



**AURA ENERGY LIMITED**

ACN 115 927 681

## **Notice of General Meeting**

**TIME: 11.00 am (AEST)**

**DATE: Monday, 20 June 2016**

**PLACE: Level 1, 34-36 Punt Road, Windsor, Victoria**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting

Should you wish to discuss the matter in this Notice of meeting, please do not hesitate to contact the Company Secretary on 61 3 9516 6500.



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## **IMPORTANT INFORMATION**

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### **Time and place of meeting**

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Notice is given that this General Meeting will be held at 11.00 am (AEST) on Monday, 20 June 2016 at:

Level 1, 34-36 Punt Road, Windsor, Victoria

### **Your vote is important**

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The business of this General Meeting affects your Shareholding and your vote is important.

### **Voting eligibility**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the meeting are those who are registered Shareholders at 11.00 am (AEST) on Saturday, 18 June 2016.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or the number of the votes of the Shareholder, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes of the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie., as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie., as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250C of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Shareholders of a company; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - (i) the proxy is not recorded as attending the meeting; or
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## **BUSINESS OF MEETING**

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### **Agenda**

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#### **Resolution**

#### **Approval to issue and allot ordinary Shares pursuant to listing of the Company on the Alternative Investment Market (AIM) in the United Kingdom.**

To consider, and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to be authorised to issue up to that number of Shares which, when multiplied by the issue price, will raise up to A\$5,000,000 on terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

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**By order of the Board of Directors**



**JM Madden**  
**Company Secretary**

**Dated this 9th day of May, 2016.**

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## EXPLANATORY MEMORANDUM

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### Background

As announced on 17 September 2015, the Company received significant support for its share placement to sophisticated investors in the United Kingdom. The Company informed Shareholders, at the time of the share placement to the above-mentioned sophisticated investors, that it would consider listing on the Alternative Investment Market (AIM).

Since the share placement in September 2015, the Company has evaluated a number of financing alternatives to continue to exploration and evaluation of its uranium projects and concluded that an AIM listing provides the Company with the best opportunity to raise new funds through accessing new equity markets and broadening its Shareholder base. This market is particularly relevant given the projects of the Company are located in North Africa and Sweden, regions where European and United Kingdom investors have developed a clear understanding of the risks and rewards for mining opportunities.

On 9 March 2016, the Board of Directors, having reviewed financing alternatives, concluded that the listing of the Company on the AIM and raising of up to \$5,000,000 from this market will enable the Company to advance its Tiris Project, specifically, the feasibility study and create Shareholder value through the advancement of the Tiris Project into production and generation of cash flows.

### Resolution

The Company proposes to issue up to that number of Shares, which when multiplied by the issue price, will raise up to a maximum of \$5,000,000. The issue is intended to take place before 28 June 2016 being the date of the admission of the Shares of the Company on the AIM. The effect of the Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### ***Technical Information required by ASX Listing Rule 7.1***

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$5,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be not less than 80% of the VWAP for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made;

- (d) the issue of Shares will be made by way of a placement to the UK equivalent sophisticated and professional investors. None of these persons will be related parties of the Company.
- (e) The Shares to be issued under the placement will rank equally in all respects with existing Shares on issue.
- (f) The funds raised under the placement will be used, depending on the amount raised, to fund feasibility activities at the Tiris Project as well as corporate costs, including equity raising costs.

As the issue price will not be known at the time of the Meeting, set out below is worked examples of the number of Shares that may be issued under the Resolution based on a range of share prices from 1.25 cents per share to 3.00 cents per share (assuming no options over ordinary shares on issue are exercised or other Shares issued).

<b>Assumed issue price</b>	<b>Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to the Resolution</b>	<b>Current Shares on issue as at the date of this Notice</b>	<b>Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to the Resolution</b>	<b>Dilution effect on existing Shareholders</b>
1.25 cent/share	400,000,000	457,048,412	857,048,412	46.7%
1.50 cent/share	333,333,333	457,048,412	790,381,745	42.2%
1.75 cents/share	285,714,286	457,048,412	742,762,698	38.5%
2.00 cents/share	250,000,000	457,048,412	707,048,412	35.4%
2.50 cents/share	200,000,000	457,048,412	657,048,412	30.4%
3.00 cents/share	166,666,667	457,048,412	623,715,079	26.7%

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

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## GLOSSARY

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**\$** means Australian dollars

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Australia.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means the ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

**Board of Directors** means the current Board of Directors of the Company.

**Business Days** means a Trading Day (as defined in the ASX Listing Rules) in Melbourne, Australia.

**Chair** means the chair at the General Meeting.

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

**Constitution** means the constitution of the Company.

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

**Directors** means the current Directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**General Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means the notice of the meeting including the Explanatory Memorandum and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means the resolution set out in the Notice.

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

**Shareholder** means a registered hold of a Share.

**VWAP** means in relation to particular securities for a particular period, the volume weighted average price of trading in those securities on the ASX market and the Chi-X market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

**Lodge your vote:**

 **By Mail:**  
Aura Energy Limited  
Level 1,  
34-36 Punt Road, Windsor  
Victoria 3181 Australia

Alternatively you can fax your form to  
(within Australia) 03 9516 6565  
(outside Australia) +61 3 9516 6565

or email to  
info@auraenergy.com.au

**For all enquiries call:**  
(within Australia) 1300 544 913  
(outside Australia) +61 3 9938 4320

**Proxy Form**

**XX**

 **For your vote to be effective it must be received by 11:00am (AEST) Saturday, 18 June 2016**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding**
- Update your securityholding**

**Your secure access information is:**

**SRN/HIN:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Aura Energy Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Aura Energy Limited to be held at Level 1, 34-36 Punt Road, Windsor, Victoria on Monday, 20 June 2016 at 11:00 (AEST) and at any adjournment or postponement of that meeting.

## STEP 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Issue of Shares which, when multiplied by the issue price, will raise up to A\$5,000,000

For  Against  Abstain

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /