations Act); and
- (b) Subject to the terms of the deed and the Corporations Act, the Company may advance monies to the Director to meet any costs or expenses of the Director incurred in circumstances relating to the indemnities provided under the deed and prior to the outcome of any legal proceedings brought against the Director.

LEGAL PROCEEDINGS ON BEHALF OF CONSOLIDATED ENTITY

No person has applied for leave of a court to bring proceedings on behalf of Orion or intervene in any proceedings to which Orion is a party for the purpose of taking responsibility on behalf of Orion for all or any part of such proceedings. Orion was not a party to any such proceedings during and since the financial year.

AUDITORS

Details of the amounts paid or payable by the Company to the Auditors for audit and non-audit (tax services) services provided during the financial year are set out below:

Auditor	Audit & Review Fees \$	Non-Audit Services \$	Total \$
Rothsay Auditing	4,400	-	4,400
Rothsay Audit & Assurance Pty Ltd	8,800	-	8,800

On 9 August 2022, Rothsay Audit & Assurance Pty Ltd were appointed the Company's Auditor, following the resignation of the firm of 'Rothsay Auditing' and receipt of ASIC's consent to that resignation.¹⁰

Rothsay Auditing completed the review of Orion for the half year ended 31 December 2021. Rothsay Audit & Assurance Pty Ltd completed the audit of Orion for the financial year ended 30 June 2022.

Rothsay Auditing and Rothsay Audit & Assurance Pty Ltd did not provide any non-audit services during the financial year.

Rothsay Audit & Assurance Pty Ltd continues in office in accordance with section 327C of the *Corporations Act 2001 (Cth)*.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001 (Cth)* forms part of this Directors Report and is set out on page 15. This relates to the Auditor's Report, where the Auditor states that they have issued an independence declaration.

¹⁰ Refer Orion's ASX Announcement dated 9 August 2022: Change of Auditors

DIRECTORS' REPORT

EVENTS SUBSEQUENT TO BALANCE DATE

The Directors are not aware of any matters or circumstances at the date of this Directors' Report, other than those referred to in this Directors' Report (in particular, in the Review of Operations) or the financial statements or notes thereto (in particular Note 23), that have significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Company in subsequent financial years.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,

Farooq Khan
Executive Chairman

Victor Ho
Executive Director and
Company Secretary

26 August 2022

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2022

1. ABOUT THIS REPORT

1.1 Background

This financial report covers the consolidated financial statements of the consolidated entity consisting of Orion Equities Limited (ASX:OEQ) (the **Company** or **OEQ**), its subsidiaries and investments in associates (the **Consolidated Entity** or **Orion**). The financial report is presented in the Australian currency.

Orion Equities Limited is a company limited by shares, incorporated in New South Wales, Australia and whose shares are publicly traded on the Australian Securities Exchange (**ASX**).

These financial statements have been prepared on a streamlined basis where key information is grouped together for ease of understanding and readability. The notes include information which is required to understand the financial statements and is material and relevant to the operations, financial position and performance of the Consolidated Entity.

Information is considered material and relevant if, for example:

- (a) the amount in question is significant because of its size or nature;
- (b) it is important for understanding the results of the Consolidated Entity;
- (c) it helps to explain the impact of significant changes in the Consolidated Entity's business – for example, acquisitions; or
- (d) it relates to an aspect of the Consolidated Entity's operations that is important to its future performance.

The notes are organised into the following sections:

- (a) **Key Performance:** Provides a breakdown of the key individual line items in the profit and loss that the Directors consider most relevant to understanding performance and shareholder returns for the year:

Notes	
2	Revenue
3	Expenses
4	Segment information
5	Tax
6	Loss per share

- (b) **Financial Risk Management:** Provides information about the Consolidated Entity's exposure and management of various financial risks and explains how these affect the Consolidated Entity's financial position and performance:

Notes	
7	Cash and cash equivalents
8	Financial assets at fair value through profit or loss
9	Financial risk management
10	Fair value measurement of financial instruments

- (c) **Other Assets and Liabilities:** Provides information on other balance sheet assets and liabilities that do not materially affect performance or give rise to material financial risk:

Notes	
11	Property held for development or resale
12	Payables
13	Provisions

- (d) **Capital Structure:** This section outlines how the Consolidated Entity manages its capital structure and related financing costs, as well as capital adequacy and reserves. It also provides details on the dividends paid by the Company:

Notes	
14	Issued capital
15	Profits reserve
16	Capital risk management

- (e) **Consolidated Entity Structure:** Provides details and disclosures relating to the parent entity of the Consolidated Entity, controlled entities, investments in associates and any acquisitions and/or disposals of businesses in the year. Disclosure on related parties is also provided in the section:

Notes	
17	Parent entity information
18	Investment in controlled entities
19	Investment in associate entity
20	Related party transactions

- (f) **Other:** Provides information on items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements however, are not considered significant in understanding the financial performance or position of the Consolidated Entity:

Notes	
21	Auditors' remuneration
22	Contingencies
23	Events occurring after the reporting period

Significant and other accounting policies that summarise the measurement basis used and presentation policies and are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements.

1.2. Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the *Corporations Act 2001 (Cth)*, as appropriate for for-profit entities.

Compliance with IFRS

The consolidated financial statements of the Consolidated Entity also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2022

Reporting Basis and Conventions

The financial report has been prepared on an accruals and going concern basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

1.3. Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of the subsidiaries of Orion Equities Limited as at 30 June 2022 and the results of its subsidiaries for the year then ended. Orion Equities Limited and its subsidiaries are referred to in this financial report as the Consolidated Entity.

All inter-company balances and transactions between entities in the Consolidated Entity, including any unrealised profits or losses, have been eliminated on consolidation.

1.4. Comparative Figures

Certain comparative figures have been adjusted to conform to changes in presentation for the current financial year.

1.5. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

1.6. Dividends Policy

Provision is made for the amount of any dividend declared; being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at the Balance Date.

1.7. Impairment of Assets

At each reporting date, the Consolidated Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.8. Leases

At the lease commencement, the Consolidated Entity recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the Consolidated Entity believes it is reasonably certain that the option will be exercised. The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives received.

The right-of-use asset is depreciated over the lease term on a straight-line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Consolidated Entity's incremental borrowing rate is used.

Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured when there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g. CPI) or a change in the Consolidated Entity's assessment of lease term.

Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the remeasurement or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Exceptions to lease accounting

The Consolidated Entity has elected to apply the exceptions to lease accounting for both short-term leases (i.e. leases with a term of less than or equal to 12 months) and leases of low-value assets. The Consolidated Entity recognises the payments associated with these leases as an expense on a straight-line basis over the lease term.

1.9. New, revised or amending Accounting Standards and Interpretations adopted

The Consolidated Entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the AASB that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not mandatory have not been early adopted. These are not expected to have a material impact on the Consolidated Entity's financial statements.

DIRECTORS' DECLARATION

The Directors of the Company declare that:

- (1) The financial statements, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity, and accompanying notes as set out on pages 16 to 36 are in accordance with the *Corporations Act 2001 (Cth)* and:
 - (a) comply with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting; and
 - (b) give a true and fair view of the Consolidated Entity's financial position as at 30 June 2022 and of their performance for the year ended on that date;
- (2) In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (3) The Directors have been given the declarations required by section 295A of the *Corporations Act 2001 (Cth)* by the Executive Chairman (the person who, in the opinion of the Directors, performs the Chief Executive Officer function) and Company Secretary (the person who, in the opinion of the Directors, performs the Chief Financial Officer function); and
- (4) The Company has included in the notes to the Financial Statements an explicit and unreserved statement of compliance with the International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Directors made pursuant to section 295(5) of the *Corporations Act 2001 (Cth)*.

Farooq Khan
Executive Chairman

Victor Ho
Executive Director and
Company Secretary

26 August 2022

ADDITIONAL ASX INFORMATION

as at 14 October 2022

INVESTMENT PORTFOLIO

As at 30 June 2022

Equities	Fair Value \$'m	% Net Assets	ASX Code	Industry Sector Exposures
Bentley Capital Limited	1.27	41%	BEL	Diversified
Strike Resources Limited	1.10	35%	SRK	Materials
TOTAL	2.37	76%		

As at 30 September 2022

Equities	Fair Value \$'m	% Net Assets	ASX Code	Industry Sector Exposures
Bentley Capital Limited ¹	1.33	49%	BEL	Diversified
Strike Resources Limited	0.90	33%	SRK	Materials
TOTAL	2.23	82%		

Note:

- (1) The Company's investment in BEL, an Associated Entity (i.e. in which the Company has a greater than 20% interest), is accounted for under the equity method in the consolidated financial statements. Under the equity method, the carrying amount of such investment is cost plus a share of the Associate Entity's net profit or loss (after tax) for the financial year to balance date as provided to the Company by such Associated Entity (refer Note 19 (Investment in Associate Entity) at pages 34 and 35 of the 2022 Annual Report).

TRANSACTIONS AND BROKERAGE

During the financial year ended 30 June 2022, the Company entered into Nil (2021: nil) transactions with stockbrokers for the sale or purchase of listed securities and accordingly, incurred no brokerage fees (2021: nil).

VOTING RIGHTS

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

ADDITIONAL ASX INFORMATION

as at 14 October 2022

DISTRIBUTION OF FULLY PAID ORDINARY SHARES

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,000	40	12,832	0.08%
1,001	-	5,000	62	221,114	1.41%
5,001	-	10,000	37	273,732	1.75%
10,001	-	100,000	63	2,134,249	13.64%
100,001	-	and over	15	13,007,301	83.12%
Total			217	15,649,228	100.00%

UNMARKETABLE PARCELS

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	2,777	56	42,263	0.27%
2,778	-	over	161	15,606,965	99.73%
Total			217	15,649,228	100.00%

An unmarketable parcel is considered, for the purposes of the above table, to be a shareholding of 2,777 shares or less, being a value of \$500 or less in total, based upon the Company's last sale price on ASX as at 13 October 2022 of \$0.18 per share.

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders	Registered Shareholder	Total Number of Shares Held	% Voting Power
Queste Communications Ltd (ASX:QUE)	QUE	9,367,653	59.86% ⁽¹⁾
Geoff Wilson, Dynasty Peak Pty Limited and GW Holdings Pty Limited	Dynasty Peak Pty Limited	923,038	5.90% ⁽²⁾

Notes:

(1) Based on the change of substantial shareholding notice filed by QUE dated 28 September 2015 (updated to reflect current percentage voting power)

(2) Based on the initial substantial shareholding notice filed by Geoff Wilson dated 28 February 2018

ADDITIONAL ASX INFORMATION

as at 14 October 2022

TOP TWENTY ORDINARY, FULLY PAID SHAREHOLDERS

RANK	SHAREHOLDER	TOTAL SHARES	% ISSUED CAPITAL
1	QUESTE COMMUNICATIONS LTD	9,367,653	59.86%
2	DYNASTY PEAK PTY LTD	923,038	5.90%
3	MR BOBBY VINCENT LI	616,153	3.94%
4	NEUTRAL PTY LTD	339,906	2.17%
5	ACN 139 886 025 PTY LTD	288,464	1.84%
6	MISS ALICE JANE LI	266,485	1.70%
7	REDSUMMER PTY LTD	225,000	1.44%
8	MS HOON CHOO TAN	197,538	1.26%
9	MR ANTHONY NEALE KILLER & MRS SANDRA MARIE KILLER	166,500	1.06%
10	MRS PENELOPE MARGARET SIEMON	156,355	1.00%
11	MRS UDESHIKA ASHANI ALGAMA ROHDE	120,000	0.77%
12	MR BRUCE SIEMON	118,250	0.76%
13	MR JOHN CHENG-HSIANG YANG & MS PEGA PING MOK	103,726	0.66%
14	MR DAVID JOHN JEFFREE	100,233	0.64%
15	MRS CAROLINE ANN PICKERING	100,000	0.64%
16	GIBSON KILLER PTY LTD	83,300	0.53%
17	MR SCOTT ALEXANDER RIETHMULLER	82,844	0.53%
18	MR SANTOSA GUZZETTA	81,423	0.52%
19	CHRISTOPHER JOHN LYNCH HOLDINGS PTY LTD	79,867	0.51%
20	BNP PARIBAS NOMINEES PTY LTD	74,826	0.48%
	TOTAL	13,491,561	86.21%



ASX Code: OEQ

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