



22 May 2019

The Manager
Company Announcements Office
ASX Limited
Level 6, 20 Bridges Street
Sydney NSW 2000

Notice under Section 708A(5)(e) of the Corporations Act 2001 (Cth)

Dear Sir

Aura Energy Limited (the "Company") wishes to inform the Australian Securities Exchange it has issued 4,600,229 fully paid ordinary shares (Shares) pursuant to an Engagement Letter between the Company and SD Capital Advisory Limited and GKB Ventures Limited at an overall average VWAP for the period February 2019 to April 2019 price of 1.38 cents per share.

The Company gives notice pursuant to sections 708A(5)(e) and 705A(6) of the Corporations Act 2001 (Cth) (hereafter referred to as the "Corporations Act") that:

- (i) the Company issued the Shares without disclosure under Part 6D.2 of the Corporations Act;
- (ii) this notice is given under section 708A(5)(e) of the Corporations Act;
- (iii) the Company, as at the date of this notice, has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (b) section 674 of the Corporations Act; and
- (iv) as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) and 708A(8) of the Corporations Act) that is required to be disclosed.

Yours faithfully

JM Madden
Company Secretary

2019-May 22-AEE-JMM-Letters-ASX

Aura Energy Limited

ACN 115 927 681

Level 1, 34-36 Punt Road, Windsor, Victoria, Australia, 3181
Phone: +61 (0)3 9516 6500/Facsimile: +61 (0)3 9516 6565

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,600,229 fully paid ordinary shares |
| 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) | The fully paid ordinary shares issued to SD Capital Advisory Limited and GKB Ventures Limited were made at the 20-day VWAP immediately preceding 25 February, 25 March and 25 April pursuant to a Letter of Engagement for financial advisory services |

+ 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"> • 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 	<p>The fully paid ordinary shares will be quoted and rank equally with all other ordinary shares on issue in the Company.</p>
<p>5 Issue price or consideration</p>	
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Payment for financial advisory services pursuant to a Letter of Engagement, dated 25 January 2019.</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>152,477,381 fully paid ordinary shares</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>26,890,922 fully paid ordinary shares 23/4/19 4,600,229 fully paid ordinary shares 22/5/19</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Not applicable</p>

6f	Number of +securities issued under an exception in rule 7.2	Not applicable				
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.	<p>1,299,971 shares @ 1.615 cents per share 25/2/19 1,577,962 shares @ 1.343 cents per share 25/3/19 1,722,295 shares @ 1.237 cents per share 25/4/19</p> <p>15-day VWAP 25/2/19 1.504 cents per share 25/3/19 1.270 cents per share 25/4/19 1.262 cents per share</p> <p>au.finance.yahoo.com/quote</p>				
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	<p>20-day VWAP immediately preceding 25/2/19 for 1,299,971 shares 20-day VWAP immediately preceding 25/3/19 for 1,577,962 shares 20-day VWAP immediately preceding 25/4/19 for 1,722,295 shares</p>				
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	<p>Listing rule 7.1 13,382,452 Listing rule 7.1A 79,082,071</p>				
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.	29 April 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="767 1373 1059 1413">Number</th> <th data-bbox="1059 1373 1359 1413">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="767 1413 1059 1568">1,211,800.753</td> <td data-bbox="1059 1413 1359 1568">Fully paid ordinary shares (ASX Code: AEE)</td> </tr> </tbody> </table>	Number	+Class	1,211,800.753	Fully paid ordinary shares (ASX Code: AEE)
Number	+Class					
1,211,800.753	Fully paid ordinary shares (ASX Code: AEE)					

+ See chapter 19 for defined terms.

	Number	+Class
9	96,815,790	3.3c options 30/9/19
	9,920,354	3.3c options 30/9/19
	62,500,000	1.6c options 29/4/22
	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
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable

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.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
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	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable

+ See chapter 19 for defined terms.

- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

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

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺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

Not applicable

39 +Class of +securities for which quotation is sought

Not applicable

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

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Not applicable	

+ See chapter 19 for defined terms.

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: 22 May 2019

Company Secretary

Print name:

JM Madden

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

Rule 7.1 – Issues exceeding 15% of capital															
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated															
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	975,364,479														
Add the following:															
<ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12-month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; text-align: right;">1,794,737</td> <td>Advisors</td> </tr> <tr> <td style="text-align: right;">1,441,425</td> <td>Employees</td> </tr> <tr> <td style="text-align: right;">12,000,000</td> <td>Exercise of options over ordinary shares with a maturity on 9 May 2018</td> </tr> <tr> <td style="text-align: right;">2,000,000</td> <td>exercise of options over ordinary shares with a maturity on 15 November 2018</td> </tr> <tr> <td style="text-align: right;">17,500,000</td> <td>Issue of shares on achievement of performance shares milestone</td> </tr> <tr> <td style="text-align: right;">15,000,000</td> <td>Award of performance shares subject to achievement of milestones</td> </tr> <tr> <td style="text-align: right;">80,631,579</td> <td>Shares issued pursuant to Tranche 2 of the Private Placement 12 June 2018</td> </tr> </table>	1,794,737	Advisors	1,441,425	Employees	12,000,000	Exercise of options over ordinary shares with a maturity on 9 May 2018	2,000,000	exercise of options over ordinary shares with a maturity on 15 November 2018	17,500,000	Issue of shares on achievement of performance shares milestone	15,000,000	Award of performance shares subject to achievement of milestones	80,631,579	Shares issued pursuant to Tranche 2 of the Private Placement 12 June 2018
1,794,737	Advisors														
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17,500,000	Issue of shares on achievement of performance shares milestone														
15,000,000	Award of performance shares subject to achievement of milestones														
80,631,579	Shares issued pursuant to Tranche 2 of the Private Placement 12 June 2018														
<ul style="list-style-type: none"> • Number of partly paid +ordinary securities that became fully paid in that 12 month period 															
Note:															
<ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 															
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	Nil														
“A”	1,105,732,221														

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"											
"B"	0.15 <i>[Note: this value cannot be changed]</i>										
Multiply "A" by 0.15	165,859,833										
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used											
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	<table border="0"> <tr> <td style="text-align: right;">852,381</td> <td>Employees</td> </tr> <tr> <td style="text-align: right;">25,437,500</td> <td>Placement shares</td> </tr> <tr> <td style="text-align: right;">13,687,500</td> <td>SPP</td> </tr> <tr> <td style="text-align: right;">50,000,000</td> <td>Collateral Shares 29 April 2019</td> </tr> <tr> <td style="text-align: right;">62,500,000</td> <td>Options over ordinary shares 29 April 2019</td> </tr> </table>	852,381	Employees	25,437,500	Placement shares	13,687,500	SPP	50,000,000	Collateral Shares 29 April 2019	62,500,000	Options over ordinary shares 29 April 2019
852,381	Employees										
25,437,500	Placement shares										
13,687,500	SPP										
50,000,000	Collateral Shares 29 April 2019										
62,500,000	Options over ordinary shares 29 April 2019										
"C"	152,477,381										
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1											
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	165,859,833										
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in</i></p>											

Step 3	152,477,381
Total ["A" x 0.15] – "C"	13,382,452 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,105,732,221
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	110,573,222
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12-month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	26,890,922 fully paid ordinary shares pursuant to a Settlement Agreement dated 14 February 2019 4,600,229 fully paid ordinary shares pursuant to a Letter of Engagement dated 25 January 2019
"E"	31,491,151

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A

"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	110,573,222
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	31,491,151
Total ["A" x 0.10] - "E"	79,082,071 <i>Note: this is the remaining placement capacity under rule 7.1A</i>