

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Aura Energy Limited

ABN

62 115 927 681

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Unquoted options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 244,778,269 options  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1 option for every 5 shares held by shareholders ( <b>Loyalty Option</b> ) on the record date at 25 June 2019 for 0.5 cents per Loyalty Option with an exercise price of 2.2 cents and an expiry date being one year from the date of issue<br>The Loyalty Options are subject to a vesting condition that the option holder be a Shareholder as at the vesting date of 31 July 2019 |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>On the exercise by the option holder of the Loyalty Options, the ordinary shares will rank equally with existing ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>0.5 cents per Loyalty Option</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Non-renounceable 1 for 5 pro-rata entitlement offer, comprising 244,778,269 Loyalty Options at an issue price of 0.5 cents per Loyalty Option to raise up to approximately \$1,223,891 (before costs).</p> <p>The entitlement offer forms part of the equity raising initiative announced by the Company on 5 February 2019 to continue its exploration and evaluation activities at its projects in Mauritania and Sweden.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>14 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>852,381 fully paid ordinary shares</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>4,600,229 fully paid ordinary shares 22/5/19 2,261,872 fully paid ordinary shares on 29/5/2019 9,828,718 fully paid ordinary shares on 29/5/19</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Listing rule 7.1 251,193,808 Listing rule 7.1A 151,339,974	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	On or about 18 July 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		1,223,891,343	Fully paid ordinary shares (ASX Code: AEE)

+ See chapter 19 for defined terms.

<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 403 997 448">Number</th> <th data-bbox="997 403 1284 448"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 448 997 526" style="text-align: center;"><u>Listed</u> 13,041,670</td> <td data-bbox="997 448 1284 526">2.2c options 18/7/21 (ASX CODE: AEEOB)</td> </tr> <tr> <td data-bbox="694 526 997 571" style="text-align: center;"><u>Unlisted</u></td> <td data-bbox="997 526 1284 571"></td> </tr> <tr> <td data-bbox="694 571 997 616">96,815,790</td> <td data-bbox="997 571 1284 616">3.3 options 30/09/19</td> </tr> <tr> <td data-bbox="694 616 997 660">9,920,354</td> <td data-bbox="997 616 1284 660">3.3c options 30/9/19</td> </tr> <tr> <td data-bbox="694 660 997 705">62,500,000</td> <td data-bbox="997 660 1284 705">1.6c options 29/4/22</td> </tr> <tr> <td data-bbox="694 705 997 750">7,825,005</td> <td data-bbox="997 705 1284 750">2.2c options 18/7/20</td> </tr> <tr> <td data-bbox="694 750 997 795">244,778,269</td> <td data-bbox="997 750 1284 795">2.2c options 31/7/20</td> </tr> <tr> <td data-bbox="694 795 997 873">6,578,699</td> <td data-bbox="997 795 1284 873">1.14 pence (2 cents) warrants 11/9/19</td> </tr> <tr> <td data-bbox="694 873 997 985">17,500,000</td> <td data-bbox="997 873 1284 985">Zero consideration performance rights vesting 30/11/19</td> </tr> <tr> <td data-bbox="694 985 997 1220">15,000,000</td> <td data-bbox="997 985 1284 1220">Zero consideration performance rights with 33% vesting 17/6/19; 33% vesting on 17/6/20 and 34% vesting on 17/6/21</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	<u>Listed</u> 13,041,670	2.2c options 18/7/21 (ASX CODE: AEEOB)	<u>Unlisted</u>		96,815,790	3.3 options 30/09/19	9,920,354	3.3c options 30/9/19	62,500,000	1.6c options 29/4/22	7,825,005	2.2c options 18/7/20	244,778,269	2.2c options 31/7/20	6,578,699	1.14 pence (2 cents) warrants 11/9/19	17,500,000	Zero consideration performance rights vesting 30/11/19	15,000,000	Zero consideration performance rights with 33% vesting 17/6/19; 33% vesting on 17/6/20 and 34% vesting on 17/6/21
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<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Not applicable</p>																						

## Part 2 - Pro rata issue

<p>11 Is security holder approval required?</p>	<p>No</p>
<p>12 Is the issue renounceable or non-renounceable?</p>	<p>Non-renounceable</p>
<p>13 Ratio in which the <sup>+</sup>securities will be offered</p>	<p>1 Loyalty Option for every 5 Shares held at the record date</p>
<p>14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates</p>	<p>Unquoted Options</p>

15	+Record date to determine entitlements	25 June 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Rounded up
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Only security holders with registered addresses in Australia and new Zealand will be sent new issue entitlement documents
19	Closing date for receipt of acceptances or renunciations	9 July 2019
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	21 June 2019

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	21 June 2019
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Issue date	18 July 2019

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or*

documents

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
If the additional +securities do not rank equally, please state:  
• the date from which they do  
• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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+ See chapter 19 for defined terms.

<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>Not applicable</p>				
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Not applicable</td> <td></td> </tr> </tbody> </table>	Number	+Class	Not applicable	
Number	+Class				
Not applicable					

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before



+quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 20 June 2019  
Company Secretary

Print name: JM Madden

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>		
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>		
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,215,910,901	
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12-month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval</li> </ul>	1,794,737	Advisor payments
	1,441,425	Employee payments
	2,000,001	Exercise of options
	15,000,000	Award of performance shares subject to achievement of milestones
	26,890,922	Issue of shares to drilling contractor for services
	50,000,000	Issue of collateral shares pursuant to convertible note facility
	62,500,000	issue of options over ordinary shares pursuant to convertible note facility
	25,437,500	Share placement shares
	13,687,500	Share purchase plan shares
	13,041,670	Listed options pursuant to Share placement/Share purchase plan
	7,825,005	Loyalty options pursuant to Share placement/Share purchase plan
	244,778,269	Maximum number of shares that will potentially issued if all shareholders take-up their full entitlement to the loyalty offering
• Number of partly paid +ordinary		

securities that became fully paid in that 12 month period	
<p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12-month period	Nil
<b>“A”</b>	1,680,307,930
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	252,046,189
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	852,381 Employees
<b>“C”</b>	852,381
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>	252,046,189

+ See chapter 19 for defined terms.

<i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	852,381
<b>Total</b> [“A” x 0.15] – “C”	251,193,808  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,680,307,930
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	168,030,793
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12-month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li><i>This applies to equity securities – not just ordinary securities</i></li> <li><i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	6,862,101 fully paid ordinary shares pursuant to a Letter of Engagement dated 25 January 2019  9,828,718 fully paid ordinary shares pursuant to a 5-year option Agreement to acquire an exploration permit on completion of a exploration programme
<b>“E”</b>	16,690,819

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	168,030,793
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	16,690,819
<b>Total</b> [“A” x 0.10] – “E”	151,339,974  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.