

# AURA ENERGY LIMITED

ACN 115 927 681

For a non renounceable entitlement issue of 1 Option for every 2 Shares held by Shareholders as at 5.00pm WST on 31 July 2006 at an issue price of \$0.01 per Option to raise approximately \$180,000.

The Issue is fully underwritten by Taylor Collison Limited.

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## SHORT FORM PROSPECTUS

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### IMPORTANT NOTICE

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This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to another document, the information of which is deemed to be incorporated in this Prospectus.

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## IMPORTANT NOTICE

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This Prospectus is dated 14 July 2006.

A copy of this Prospectus was lodged with the ASIC on 14 July 2006. The ASIC takes no responsibility for the contents of this Prospectus.

No Options will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. Application will be made to ASX within seven (7) days after the date of this Prospectus for admission of the Options offered by this Prospectus to Official Quotation.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisers before deciding whether to apply for Options. There are risks associated with an investment in the Company and the Options offered under this Prospectus must be regarded as a speculative investment. The Options offered under this Prospectus carry no guarantee with respect to return on capital investment or the future value of the Options.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 10 of this Prospectus.

### Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type.

The Prospectus incorporates by reference a disclosure document lodged by the Company with the ASIC on 24 April 2006 for the offer to the public of up to 25,000,000 Shares at an issue price of 20 cents each to raise up to \$5,000,000 (**IPO Prospectus**).

In referring to the IPO Prospectus the Company:

- (a) identifies the IPO Prospectus as being relevant to the offer of Options under this Prospectus and containing information that will provide investors and their professional advisers' information to assist them in making an informed assessment of:
  - (i) the rights and liabilities attaching to:
    - (A) the Options; and
    - (B) the underlying Shares;
  - (ii) the capacity of the Company to issue the Options and the underlying Shares; and
  - (iii) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;

- (b) refers investors and their professional advisers or analysts to Section 5 of this Prospectus which summarises the information in the IPO Prospectus deemed to be incorporated in this Prospectus;
- (c) informs investors and their professional advisers or analysts that they are able to obtain, free of charge, a copy of the IPO Prospectus by contacting the Company at its registered office during normal business hours during the Offer Period; and
- (d) advises that the information in the IPO Prospectus will be primarily of interest to investors and their professional advisers or analysts.

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**1. CORPORATE DIRECTORY**

**DIRECTORS**

Brett Fraser  
Dr Bob Beeson  
Jay Stephenson  
Simon O'Loughlin

**COMPANY SECRETARY**

Jay Stephenson

**REGISTERED OFFICE**

Unit 6/34 York Street  
NORTH PERTH WA 6006

**CONTACT DETAILS**

Telephone: (08) 9228 0711  
Facsimile: (08) 9228 0704  
Website: [www.auraenergy.com.au](http://www.auraenergy.com.au)  
Email: [info@auraenergy.com.au](mailto:info@auraenergy.com.au)

**SHARE REGISTRY**

Computershare Investor Services Pty Ltd  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
PERTH WA 6000  
Telephone: 1300 557 010  
Facsimile: 08 9323 2033  
E: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

**SOLICITORS**

Steinepreis Paganin  
Level 4, Next Building  
16 Milligan Street  
PERTH WA 6000

**CORPORATE ADVISOR**

Wolfstar Group Pty Ltd  
31 Mammoth Court  
BALLAJURA WA 6066

**UNDERWRITER**

Taylor Collison Limited  
Level 2, 12 Pirie Street  
ADELAIDE SA 5000

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2. CHAIRMAN'S LETTER

Dear Shareholder

The Board is pleased to offer Shareholders the opportunity to participate in a pro-rata 1 for 2 non-renounceable entitlement issue of Options.

All Shareholders registered as at 5.00 pm WST on 31 July 2006 are entitled to participate in the entitlement issue of Options, on the basis of 1 Option for every 2 Shares held. The Closing Date for acceptances is 5.00 pm WST on 16 August 2006 (unless the Offer is extended).

The Company will apply to ASX for Official Quotation of the Options.

The Board takes this opportunity to thank Shareholders for their support since listing and looks forward to your continued support in the future.

Yours faithfully

A handwritten signature in black ink, appearing to read "Brett Fraser". The signature is stylized with a large initial "B" and a long horizontal stroke extending to the right.

**Brett Fraser**  
Chairman

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### 3. TIMETABLE AND IMPORTANT DATES

| EVENT  | DATE           |
|--|----------------|
| Prospectus lodged with ASIC and ASX                        | 14 July 2006   |
| Appendix 3B lodged with ASX                                | 14 July 2006   |
| Notice in relation to the Issue dispatched to Shareholders | 17 July 2006   |
| "Ex" date  | 25 July 2006   |
| Record date for determining entitlements to Options        | 31 July 2006   |
| Opening Date   | 1 August 2006  |
| Despatch Date  | 2 August 2006  |
| Closing Date   | 16 August 2006 |
| Securities quoted on a deferred settlement basis           | 17 August 2006 |
| Company notifies ASX of under subscriptions                | 21 August 2006 |
| Deferred settlement trading ends and despatch date         | 24 August 2006 |

\*The Directors may extend the Closing Date by giving at least 6 Business Days notice to ASX prior to the Closing Date. As such, the date the Options are expected to commence trading on ASX may vary with any change to the Closing Date.

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## **4. DETAILS OF THE ISSUE**

### **4.1 The Issue**

The Company is making a pro-rata non-renounceable entitlement issue to Shareholders who are registered as at 5.00 pm WST on 31 July 2006 (**Record Date**) of up to 18,000,000 Options at an issue price of \$0.01 each to raise approximately \$180,000 (before costs of the Issue).

The Options will be offered on the basis of one (1) Option for every two (2) Shares held at the Record Date.

In the calculation of any Entitlement, fractions will be rounded up to the nearest whole number.

This Offer is made on a non renounceable basis such that Shareholders who are registered as at the Record Date may not sell or transfer all or part of their entitlement to Options.

### **4.2 Purpose of the Issue**

The purpose of the Issue is to reward Shareholders who have held their Shares in the Company since its listing on the Official List of ASX.

The funds raised by the Offer of approximately \$180,000 will be used as general working capital for the Company and also to meet Issue expenses of approximately \$38,380. Any capital raised pursuant to the Issue will be applied as additional working capital and will have no effect on the existing budgets and work programmes of the Company.

### **4.3 Entitlement**

The number of Options to which each Shareholder is entitled is shown on the enclosed Entitlement and Acceptance Form.

### **4.4 Action Required**

If you wish to take up all or part of your Entitlement, complete the enclosed Entitlement and Acceptance Form in accordance with the instructions set out on the back of the form and lodge it with the appropriate payment no later than 5.00pm WST on the Closing Date at:

Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
PERTH WA 6000

Cheques and drafts (drawn on and payable at any Australian bank) should be made payable to "Aura Energy Limited – Option Issue" and crossed "Not Negotiable". Payment can also be made by money order.

If you request more than your Entitlement, you will be deemed to have applied for your Entitlement and the difference will be refunded to you, without interest.

If you do not wish to take up any of your Entitlement, you do not need to take any action and your Entitlement to the Options will lapse on the Closing Date.

#### **4.5 Closing Date**

The Closing Date for the Issue is 5.00pm WST on 16 August 2006. The Directors may extend the Closing Date by giving at least 6 Business Days notice to ASX prior to the Closing Date. As such, the date the Options are expected to commence trading on ASX may vary with any change to the Closing Date.

#### **4.6 Issue of Options**

The Options will be issued and holding statements dispatched as soon as practicable after the Closing Date.

No Options will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

#### **4.7 Minimum Subscription**

There is no minimum subscription.

#### **4.8 Oversubscriptions**

Oversubscriptions will not be accepted.

#### **4.9 Underwriting**

The Issue has been fully underwritten by Taylor Collison Limited (**Underwriter**). The Underwriter will receive an underwriting fee of \$5,000. The material terms of the Underwriting Agreement are set out in Section 7 of this Prospectus.

#### **4.10 ASX Quotation**

Application to ASX for admission of the Options to Official Quotation will be made by the Company within seven (7) days of the date of this Prospectus. If the Options are not admitted to Official Quotation on ASX within three (3) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Options offered by this Prospectus will be granted. In that circumstance, all applications will be dealt with in accordance with Section 724 of the Corporations Act.

#### **4.11 Overseas Shareholders**

Only Shareholders who are registered as at 5.00 pm WST on the Record Date with registered addresses in Australia and New Zealand will be able to participate in the Offer. To make the Offer in any other jurisdiction may constitute a violation of application securities laws. The Directors believe that it is unreasonable to make the Offer to Foreign Shareholders, having had regard to the number of Shareholders in the relevant jurisdictions, the number and value of Options those Shareholders would be offered and the cost of complying with the securities legislation of those jurisdictions.

Accordingly, the Offer is not being made, and no Options will be issued to, any Shareholders whose registered address is in a country other than Australia or New Zealand. This Prospectus is being sent to Foreign Shareholders for information purposes only. No Entitlement and Acceptance Form will be sent to Foreign Shareholders.

#### **4.12 Enquiries**

If you have any questions concerning your entitlement, please contact the Company's share registry by telephone on 1300 557 010, or facsimile (08) 9323 2033, or contact your professional adviser.

#### **4.13 Privacy Statement**

If you complete an application for Options, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your need as a shareholder and to facilitate distribution payments and corporate communications to you as a shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that is held about you. If you wish to do so please contact the Company's share registry at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if the information required on the application for Options is not provided, the Company may not be able to accept or process your application.

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## **5. INFORMATION DEEMED TO BE INCORPORATED IN THIS PROSPECTUS**

### **5.1 Short Form Prospectus**

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type, however it incorporates by reference information contained in a document that has been lodged with the ASIC.

The information to be incorporated by reference into this Prospectus is summarised below in Section 5.2 of this Prospectus and will primarily be of interest to investors and their professional advisers or analysts.

The Company informs investors and their professional advisers that they are able to obtain, free of charge, a copy of the IPO Prospectus by contacting the Company at its registered office during normal business hours during the Offer Period. The IPO Prospectus are also be available by searching ASIC's records in relation to the Company and on the Company's website at [www.auraenergy.com.au](http://www.auraenergy.com.au).

### **5.2 IPO Prospectus**

Set out below is a summary of the information contained in the IPO Prospectus that is deemed to be incorporated in this Prospectus to assist investors and their professional advisers to determine whether, for the purposes of making an informed investment decision in relation to the Options, they should obtain a copy of the IPO Prospectus.

The sections referred to below are a reference to sections in the IPO Prospectus.

#### **Section 1 – Details of the offer**

Section 1 contains information relating to the procedural aspects of the offer under the IPO Prospectus. It details a number of aspects, for example, how to apply for shares, minimum subscription, capital structure of the Company, use of funds to be raised under the IPO Prospectus and commissions on application forms.

#### **Section 2 – Directors and key personnel profiles**

Section 2 contains information relating to the four Directors and the Technical Consultant to the Company as at the date of the IPO Prospectus.

#### **Section 3 - Project overview**

Section 3 contains a summary of the Company's history and background since its incorporation in August 2005. It details the Company's missions and objectives and provides information relating to each of its material projects. This section also outlines the Company's objectives and the proposed exploration expenditure to be made by the Company for all projects over the next 2 years.

#### **Section 4 - Independent Geologist's Report**

Section 4 comprises the Independent Geologist's Report prepared by Geosynthesis Pty Ltd dated 13 April 2006. The report sets out a detailed overview of the Company's projects, including the exploration history, regional geology, tenement status, exploration potential and exploration strategy and budget.

#### **Section 5 - Solicitor's Report**

Section 5 consists of a report prepared by Steinepreis Paganin on the mining tenements in which the Company has acquired an interest. Amongst other things, the report details the title holders of the mining tenements, the status of native title claims relating to the tenements and summarises the material agreements relating to the tenements.

#### **Section 6 - Investigating Accountant's Report**

Section 6 consists of the Investigating Accountant's Report prepared by Pendragon Capital Ltd. The Investigating Accountant's Report was included in the IPO Prospectus to assist investors and their financial advisers in making an assessment of the financial position of the Company.

The Investigating Accountant's Report contains the unaudited statements of Financial Position, Financial Performance and Cash Flows for the Company for the periods ended 31 March 2006 with a proforma Statement of Financial Position and Statement of Cash Flows as at the date of listing which incorporated the effects of various transactions, including the issue of Shares under the IPO Prospectus.

Based on the Investigating Accountant's review, which was not an audit, nothing had come to their attention to cause them to believe that the historical and proforma financial information did not present fairly, in accordance with the measurement and recognition requirements (but not the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia and the accounting policies adopted by the Company.

#### **Section 7 - Risk Factors**

Section 7 notes that an investment in the Company should be considered speculative and it details a number of factors that the Directors regard as the major risks associated with an investment in the Company. The factors referred to are General Economic and Political Risks, Exploration, Development and Mining, Resources Estimates, Commodity and Currency Price Volatility, Environmental Risks, Native Title and Aboriginal Heritage, Tenure and Access.

#### **Section 8 - Additional Information**

Section 8 sets out additional information required to be disclosed in the IPO Prospectus including:

- (a) disclosure of Directors' interests and remuneration;
- (b) fees and benefits of the Directors and persons named in the IPO Prospectus;

- (c) details of the consents of persons named in the IPO Prospectus and those persons who prepared reports for inclusion in the IPO Prospectus;
- (d) rights and liabilities attaching to Shares;
- (e) the estimated expenses of the offer of Shares pursuant to the IPO Prospectus; and
- (f) a statement that the Company is not involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

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## 6. FURTHER INFORMATION

### 6.1 Listing on ASX and Escrow of Securities

The Company listed on the Official List of ASX on 25 May 2006.

Pursuant to the ASX Listing Rules, a number of the securities issued pursuant to the IPO Prospectus are subject to escrow restrictions. Details of the securities subject to escrow are the relevant period of escrow is set out below:

|   |           |
|---|-----------|
| Shares restricted for 12 months from date of issue  | 2,100,000 |
| Shares restricted for 24 months from quotation  | 8,400,000 |
| Options exercisable at \$0.25 each on or before 30 June 2010, restricted for 24 months from quotation | 3,500,000 |

### 6.2 Circumstances or Matters Subsequent to the IPO Prospectus

On 1 June 2006, the Company announced that it had applied for six additional uranium exploration licenses in the Yilgarn Calcrete Uranium province. The additional licenses will increase the Company's land holdings in the province by 25%. Further details concerning the Yilgarn Calcrete Uranium province are set out in Section 3 of the IPO Prospectus.

On 4 July 2006, the Company announced that it had secured a drilling rig to begin testing the extensive Wondinong uranium project, located 60 kilometres from Cue in Western Australia.

The Company intends to drill test the main mineralised zone of the Company's Wondinong project and for possible extensions to the north and south of the main zone with a 200 x 200 metre drilling program. The main zone contains continuous uranium mineralisation and anomalism over an area of 8km<sup>2</sup>. The drilling program will define the size and grade of the mineralisation at Wondinong. In addition, the program will also test three additional targets within the Wondinong project area, including the poorly defined Eastern Zone of mineralisation, a single mineralised drill hole south of the main creek and mineralisation at depth at redox fronts in channel sediments.

The commencement of the drilling program remains subject to site clearances and heritage approvals.

On 10 July 2006, the Company announced that it had significantly expanded its portfolio of exploration tenements in Western Australia. It applied for seven exploration licenses, six of which are prospective for calcrete-hosted uranium deposits, and a further major project which forms part of its growing participation in the sandstone-hosted uranium province in the Eastern Yilgarn. The new tenements compliment the Company's growing portfolio of strategic uranium exploration assets and are further described below.

## **The Junction Project**

The Company has applied for 120 kilometres of palaeochannel in the southeast of Western Australia along the next major channel system northeast of its Neale Project. It now has approximately 230 kilometres of channel in this uranium district under application.

The Mulga Rocks and Ponton uranium deposits lie in palaeochannels draining the eastern part of the Yilgarn Block. The combined resources in these deposits are reported as being in the order of 28,000 to 33,000 tonnes of U<sub>3</sub>O<sub>8</sub>. The deposits occur at 30 to 60 metres depth in channels that have surface elevations of 300-350 metres.

The Company's original projects in the district, Kirgella Rocks and Neale, cover substantial sections of the drainage systems that contain the known deposits. The projects contain channels with similar elevations to those at Mulga Rocks and Ponton.

The Junction palaeochannel occurs in similar geographic and geologic positions to that hosting the Mulga Rocks uranium deposits. The Company has secured the greater part of the channel with similar elevations to those at Mulga Rocks. The channel geology is not known. The license application lies within the Neale Junction Nature Reserve.

## **New Calcrete Uranium Projects**

The Company has applied for 4 new calcrete uranium projects in the northern Yilgarn Province.

### *Cashmere Downs*

The Cashmere Downs Project covers a major part of the radiometrically- and geochemically-anomalous northern margin of the Lake Barlee salt lake. This drainage system contains known uranium mineralisation. To the east are the Lake Raeside uranium deposits discovered by BP Minerals and Esso in the 1970s. In addition, Hill 50 Consolidation Ltd discovered uranium mineralisation along the eastern shore of the lake in the same period.

The Company has lodged 3 exploration licence applications to cover uranium channel anomalies. Several of these anomalies occur in a favourable position where a drainage channel 20 kilometres in length enters the lake. The area of the anomalies has not been explored for uranium.

The geological position of the uranium targets in the Cashmere Downs Project is comparable to that at the Shepherd Well uranium deposit 60 kilometres to the north.

When the licence applications are granted, the Company will carry out detailed field reconnaissance, including ground radiometric surveys, and drill testing of the high ranking targets.

### *Porcupine Well*

The Company has secured a significant ground holding in the channel system that links Nova Energy's Lake Way and Centipede uranium deposits with Redport's Lake Maitland uranium deposit. The area is therefore within a known uranium mineralised channel. Radiometric anomalies along with the channel occur on the boundary between the Company's application and the adjacent ground held by BHP Billiton.

The channel in the area of the application contains strong uranium geophysical and geochemical anomalies. It is located 4 kilometres to the southeast of Lake Way.

No uranium exploration has been reported in the ELA.

### *Yelma*

The Yelma Project covers strong radiometric anomalies in the drainage immediately northeast of that containing the Lake Way uranium deposits. The main uranium channel radiometric anomaly is 2500 by 1200 metres in size.

There has been no reported exploration for uranium in the area of the application.

### *Nambi*

The Nambi Project includes several uranium channel radiometric peaks in the Lake Way – Lake Maitland drainage system south of Lake Maitland. The anomalies are situated in lake and deltaic sediments where a tributary drainage some 25 kilometres in length enters a salt lake.

There has been no reported exploration for uranium in the area of the application.

## **Other Applications**

The Company is in a ballot for a further two exploration licenses in Western Australia.

The above information that relates to Exploration Results, Mineral Resources, or Ore Reserves is based on information compiled by Dr Robert Beeson. Dr Robert Beeson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 edition of the 'Australasian code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Robert Beeson consents to the inclusion of the above based on his information in the form and context in which it appears.

## **6.3 Capital Structure**

The capital structure of the Company following completion of the Issue is summarised below:

### **Shares Number**

|  |            |
|--|------------|
| Shares on issue at date of the Prospectus        | 36,000,000 |
| Total Shares on issue at completion of the Issue | 36,000,000 |

## Options

|  |            |
|--|------------|
| Total options on issue at the date of the Prospectus | 3,500,000  |
| Total options on issue at completion of the Issue    | 21,500,000 |

### 6.4 Pro-Forma Balance Sheet

The unaudited Balance Sheet as at 30 June 2006 and the unaudited Pro Forma Balance Sheet as at 30 June 2006 shown on the following page have been prepared on the basis of accounting policies normally adopted by the Company and reflect the changes to its financial position as a result of the Offer.

The Balance Sheet and the unaudited Pro Forma Balance Sheet have been prepared on the assumption that a total of 18,000,000 Options are issued pursuant to this Prospectus. The estimated cash expenses of the Offer of \$38,380 has been recognised directly against the Share capital, as a reduction of the proceeds of the issue.

## Pro Forma Balance Sheet

|                                  | 30 June 2006     | Pro Forma        |
|----------------------------------|------------------|------------------|
|                                  | Unaudited        | Quotation Date   |
| <b>CURRENT ASSETS</b>            |                  |                  |
| Cash assets                      | 4,259,246        | 4,400,866        |
| GST Receivable                   | 65,317           | 65,317           |
| <b>Total Current Assets</b>      | <u>4,324,563</u> | <u>4,466,183</u> |
| <b>NON-CURRENT ASSETS</b>        |                  |                  |
| Plant Equipment and Other        | 1,168            | 1,168            |
| Exploration and evaluation       | 302,336          | 302,336          |
| <b>Total Non-Current Assets</b>  | <u>303,504</u>   | <u>303,504</u>   |
| <b>TOTAL ASSETS</b>              | <u>4,628,067</u> | <u>4,769,687</u> |
| <b>CURRENT LIABILITIES</b>       |                  |                  |
| Payables                         | 12,284           | 12,284           |
| <b>Total Current Liabilities</b> | <u>12,284</u>    | <u>12,284</u>    |
| <b>TOTAL LIABILITIES</b>         | <u>12,284</u>    | <u>12,284</u>    |
| <b>NET ASSETS</b>                | <u>4,615,783</u> | <u>4,757,403</u> |
| <b>EQUITY</b>                    |                  |                  |
| Contributed Equity               | 4,654,668        | 4,796,288        |
| Accumulated losses               | 38,885           | 38,885           |
| <b>TOTAL EQUITY</b>              | <u>4,615,783</u> | <u>4,757,403</u> |

## 6.5 Terms and Conditions of Options

The terms and conditions of the Options are as follows:

- (a) each option entitles the holder to subscribe for and be allotted one fully paid ordinary share in the Company;
- (b) the options are exercisable at 20 cents;
- (c) the options will expire on 31 December 2008 (the **Expiry Date**);
- (d) the options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the exercise price;
- (e) application will be made to the ASX for Official Quotation of the options;
- (f) all shares issued upon exercise of the options will rank pari passu in all respects with the Company's then existing fully paid ordinary shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of the options;
- (g) there are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. However, the Company will send a notice to each holder of options at least five business days before the record date. This will give optionholders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue;
- (h) if from time to time on or prior to the Expiry Date the Company makes an issue of shares to the holders of ordinary shares in the Company by way of capitalisation of profits or reserves (a bonus issue), then upon exercise of his options an optionholder will be entitled to have issued to him (in addition to the shares which would otherwise be issued to him upon such exercise) the number of shares of the class which would have been issued to him under that bonus issue (bonus shares) if on the record date for the bonus issue he had been registered as the holder of the number of shares of which he would have been registered as holder if, immediately prior to that date, he had duly exercised his options and the shares the subject of such exercise had been duly allotted and issued to him. The bonus shares will be paid by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the options; and
- (i) in the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

## 6.6 Rights attaching to Shares upon Conversion of Options

Full details of the rights attaching to Shares are set out in the Company's Constitution a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders.

All Shares issued pursuant to the exercise of Options issued under this Prospectus will, from the time they are issued, rank *pari passu* with the Company's existing Shares.

The following are the more important rights, privileges and restrictions attaching to the Shares:

- (a) at any meeting, each shareholder present in person or by proxy, attorney or representative has one vote for each ordinary fully paid share held either upon a show of hands or by a poll. Holders of partly paid shares shall have a fraction of a vote for each partly paid share held with the fractional vote of each share being equivalent to the proportion which the amount actually paid (not credited) for that share is of the total amounts paid and payable (excluding amounts credited) for that share. Amounts paid in advance of a call are ignored when calculating proportions.

The holder of a partly paid share shall not be entitled to vote at a meeting in respect of those shares on which calls are outstanding;

- (b) each ordinary shareholder in the Company will be entitled to receive notice of and attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution of the Company or the Corporations Act. The directors may whenever they think fit, convene a general meeting of the members of the Company and the directors will convene a general meeting whenever requisitioned by the members in accordance with the Corporations Act;

- (c) the profits of the Company, which the directors may from time to time determine to distribute to the members by way of dividend, shall be apportioned and paid proportionately to the amounts paid on the Shares subject to the rights attached to any shares issued upon special terms.

Where a call has been made on a share but remains unpaid, that the Directors are entitled to retain the dividend in respect of which the call is unpaid.

No dividend is currently declared or proposed;

- (d) if the Company is wound up the liquidator may with the sanction of a special resolution of the Company divide amongst the members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may

determine how the division shall be carried out as between members or different classes of members;

- (e) subject to the Constitution and the Corporations Act, Shares are freely transferable;
- (f) the rights, privileges and restrictions attaching to shares of a class, can be altered, with the approval of a special resolution passed at a separate general meeting of the holders of shares of that class (being a three quarters majority of those holders who, being entitled to do so, vote at that meeting) or with the written consent of the holders of at least three quarters of that class of shares on issue. Any variation is subject to the provisions of the Corporations Act;
- (g) the issue and allotment of any additional shares is under the control of the directors, and, subject to any restriction on the issue and allotment of shares imposed by the Constitution of the Company, the Corporations Act, the Listing Rules of the ASX or as may be directed by the members of the Company at a general meeting when authorising the issue of any new shares, the directors may issue and allot such shares on such terms and conditions and with such rights and privileges as they deem fit;
- (h) although shares are forfeited if they remain unpaid after a call there is no contractual obligation on the shareholders to pay calls.

## **6.7 Market Prices of Shares**

Official Quotation of the Company's Shares commenced on 30 May 2006 and consequently, the trading history on ASX as at the date of this Prospectus is limited to that period.

The highest and lowest recorded market sale prices of the Company's Shares quoted on ASX during the period from commencement of Official Quotation to the date of this Prospectus were 21.5 cents on 30 May 2006 and 12 cents on 20 June 2006 respectively.

The last market sale price of the Company's Shares on ASX on the last day that trading took place in these Shares prior to the date of this Prospectus was 19 cents on 13 July 2006.

## **6.8 Taxation**

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in the Options. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Options in the Company or dealing with an Entitlement in this Issue.

## **6.9 Legal Proceedings**

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

## 6.10 Continuous Disclosure and Documents Available for Inspection

The Company is listed on ASX and its Shares are quoted on ASX.

The Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from or inspected at, an office of the ASIC. This includes the IPO Prospectus referred to in Section 5 of this Prospectus.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since Official Quotation of its Shares on 30 May 2006. As at the time of lodging this Prospectus such documents were:

| <b>Document Date</b> | <b>Headline</b>   |
|----------------------|---|
| 13/07/2006           | Option Issue  |
| 10/07/2006           | Increase Substantial Sandstone/Calcrete Uranium Portfolio     |
| 04/07/2006           | Uranium Drilling at Wondinong                                 |
| 15/06/2006           | Change of Director's Interest Notice                          |
| 15/06/2006           | Change of Director's Interest Notice                          |
| 08/06/2006           | Change of Director's Interest Notice                          |
| 08/06/2006           | Change of Director's Interest Notice                          |
| 01/06/2006           | Change of Director's Interest Notice                          |
| 01/06/2006           | Change of Director's Interest Notice                          |
| 01/06/2006           | Expands its Uranium Prospect Portfolio                        |
| 30/05/2006           | Initial Director's Interest Notice                            |
| 30/05/2006           | Initial Director's Interest Notice                            |
| 30/05/2006           | Initial Director's Interest Notice                            |
| 30/05/2006           | Initial Director's Interest Notice                            |
| 25/05/2006           | Appendix 1A: ASX Listing application and agreement            |
| 25/05/2006           | Constitution  |
| 25/05/2006           | Updated Statement of Commitments based on Actual Funds Raised |
| 25/05/2006           | List of Escrowed Securities                                   |

|            |  |
|------------|--|
| 25/05/2006 | Pro-Forma Balance Sheet at Listing               |
| 25/05/2006 | Top 20 shareholders                              |
| 25/05/2006 | Distribution Schedule                            |
| 25/05/2006 | ASX Circular: Commencement of Official Quotation |
| 25/05/2006 | Pre-Quotation Disclosure                         |
| 25/05/2006 | Admission to Official List                       |
| 10/05/2006 | IPO Prospectus                                   |

### 6.11 Interests of Directors and Experts

A full disclosure of the interests of Directors, experts and promoters of and to the Company for the period commencing on incorporation of the Company and to the date of issue of the IPO Prospectus are set out in Section 8 of the IPO Prospectus and other than as set out below or elsewhere in this Prospectus, that information and disclosure remains current.

The interests of the Directors in the securities of the Company at the date of this Prospectus are as follows:

| Directors        | Shares    | Options   |
|------------------|-----------|-----------|
| Brett Fraser     | 1,010,000 | 750,000   |
| Bob Beeson       | 1,045,000 | 1,500,000 |
| Jay Stephenson   | 930,000   | 750,000   |
| Simon O'Loughlin | 400,000   | 500,000   |

To the extent that the Directors are Shareholders registered as at the Record Date of 5.00pm WST on 18 July 2006, they will subscribe for their full entitlement of Options pursuant to this Prospectus.

The total annual remuneration currently payable to each of the Directors is as follows:

| Directors        | Remuneration |
|------------------|--------------|
| Brett Fraser     | \$50,000     |
| Bob Beeson       | \$120,000    |
| Jay Stephenson   | \$30,000     |
| Simon O'Loughlin | \$30,000     |

Steinepreis Paganin have acted as Solicitor to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$5,000 (exclusive of goods

and services tax) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. Since incorporation of the Company on 30 May 2006, Steinepreis Paganin have received \$19,852 for the provision of other legal services.

Taylor Collison Limited has acted as Underwriter to the Offer. The Underwriter will receive an underwriting fee of \$5,000. During the 24 months preceding lodgement of this Prospectus with the ASIC, Taylor Collison Limited has received brokering fees of \$273,086 from the Company.

Computershare Investor Services Pty Ltd has been appointed as the Share Registry of the Company and will be paid for these services on normal commercial terms.

## **6.12 Expenses of the Issue**

The total expenses of the Issue are estimated to be \$38,380 comprising the following:

|                  |                        |
|------------------|------------------------|
| Underwriting Fee | \$5,000                |
| Legal Fees       | \$5,000                |
| Printing         | \$5,000                |
| ASIC Fees        | \$2,010                |
| ASX Listing Fees | \$9,410                |
| Other Expenses   | <u>\$11,960</u>        |
| <b>Total</b>     | <b><u>\$38,380</u></b> |

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## 7. MATERIAL CONTRACTS

### 7.1 Material Contracts

The Schedule to the Solicitor's Report on Mining Tenements (included in Section 5 of the IPO Prospectus) and Section 8 of the IPO Prospectus, set out contracts to which the Company is a party which were considered by the Directors as being material to enable investors to make an informed assessment of the Shares being offered under the IPO Prospectus. Investors and their professional advisers are referred to those sections of the IPO Prospectus in relation to material contracts.

A true copy of each of the material contracts referred to in the IPO Prospectus will be available for inspection at the Company's registered office during office hours.

#### **Underwriting Agreement**

On 12 July 2006, the Company entered into an underwriting agreement with Taylor Collison Limited (**Underwriter**) under which the Underwriter agreed to fully underwrite the Offer (**Underwriting Agreement**).

Pursuant to the Underwriting Agreement, the Company has agreed to pay the Underwriter an underwriting commission of \$5,000 (exclusive of GST). The Company has also agreed to reimburse the Underwriter for all reasonable costs and expenses incurred in connection with the underwriting to a maximum amount of \$10,000.

The Underwriter may enter into sub-underwriting agreements with various third parties.

The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of certain standard events including:

- (a) **(disclosures):**
  - (i) a statement contained in the Prospectus is misleading or deceptive, a material matter is omitted from the Prospectus or the issue of the Prospectus is misleading or deceptive;
  - (ii) the Prospectus does not contain any other material information regarding the Offer which is required by section 712 of the Corporations Act to be contained in the Prospectus;
- (b) **(Supplementary Prospectus)** a supplementary prospectus or a replacement prospectus is, in the reasonable opinion of the Underwriter, required under section 719 of the Corporations Act or a person (other than the Underwriter) give notice to the Company under section 730 of the Corporations Act;
- (c) **(compliance with regulatory requirements):**
  - (i) there is a material contravention by the Company of the Corporations Act, its constitution, or any of the Listing Rules; or
  - (ii) the Prospectus or any aspect of the Offer breaches the Corporations Act or any other applicable law or regulation in any material respect;

- (d) **(ASX approval)** permission is not granted for the Options to be quoted on the official list of ASX or if approval is granted the approval is subsequently withdrawn, qualified or withheld;
- (e) **(insolvency)** the Company (or any of its related bodies corporate) is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act or is presumed to be insolvent under the Corporations Act;
- (f) **(receiver etc appointed):**
  - (i) a receiver, receiver and manager, trustee, administrator or similar official is appointed, or steps taken for such appointment, over any of the assets or undertakings of the Company (or any of its related bodies corporate); or
  - (ii) an application or order is made for the winding-up or dissolution of the Company (or any of its related bodies corporate) or a resolution is passed or any steps are taken to pass a resolution for the winding-up or dissolution of the Company (or any of its related bodies corporate) otherwise than for the purpose of an amalgamation or reconstruction which has the prior consent of the Underwriter;
- (g) **(alteration to capital structure or constitution)** the Company (or any of its related bodies corporate) alters its capital structure or constitution without the prior written consent of the Underwriter;
- (h) **(notifications):**
  - (i) the ASIC issues proceedings in relation to the Offer;
  - (ii) the ASIC issues an order under section 739 of the Corporations Act in relation to the Offer, which is not dismissed or withdrawn by the Closing Date;
  - (iii) an application is made by the ASIC for an order under section 1324B of the Corporations Act in relation to the Prospectus which is not dismissed or withdrawn by the Closing Date; or
  - (iv) any person who has previously consented to the inclusion of its name in the Prospectus (or any Supplementary Prospectus) or to be named in the Prospectus withdraws that consent;
- (i) **(withdrawal)** the Company withdraws the Prospectus or the Offer;
- (j) **(compliance with agreement)** there is a material default by the Company in the performance of any of its obligations under the Underwriting Agreement;
- (k) **(prescribed occurrence)** a prescribed occurrence in relation to the Company (or any of its related bodies corporate) occurs as that expression is defined in section 652C of the Corporations Act but substituting the respective party for "target";

- (l) **(Timetable)** any event specified in the entitlement issue timetable is delayed for more than 5 Business Days (or such later period as agreed by the parties);
- (m) **(material adverse change)** any material adverse change occurs in the assets, liabilities, financial position and performance, profits, losses or prospects of the Company, including any material adverse change in the assets, liabilities, financial position, profits, losses or prospects of the Company (or any of its related bodies corporate) from those respectively disclosed in the Prospectus;
- (n) **(change of law)** there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a new law or a Government Agency adopts or announces to adopt a new policy, any of which does or is likely to prohibit or regulate the Offer, capital issues or stock markets;
- (o) **(All Ordinaries Index/Small Ordinaries Index)** the All Ordinaries Index or the Small Ordinaries Index of the ASX is 90% or less of the level that Index attained at the close of trading on the Business Day before the date of signing of the Underwriting Agreement;
- (p) **(hostilities)** hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom any member state of the European Union, Indonesia, Japan, Russia or the Peoples Republic of China; or
- (q) **(banking moratorium)** a general moratorium on commercial banking activities in Australia, the United Kingdom or the United States of America is declared by the relevant central banking authority in any of those countries and remains in force for 2 consecutive Business Days, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries which remains in force for 2 consecutive Business Days.

The Underwriting Agreement also contains certain indemnities, representations, warranties and undertakings by the Company, which are standard for an agreement of this nature.

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**8. CONSENTS**

The following persons have each consented to the inclusion of the following statements and statements identified in this Prospectus as being based on statements made by those persons, in the form and context in which they are included or referred, and have not withdrawn that consent before lodgement of this Prospectus with the ASIC:

- (a) Steinepreis Paganin have given their written consent to being named in this Prospectus as Solicitor to the Company in the form and context in which it is named, in relation to the Solicitor's Report set out in Section 5 of the IPO Prospectus and the reference to that report in this Prospectus;
- (b) Geosynthesis Pty Ltd in relation to the Independent Geologist's Report set out in Section 4 of the IPO Prospectus and the reference to that report in this Prospectus;
- (c) Pendragon Capital Limited in relation to the Investigating Accountant's Report set out in Section 6 of the IPO Prospectus and the reference to that report in this Prospectus;
- (d) Computershare Investor Services Pty Limited has given its written consent to being named as the Company's share registry in this Prospectus in the form and context in which it is named;
- (e) Taylor Collison Limited has given its written consent to being named as the Underwriter in this Prospectus in the form and context in which it is named; and
- (f) Wolfstar Group Pty Ltd has given its written consent to being named as the Company's corporate advisor in this Prospectus in the form and context in which it is named.

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9. **AUTHORITY OF DIRECTORS**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

A handwritten signature in black ink, appearing to read "B Fraser". The signature is stylized with a large, looped initial "B" and a cursive "Fraser" following it.

**BRETT FRASER**  
Signed for and on behalf of  
**AURA ENERGY LIMITED**

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10. **DEFINITIONS**

**ASIC** means Australian Securities and Investments Commission.

**ASX** means Australian Stock Exchange Limited (ACN 008 624 691).

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** has the meaning given to that term in the ASX Listing Rules.

**CHESS** means ASX Clearing House Electronic Subregistry System.

**Closing Date** means 5.00 pm WST on 16 August 2006.

**Company** means Aura Energy Limited (ACN 115 927 681).

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the directors of the Company.

**Dollars** or **\$** means Australian dollars unless otherwise stated.

**Entitlement** means the number of Options you are entitled to accept under this Prospectus as noted on the Entitlement and Acceptance Form.

**Entitlement and Acceptance Form** means the entitlement and acceptance form enclosed with this Prospectus.

**Foreign Shareholder** means a person registered as a Shareholder as at the Record Date whose registered address is outside Australia or New Zealand.

**Independent Geologist's Report** means the report contained in Section 4 of the IPO Prospectus.

**IPO** means the initial public offering of the Company under the IPO Prospectus.

**IPO Prospectus** means the prospectus lodged by the Company with the ASIC on 24 April 2006.

**Issue** means the issue of Options pursuant to this Prospectus.

**Native Title Claim** has the meaning described in the IPO Prospectus.

**Offer** means the offer of Options pursuant to this Prospectus.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Official List** means the Official List of ASX.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

**Opening Date** means 1 August 2006.

**Option** means an option to subscribe for a Share in the Company, issued on the terms and conditions set out in Section 6.5 of this Prospectus.

**Prospectus** means this prospectus dated 14 July 2006 for the issue of 18,000,000 Options.

**Record Date** means the record date for determining entitlements to Options offered under this Prospectus, which is 5.00 pm WST on 31 July 2006.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time, Perth, Western Australia.

# ENTITLEMENT AND ACCEPTANCE FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT  
YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

## AURA ENERGY LIMITED

ACN 115 927 681

REGISTERED OFFICE  
Unit 6  
34 York Street  
NORTH PERTH WA 6006

SHARE REGISTRY  
Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St George's Terrace  
PERTH WA 6000

### EXAMPLY ONLY

Security Reference Number:  
Entitlement No:  
Sub-Register:

|              |                  |                   |
|--------------|------------------|-------------------|
| Shareholding | Entitlement to   | Amount Payable at |
| at 5.00 pm.  | Options          |                   |
| 31 July 2006 | on 1 for 2 basis | 1 cent per Option |

Non-renounceable entitlement issue of Options on the basis of 1 Options for every 2 Shares held at the Record Date, at an issue price of 1 cent per Option.

To the Directors

1. I/We the above mentioned, being registered on 31 July 2006 as the holder(s) of ordinary shares in your Company hereby accept the below mentioned Options issued in accordance with the enclosed Prospectus;
2. I/We enclose my/our cheque made payable to "Aura Energy Limited – Entitlement Issue Account", for the amount shown being payment at the rate of 1 cent per Option;
3. I/We hereby authorise you to place my/our name(s) on the register of option holders in respect of the number of Options allotted to me/us; and
4. I/We agree to be bound by the Constitution of the Company.

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR  
ACCEPTANCE OF THE SECURITIES BEING OFFERED

| Options Accepted | Amount Enclosed at 1 cent per Option |
|------------------|--------------------------------------|
|                  |                                      |

| PLEASE ENTER<br>CHEQUE<br>DETAILS<br>THANKYOU | Drawer | Bank | Branch or BSB | Amount |
|---|--------|------|---------------|--------|
|   |        |      |               |        |

My/Our contact details in the case of inquiry are:

Telephone ( ) ..... Fax ( ) ..... Contact Name .....

NOTE: Cheques should be made payable to "Aura Energy Limited – Option Issue", crossed "NOT NEGOTIABLE" and forwarded to Computershare Investor Services Pty Limited, Level 2, Reserve Bank Building, 45 St George's Terrace, Perth, Western Australia, 6000 to arrive no later than 5.00pm Western Standard Time on 16 August 2006. A Reply Paid envelope is enclosed.

Complete this panel and sign below only if a change of address is to be registered with the Company.

New Address: .....

Signature(s): ..... Date: .....

Please indicate your correct title : Director / Secretary / .....

**ISSUE CLOSES 5.00PM W.S.T. ON 16 AUGUST 2006**

THE DIRECTORS RESERVE THE RIGHT TO MAKE AMENDMENTS TO THIS FORM WHERE APPROPRIATE  
PLEASE REFER OVERLEAF FOR INSTRUCTIONS

## EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Options which you are entitled to accept.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.
3. You may not apply for Options in excess of your maximum entitlement.
4. The price payable on acceptance of each Option is 1 cent.
5. You may accept your entitlement by completing the Entitlement and Acceptance Form overleaf.

## APPLICATION INSTRUCTIONS

1. The issue price of 1 cent per Option is payable in full upon application.
2. Payments must be made in Australian currency by cheque or bank draft drawn on and payable at a bank within Australia. Cheques or bank drafts drawn on banks outside Australia in either Australian currency or in foreign currency will not be accepted.
3. The cheques must be made payable to "Aura Energy Limited – Option Issue" and crossed "Not Negotiable".
4. When completed, this form together with the appropriate payment in Australian currency should be forwarded to Aura Energy Limited, c/- Computershare Investor Services Pty Limited at the address below.
5. An appropriate Reply Paid envelope is enclosed with the Prospectus.
6. Acceptances must be received by Computershare Investor Services Pty Limited no later than 5.00pm W.S.T. on 16 August 2006.

## ENQUIRIES

Any enquiries should be directed to:

**The Company's share registry:  
Computershare Investor Services Pty Limited  
Level 2,  
Reserve Bank Building  
45 St Georges Terrace  
PERTH W.A. 6000**

**Postal Address  
GPO Box D182  
PERTH W.A. 6840  
Telephone 1300 557 010  
Facsimile (08) 9323 2033**

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