



PUA Share Purchase Plan – Plan Documents

2 May 2019

ASX Code: PUA, PUAOC

Share Purchase Plan – Plan Documents

Further to its announcement of 23 April 2019 regarding a Share Purchase Plan (**Plan**), Pure Alumina Limited (ASX:PUA) (Company) is pleased to advise that today, 2 May 2019, being the Opening Date of the Plan, it will issue the Plan Booklet and associated documents to Eligible Shareholders.

A copy of the relevant documents, comprising Chairman's Letter, Plan Booklet and Application Form, accompany this notice.

Martin McFarlane
Managing Director

Media - For further information, please contact: Paul Armstrong - Read Corporate +61 8 9388 1474



OFFER TO PARTICIPATE IN UNDERWRITTEN SHARE PURCHASE PLAN

Dear Fellow Shareholder

On behalf of the Board of Pure Alumina Limited (**Pure Alumina**), I am now pleased to offer you the opportunity to participate in a share purchase plan (Plan). Under the Plan, you can apply for up to \$15,000 worth of ordinary shares in Pure Alumina at a price equal to the volume weighted average price (VWAP) for the 5 days prior to the Issue Date (free of brokerage and transaction costs).

The variable pricing structure will enable shareholders at the Record Date to increase their exposure to the Company at a time of significant opportunity for Pure Alumina. The proposed acquisition of Polar Sapphire Limited (Polar Sapphire) is expected to establish Pure Alumina as a producer of HPA within 12 months from the completion date of the acquisition and position the Company to take full advantage of the anticipated strong growth in the lithium battery and LED markets. Pure Alumina aims to become the first ASX listed HPA producer, with significantly lower capital costs and lower operating costs compared to the market releases made by other ASX listed HPA developers.

Proceeds raised through the offer will be used primarily for costs associated with completion of the acquisition of Polar Sapphire and for general corporate working capital.

Participation in the Plan is optional. The offer under the Plan is being made to Pure Alumina shareholders who were registered holders of ordinary shares in Pure Alumina with an address in Australia or New Zealand at 7:00pm (AEST) on 18 April 2019. Further details as to who is eligible to participate in the Plan are set out in the enclosed Offer Booklet.

To accept the offer, please follow the instructions in the enclosed Offer Booklet. Your application must be received by 5:00pm (AEST) on 23 May 2019.

Pure Alumina is seeking to raise \$1,250,000 through the issue of ordinary shares at the Issue Price. If Pure Alumina receives applications for more than this amount, Pure Alumina may (in its absolute discretion) elect to apply a pro rata scale-back and the excess application monies will be refunded to each applicant. There is also the scope for Pure Alumina to raise an additional \$500,000 via a placement at the same price as the SPP Issue Price.

The Plan is jointly underwritten by Patersons Securities Ltd and CPS Capital, subject to standard termination clauses.

I strongly recommend that you read the terms and conditions set out in the Offer Booklet carefully before deciding whether to participate in the Plan. If you are unsure whether to participate, you should contact your professional adviser.

Further details about Pure Alumina can be accessed by visiting the Company's website, www.purealumina.com.au, and from the announcements lodged by Pure Alumina with ASX, also available on the Company's website.

The Board encourages you to consider this opportunity to increase your investment and thanks you for your continued support of Pure Alumina.

Yours faithfully



Mr Tom Eadie

Chairman



PURE ALUMINA LIMITED

Registered Office
Level 4, 100 Albert Road
South Melbourne, Vic, 3205

Website: www.purealumina.com.au
Email: admin@purealumina.com.au

Pure Alumina Limited

ABN 74 072 692 365

Offer Booklet

In relation to the offer (**Offer**) by Pure Alumina Limited ABN 74 072 692 365 (**Pure Alumina**) to Eligible Shareholders to acquire up to \$15,000 of fully paid ordinary shares in Pure Alumina (**Shares**) under a share purchase plan (**Plan**).

IMPORTANT NOTICES

This document is not for release or distribution in the United States or elsewhere outside Australia and New Zealand.

This is an important document. If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser.

You are encouraged to carefully read the terms and conditions of the Offer (**Offer Terms**) set out in this document, because if you apply for Shares under the Plan you will be agreeing to be bound by the Offer Terms. By applying for Shares under the Plan, you will confirm that you have read, understood and agreed to the Offer Terms.

If you apply for Shares under the Plan, there is a risk that the market price of Shares on ASX may change between the date that you accept the Offer and the date Shares are issued to you under the Plan. This means that, at the time of issue, you may be able to buy Shares on market at a lower price than the issue price under the Plan. By applying for Shares under the Plan, you will be acknowledging and accepting this risk.

Key dates

Event	Date and time
Record Date	7:00pm (AEST), Thursday 18 April 2019
Announcement of the Plan	Tuesday 23 April 2019
Opening Date	Thursday 2 May 2019
Closing Date	5:00pm (AEST), Thursday 23 May 2019
Issue Date	Tuesday 28 May 2019
Quotation of Shares on ASX	Thursday 30 May 2019

Dates and times shown above are indicative only and are subject to variation by Pure Alumina in its discretion at any time.

1 Who is an Eligible Shareholder?

You are an **Eligible Shareholder** and may participate in the Offer if you were registered as a holder of Shares with an address on Pure Alumina's share register in Australia or New Zealand as at 7:00pm (AEST) on Thursday 18 April 2019 (**Record Date**) unless:

- (a) you hold shares on behalf of another person who resides outside Australia or New Zealand, in which case you will not be eligible to participate in respect of the Shares held on behalf of that person; or
- (b) you are, or you are acting for the account or benefit of, a person in the United States.

The board of directors of Pure Alumina (**Board**) has determined that, due to the requirements of foreign securities laws, it is not practical for holders of Shares with addresses on Pure Alumina's share register in other jurisdictions outside of Australia and New Zealand to participate in the Offer, having regard to the time and cost involved in extending the Offer into other jurisdictions.

2 Participation by Eligible Shareholders

- (a) **Single holders:** If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply for up to a maximum of \$15,000 of Shares.
- (b) **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purposes of the Plan and the joint holders are entitled to participate in the Plan in respect of that single holding only. Certifications and representations given by a joint holder will be taken to have been given by all joint holders. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply for a maximum of \$15,000 of Shares.
- (c) **Custodians, trustees and nominees:** If you are a custodian, trustee or nominee within the definition of 'custodian' in Australian Securities and Investments Commission (**ASIC**) Class Order [CO 09/425] (a **Custodian**) and hold Shares on behalf of one or more persons that are not Custodians (each a **Beneficiary**), you may apply for up to a maximum of \$15,000 worth of Shares for each Beneficiary (but, as noted above, joint holders are taken to be a single holder), provided that you give Pure Alumina written certification of the matters set out in condition 9 of ASIC Class Order [CO 09/425] (**Custodian Certificate**). Custodians will not be entitled to participate in the Plan if their participation would be in breach of ASIC Class Order [CO09/425].

However, Custodians may only apply for Shares under the Plan on behalf of a person who resides in Australia or New Zealand and who is not and is not acting for the account or benefit of, a person in the United States or any other person outside Australia and New Zealand.

Copies of Custodian Certificates can be obtained from Pure Alumina's share registry, Boardroom Limited (**Boardroom**). Applications from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

If you hold Shares as a trustee or nominee for another person, but you are not a Custodian as defined above, you cannot participate for the persons on whose behalf you hold Shares in the manner described above. The rules for multiple single holdings (as set out above) apply.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

3 Participation is optional

Participation in the Plan is optional and is subject to the Offer Terms. If you are an Eligible Shareholder, you can choose whether or not to participate.

The Offer is not a recommendation in relation to Shares. Participation is subject to the Offer Terms.

4 Nature of the Offer

The Offer is non-renounceable and you may not transfer your rights under the Offer to another person. The Offer under the Plan is made to each Eligible Shareholder on the same terms and conditions irrespective of the number of Shares which they held on the Record Date.

The Offer is open to all Eligible Shareholders from the Opening Date of 2 May 2019 until 5:00pm (AEST) on the Closing Date of 23 May 2019.

The Offer is partially underwritten up to \$770,000 by joint underwriters Patersons Securities Limited ACN 008 896 311 (**Patersons**) and CPS Capital Group Pty Ltd ACN 088 055 636 (**CPS**) (together, the **Joint Underwriters**). Further details of the underwriting arrangement between the Company and the Joint Underwriters is set out in section 12.8 of these Offer Terms below.

5 How much can you invest?

5.1 Parcels of Shares

Eligible Shareholders may apply for parcels of Shares of the following values:

\$2,500 of Shares

\$5,000 of Shares

\$7,500 of Shares

\$10,000 of Shares

\$12,500 of Shares

\$15,000 of Shares – this is the **Maximum Amount** of Shares

The amounts received under the Plan may be subject to a Scale-back – see further section 7 of these Offer Terms below.

The number of Shares received will be dependent on the Issue Price.

5.2 Maximum Amount

The Offer must comply with ASIC's class order relief for share purchase plans, ASIC Class Order [CO 09/425].

Under ASIC's relief, Eligible Shareholders may only apply for up to the Maximum Amount, even if an Eligible Shareholder holds Shares in more than one capacity – for example, as a single holder and as a first (or subsequent) named holder of two or more joint holders (as set out in section 2 of these Offer Terms above). An Eligible Shareholder may apply for more than one parcel of Shares, but may not apply for Shares with an aggregate application price of more than the Maximum Amount. Pure Alumina may reject your application if it believes that you have not complied with this condition. The limit of the Maximum Amount applies irrespective of the number of Shares that the Eligible Shareholder held on the Record Date.

However, a Custodian may apply for up to the Maximum Amount for each Beneficiary subject to the arrangements set out in section 2 of these Offer Terms.

Under ASIC Class Order [CO 09/425], Eligible Shareholders may only pay up to \$15,000 to subscribe for additional Shares under a share purchase plan in any 12-month period. Pure Alumina has not conducted a share purchase plan in the 12 months preceding the date of this booklet.

6 Issue Price

The **Issue Price** will be 80% of the volume weighted average price of Shares over the last 5 days prior to the Issue Date, on which sales of Shares were recorded, rounded up to the nearest one-tenth of a cent.

The market price of the Shares may rise or fall over the Offer Period. The Issue Price structure allows for any news to be reflected in the market price.

Pure Alumina recommends that you monitor the Share price and any Pure Alumina announcements, which can be found on Pure Alumina's website at www.purealumina.com.au.

Details of the Pure Alumina's current activities are set out in the announcements made by Pure Alumina and are available from the ASX, or the Company's website.

The funds raised under the Plan will be used for general working capital, to meet the costs of completing the Polar Sapphire acquisition and to the extent possible, the purchase of long lead time items for the Polar Sapphire construction program.

Subject to the Scale-back provisions set out in section 7 of these Offer Terms below, the number of Shares (**P**) you will be issued under the Plan will be calculated as follows:

$$P = V/IP$$

Where:

P = the number of Shares issued to you;

V = the value of Shares you apply for under the Plan; and

IP = the Issue Price, as set out above

By applying for the Shares, you agree to pay the Issue Price per Share for the number of Shares calculated under this clause 6 or, if there is a Scale-back, the number of Shares calculated under clause 7.

7 Applications may be scaled back

Pure Alumina seeks to raise \$1,250,000. However, the maximum number of Shares that can be issued in accordance with the ASX Listing Rules is 51,327,278. Pure Alumina reserves absolute discretion regarding the final amount raised under the Plan.

In the event of oversubscriptions, the Board may in its absolute discretion elect to scale-back the maximum amount per Eligible Shareholder on an equitable basis (**Scale-back**) or elect to accept the oversubscriptions up to the maximum number of shares available to be issued under the plan.

If the number of Shares you applied for is scaled back, the excess application monies – calculated by multiplying the Issue Price by the difference between the number of Shares you are allocated and the number of Shares you applied for – will be refunded to you by direct credit to your nominated bank account or by cheque as soon as practicable following allocation. No interest will be paid on any application monies returned to you.

8 How to accept the Offer and apply for Shares

To apply for Shares under the Plan, Eligible Shareholders may either:

- (a) complete and return the Application Form; or
- (b) make a payment by BPAY®. Please refer to the Biller code and Reference number on your personalised application form and contact your participating financial institution to make your payment. **If you pay by BPAY® you are not required to return the application form.**

Payments must be made in Australian dollars.

8.2 Using the Application Form

You may apply for Shares under the Plan by completing the enclosed Application Form and returning it, together with a cheque or money order, to Boardroom in accordance with the instructions on the Application Form.

Application forms and payment must be received by no later than 5.00pm (AEST) on 23 May 2019 and should be sent to Boardroom in the enclosed replied paid envelope or mailed to Boardroom at the following address:

Mailing Address	or	Hand Delivery
Pure Alumina Limited		Pure Alumina Limited
C/- Boardroom Limited		C/- Boardroom Limited
GPO Box 3993		Level 12, 225 George Street
Sydney NSW 2001		Sydney NSW 2000

Your cheque or money order must be payable to 'Pure Alumina Limited' and crossed 'Not Negotiable'. It must be in Australian dollars and drawn on an Australian bank.

Sufficient cleared funds should be held in your account. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred. If your cheque is dishonoured, it will not be re-presented.

8.3 Paying by BPAY®

Unless you are a Custodian, you may apply for Shares under the Plan by making a payment by BPAY® if you have an Australian bank account enabled for this purpose, using the unique customer reference number shown on the enclosed Application Form to identify your shareholding.

If you make a BPAY® payment, you do not need to return your Application Form, but you will be taken to make the certifications and representations in section 9 of these Offer Terms.

Payment must be received in cleared funds by no later than 5.00pm (AEST) on 23 May 2019.

Note that your financial institution may apply limits on your use of BPAY®, including as to the timing for processing payments, and that you should make enquiry about the limits that apply in your personal situation.

8.4 Payments that don't meet the set parcel values

If the amount of the cheque or money order tendered with the Application Form or your BPAY® payment is:

- (a) less than \$2,500 – Pure Alumina will not allocate any Shares to you and will refund your application money to you;
- (b) greater than \$15,000 – subject to Scale-back, Pure Alumina will allocate to you the Maximum Amount of Shares and will refund the excess application monies to you; and
- (c) for an amount that is between \$2,500 and \$15,000 but is not \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 – subject to Scale-back, Pure Alumina will allocate to you the number of Shares that would have been allocated to you had you applied for the amount of \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 that is nearest to but less than the amount of your cheque, money order or BPAY® payment, and will refund the excess application monies to you.

Closing Date for applications

All payments and applications must be received no later than 5.00pm (AEST) on 23 May 2019. Applications received after this time will not be accepted.

General information regarding applications for Shares

Pure Alumina will not accept applications accompanied by cash payments. Receipts for payment will not be issued.

You will not be able to withdraw or revoke your application once you have submitted your Application Form or BPAY® payment.

Pure Alumina may, in its absolute discretion, accept or reject your application for Shares under the Plan, including without limitation if:

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by Pure Alumina to be invalid or defective;
- (b) the cheque or money order that you enclose with your Application Form is not made out for the exact amount that you have selected on the Application Form or is dishonoured or otherwise incorrectly completed;
- (c) your BPAY® payment is not received, or is incomplete or invalid;
- (d) Pure Alumina believes that you are applying to buy more than \$15,000 (in aggregate) worth of Shares;
- (e) if you are a Custodian, Pure Alumina is not satisfied with your Custodian Certificate; or
- (f) Pure Alumina believes that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

Pure Alumina must reject applications if required to do so under ASIC Class Order [CO 09/425].

Pure Alumina reserves the right to return your cheque or money order, or refund your BPAY® payment and not allot you any Shares.

Any application monies refunded to you will be paid by direct credit to your nominated bank account or by cheque as soon as practicable following allocation.

No interest will be paid on any application monies returned to you.

9 Effect of applying for Shares under the Plan

By completing and returning the Application Form to Pure Alumina or by making a BPAY® payment, you will be giving the following certifications and representations on behalf of each person on whose account you are acting:

- (a) you certify that you are, and each person on whose account you are acting, is an Eligible Shareholder and are lawfully permitted to accept the Offer and participate in the Plan in accordance with the Offer Terms and all applicable laws;
- (b) you acknowledge that the Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**US Securities Act**) and may not be offered or sold, directly or indirectly in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
- (c) you represent that you have not and will not send this booklet or any other materials relating to the Offer or the Plan to any person in the United States or any other person outside Australia and New Zealand;
- (d) you agree that your application is made on, and you agree to be bound by, the Offer Terms set out in this booklet and on the Application Form, and you agree to be bound by Pure Alumina's constitution;

- (e) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (f) you agree that your application is irrevocable and unconditional;
- (g) you certify that the aggregate of the application price for the following does not exceed \$15,000:
 - (1) Shares the subject of your Application Form or BPAY® payment;
 - (2) any other Shares applied for by you under the Offer or any other Shares issued under similar arrangements operated by Pure Alumina in the 12 months prior to the date of submission of the Application Form or BPAY® payment;
 - (3) any Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (4) any other Shares issued to a Custodian acting on your behalf under any similar arrangements operated by Pure Alumina in the 12 months prior to the date of submission of the Application Form or BPAY® payment,
 even though you may have received more than one offer under the Plan or received offers in more than one capacity under the Plan;
- (h) if you are a Custodian and are applying for Shares with an aggregate application price of more than \$15,000, you are providing with your Application Form certification, or agree to certify, the matters required by condition 9 of ASIC Class Order [CO 09/425], in accordance with the Custodian Certificate which can be obtained from Boardroom;
- (i) you represent that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the *Corporations Act 2001* (Cth) (insider trading) and laws and regulations designed to restrict terrorism financing and/or moneylaundering;
- (j) you are not a “designated person” or “designated entity” (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions;
- (k) you agree that Pure Alumina may determine that your Application Form is valid and in accordance with these Offer Terms even if it is incomplete, contains errors or is otherwise defective;
- (l) you agree that your application is only effective when received and not when posted;
- (m) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated bank account or by cheque to the address shown on Pure Alumina’s share register;
- (n) you acknowledge and accept the risk that the market price of Shares may rise or fall between the date this Offer commences and the date when Shares are allotted, or otherwise allocated, to you under the Plan and that the price you pay per Share pursuant to this Offer may exceed the market price of Shares at the time the Shares are allotted, or otherwise allocated, to you under the Plan;
- (o) you agree that if you have previously provided Pure Alumina or its share registry with bank account details for the purposes of direct credit of dividends, any refund to be paid to you under the Plan may be directed to that nominated account;
- (p) you acknowledge that Pure Alumina is not liable for any exercise of its discretion referred to in these Offer Terms;
- (q) you agree to be responsible for any dishonour fees or other costs Pure Alumina may incur in presenting a cheque for payment that is dishonoured;
- (r) you agree that if there is a rounding of Shares and no Scale-back, any remaining balance of your payment after your allotment will be retained by Pure Alumina;
- (s) you accept that Pure Alumina, in its discretion, may make reduction in allotments of Shares under a Scale-back;
- (t) you acknowledge that no interest will be paid on any application monies held pending the allotment of the Shares or subsequently refunded to you for any reason; and
- (u) you acknowledge that you have not been provided with investment advice or financial product advice by Pure Alumina or its share registry.

10 Allotment and quotation of Shares

Pure Alumina expects to issue and allot Shares under the Plan on or about 28 May 2019. Pure Alumina will apply for Shares issued under the Plan to be quoted on ASX and expects quotation to commence on 30 May 2019.

Shares issued under the Plan will rank equally with existing fully paid ordinary shares in Pure Alumina.

Pure Alumina will send you a holding statement in respect of any Shares issued to you under the Plan.

Pure Alumina recommends that Eligible Shareholders who apply for Shares under the Plan do not trade in the Shares applied for until they have received a holding statement for the Shares allotted to them under the Plan.

11 Foreign offering restrictions

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere.

New Zealand

The Shares under the Plan are not being offered or sold to the public in New Zealand other than to existing shareholders of Pure Alumina with registered addresses in New Zealand to whom the offer of Shares under the Plan is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act and may not be offered or sold, directly or indirectly in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Because of these restrictions, and consistent with the representations set out in section 9 of these Offer Terms, you must not:

- (a) send copies of this booklet or any other material relating to the Offer or the Plan to any person in the United States or to any other person outside Australia and New Zealand; or
- (b) submit an Application Form or make a BPAY® payment or otherwise apply for Shares under the Plan if you are in the United States or for any person in the United States or who is, or is acting for the account or benefit of, a person in the United States.

Failure to comply with these restrictions may result in violations of applicable securities laws.

12 Additional information

12.1 No brokerage

No brokerage or transaction fees will be payable by Eligible Shareholders in respect of the application for, and issue and allotment of, Shares under the Plan.

12.2 Not investment advice

In preparing this booklet, Pure Alumina has not taken into account the individual objectives, financial situation or needs of individual Shareholders. Accordingly, before making a decision whether or not to accept the Offer and participate in the Plan, you may wish to consult with your financial or other professional adviser.

12.3 Amendment, suspension and termination of the Plan

Pure Alumina reserves the right to waive strict compliance with any provisions of the Offer Terms, to amend or vary those terms and conditions and to suspend, extend or terminate the Offer at any time. Pure Alumina will notify ASX of any such amendment, variation, suspension or termination of the Plan.

The omission to give notice of any such amendment, variation, suspension or termination of Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, Pure Alumina may issue to any person fewer Shares than the person applied for under the Plan if the issue of Shares applied for would contravene any applicable law or the ASX Listing Rules.

12.4 Dispute resolution

Pure Alumina may settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, offer, application or Shares, and the decision of Pure Alumina shall be conclusive and binding on all participants and other persons to whom the determination relates. Pure Alumina's rights may be exercised by the Pure Alumina Board or any delegate of the Board.

12.5 Interpretation

The term 'Offer Terms' includes the terms and conditions contained in this document and the Application Form.

A reference to '\$' and 'dollars' is to Australian currency unless denominated otherwise.

12.6 Notices

Notices and statements to participating shareholders may be given in any manner determined by the Board from time to time.

12.7 ASIC Class order 09/425 compliance

The Plan is offered in compliance with ASIC Class Order [CO 09/425]. ASIC Class Order [CO 09/425] provides relief from the requirement for Pure Alumina to provide prospectus disclosure in relation to the Plan. This booklet is not a prospectus under the *Corporations Act 2001* (Cth).

ASIC Class Order [CO 09/425] also provides relief to allow clients of second or subsequent level custodians to participate in the Plan. Any additional or varied ASIC requirements in the class order will apply to participation on behalf of such clients.

12.8 Joint Underwriters

As noted above, the Offer is partially underwritten by the Joint Underwriters, being Patersons Securities Limited ACN 008 896 311 and CPS Capital Group Pty Ltd ACN 088 055 636. the Joint Underwriters are also acting as joint lead managers to the Plan and Top Up Placement (defined below).

To the extent that Eligible Shareholders do not subscribe for up to that quantity of Shares to the value of \$770,000 (**Underwritten Amount**), Pure Alumina will place, at the absolute discretion and direction of the Joint Underwriters, to the Joint Underwriters (or their nominee), that number of Shares which when added to the value of Shares subscribed for under the Plan will equal the value Underwritten Amount (**Shortfall Shares**), provided that the number of Shortfall Shares does not exceed Pure Alumina's placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A.

Pure Alumina has also granted the Joint Underwriters the right, but not the obligation, to facilitate an additional placement to raise up to \$500,000, subject to Pure Alumina having the available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A (**Top Up Placement**). The Top Up Placement will be conducted at the same Issue Price as those Shares under the Offer.

For their services, the Joint Underwriters will be paid a management fee of \$20,000 and 10,000,000 quoted options (PUAOC) to acquire Shares exercisable at \$0.075 on or before 30 July 2020 (**Options**) and an underwriting fee equal to 6.0% of the gross amount raised under the Plan and Top Up Placement.

The Options will be granted to the Joint Underwriters (or their nominee) utilising Pure Alumina's available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A. The Company will seek shareholder approval in the event that it does not have the available placement capacity to grant the Options to the Joint Underwriters (or their nominee).

The Underwriting Agreement contains customary conditions, warranties and undertakings and is subject to customary termination events for an agreement of this nature.

12.9 Governing law

The Offer and these Offer Terms are governed by the laws of Victoria. By accepting the Offer, you submit to the non-exclusive jurisdiction of the courts of Victoria.

13 Questions and further information

If you have any questions please contact Boardroom any time between 8.30am to 5.30pm (AEST), Monday to Friday, on 1300 420 094 (within Australia) +61 1300 420 094 (outside Australia).

**Share Purchase Plan –
Application Form****Record Date:** 7.00pm (AEST) 18 April 2019**Opening Date:** 2 May 2019**Closing Date:** 5.00pm (AEST) 23 May 2019**Issue Price:** Please refer to the Terms and Conditions for further details on how the Issue Price is calculated**A Offer Details**

This is an important document which requires your immediate attention. If you are in doubt as to how to deal with this document please contact your professional adviser.

Pure Alumina Limited (**Pure Alumina** or **Company**) is offering Eligible Shareholders the opportunity to apply for up to \$15,000 worth of new Shares (**Shares**) at an issue price of 80% of the volume weighted average price of Pure Alumina shares over the last 5 days, prior to the Issue Date, on which sales of Pure Alumina shares were recorded, rounded up to the nearest one-tenth of a cent.

Before applying for shares in **Pure Alumina (Shares)** under the Share Purchase Plan (**Plan**) you should read the Plan Terms and Conditions and the Declarations and Acknowledgments on the back of this Application Form. Terms not defined in this Application Form have the same meaning as in the Plan Terms and Conditions. By making a BPAY payment or completing and returning this Application Form with a cheque or money order, you agree to be bound by the constitution of Pure Alumina Limited and the Plan Terms and Conditions (including the eligibility requirements) and you make all of the acknowledgments, representations, declarations and certifications contained in the Plan Terms and Conditions.

This Plan is non-renounceable. Applications can only be accepted in the name printed on the Application Form.

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. Please see over.

If you do not wish to purchase Shares under the Plan, there is no need to take any action.

B Offer Choice

Indicate your choice below by marking one box only. **The number of Shares to be issued is calculated by dividing your application amount by the Issue Price with fractions of a share rounded down.**

☐**A\$15,000.00**☐**A\$12,500.00**☐**A\$10,000.00**☐**A\$7,500.00**☐**A\$5,000.00**☐**A\$2,500.00**

IMPORTANT NOTE: The total allowable application is A\$15,000 per shareholder. By making an application for Shares under the Plan, you certify that your application amount under the Plan does not exceed A\$15,000. Any amounts over the A\$15,000 total risk a delay in processing and missing this offer.

C Payment Details

Payment may only be made by BPAY, cheque or money order. Cash will not be accepted via the mail or at the Pure Alumina Share Registry. Payments cannot be made at any bank.

The amount of your payment received by BPAY, cheque or money order prior to the close, divided by the Issue Price, will be deemed to be the total number of Shares you are applying for.

THIS FORM CONTINUES OVERLEAF

Payment Option 1 - BPAY



Billers Code:

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution;
- **If paying by BPAY you do not need to return the Application Form, but will be deemed to have submitted an Application Form.**

Payment Option 2 - Cheque

Record cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- Only cheques or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted;
- Your cheque or money order must be made payable to "Pure Alumina Limited" and crossed "Not Negotiable";
- Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected;
- Payments must be made via cheque or money order accompanying the Application Form.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

E Custodians

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. To do so please contact Boardroom Pty Limited as below. To apply for Shares on behalf of distinct beneficiaries, custodians must obtain a separate custodian certificate from Boardroom Pty Limited. Custodians must comply with the requirements of ASIC Class Order CO 09/425 and provide evidence satisfactory to Pure Alumina of the distinct holdings when accepting the offer. Each beneficial holder on whose behalf a custodian submits an application must be named in the custodian certificate and must have a registered address in either Australia or New Zealand at 7.00pm (Sydney time) on the Record Date.

F Enquiries

If unsure how to complete this form please contact the Pure Alumina Shareholder Information Line on 1300 737 760 or +612 9290 9600 if outside Australia.

G Declarations and Acknowledgments

By lodging this form with your cheque, money order or BPAY payment you acknowledge and confirm that you have read, understood and agree to and make all representations contained in the Plan Terms and Conditions. That is, by lodging this form with your cheque, money order or BPAY payment you represent that the total application price for the following does not exceed \$15,000:

- the Shares you are applying for;
- any other Shares or interests you are applying for under this Plan, or Pure Alumina Shares or interests in the class issued that you acquired under a similar arrangement in the 12 months before this application;
- any other Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this Plan; and
- any other Pure Alumina Shares or interests in the class of shares issued to a custodian under an arrangement similar to this Plan in the 12 months before this application as a result of you instructing the custodian or another custodian, and which resulted in you holding a beneficial interest in the Pure Alumina Shares or interests in the class.

Any personal information collected by Pure Alumina on this application form will be dealt with in accordance with applicable privacy requirements.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

**Application Forms and cheques, money orders or payment via BPAY
must be received no later than 5pm (Sydney Time) on 23 May 2019.**

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the Plan.

MAILING ADDRESS

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS

Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000