
PUA Share Purchase Plan

30 May 2019

ASX Code: *PUA, PUAOC*

Share Purchase Plan closes with significant support from shareholders; shares issued today

Pure Alumina Limited (ASX: PUA) is pleased to announce that the Share Purchase Plan (SPP) announced on the 23rd of April has been well supported by Eligible Shareholders. A total of 38,913,244 SPP shares have been issued today to Eligible Shareholders.

The SPP, which was partially underwritten by Patersons Securities Limited and CPS Capital Group Pty Ltd (together the **Joint Underwriters**), closed on the 27th of May with \$1.346 million being raised. As this is in excess of the underwritten amount, the underwriters have expressed an interest in exercising their right to take up a “top up” placement of up to \$500,000. A final decision on the top-up facility is expected by early next week.

The issue price for both the SPP and Top Up Placement of \$0.0346 (3.46 cents) per SPP share has been determined by applying a 20% discount to the volume-weighted average price (VWAP) of trades in the Company’s fully paid ordinary shares over the period from 23rd to 29th of May, being the five trading days prior to the SPP issue date. The VWAP prior to applying the discount was \$0.0433.

The proceeds from the SPP and, if applicable, the Top Up Placement, will be used to fund the Company’s ongoing working capital requirements as it seeks to complete the transformational acquisition of Canadian-based high purity alumina (HPA) producer Polar Sapphire Limited (see ASX release dated March 21, 2019).

An Appendix 3B relating to the issue of the SPP shares accompanies this notice.

The Company would like to thank shareholders for their continued support as we advance our plans of becoming the premier supplier of high quality HPA.

Martin McFarlane
Managing Director

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



Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Name of entity

Pure Alumina Limited

ABN

072 692 365

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 | 38,913,244 |
| 3 | Principal terms of the +securities (eg, 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) | Fully Paid Ordinary Shares |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| | | |
|----|---|---|
| 4 | <p>Do the ⁺securities rank equally in all respects from the date of allotment 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 | Yes |
| 5 | Issue price or consideration | Issue price of \$0.0346 (3.46 cents) per share |
| 6 | <p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | Fully Paid Ordinary Shares issued to eligible shareholders under the Company's Share Purchase Plan as announced to the market on 23 April 2019. |
| 6a | <p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | Yes |
| 6b | The date the security holder resolution under rule 7.1A was passed | 23 October 2018 |
| 6c | Number of ⁺ securities issued without security holder approval under rule 7.1 | Nil |
| 6d | Number of ⁺ securities issued with security holder approval under rule 7.1A | Nil |
| 6e | Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Nil |
| 6f | Number of securities issued under an exception in rule 7.2 | 38,913,244 |
| 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 | N/A |

+ See chapter 19 for defined terms.

| | which valuation of consideration was released to ASX Market Announcements | | | | | | | |
|-------------|--|--|-----------|---|-------------|--|------------|--|
| 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 | Refer to Annexure 1 | | | | | | |
| 7 | Dates of entering ⁺ securities into uncertificated holdings or despatch of certificate | 30 May 2019 | | | | | | |
| 8 | Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in section 2 if applicable) | <table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>210,004,177</td><td>Ordinary fully paid shares</td></tr><tr><td>42,200,000</td><td>Options (PUAOC) exercisable at \$0.075 each, expiring 30 July 2020</td></tr></table> | Number | ⁺ Class | 210,004,177 | Ordinary fully paid shares | 42,200,000 | Options (PUAOC) exercisable at \$0.075 each, expiring 30 July 2020 |
| Number | ⁺ Class | | | | | | | |
| 210,004,177 | Ordinary fully paid shares | | | | | | | |
| 42,200,000 | Options (PUAOC) exercisable at \$0.075 each, expiring 30 July 2020 | | | | | | | |
| 9 | Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable) | <table><tr><td>2,600,000</td><td>Unlisted Options exercisable @ \$0.075 each, expiring on 30 July 2020</td></tr><tr><td>26,600,000</td><td>Unlisted Options exercisable @ \$0.20 each, expiring on 30 July 2020</td></tr></table> | 2,600,000 | Unlisted Options exercisable @ \$0.075 each, expiring on 30 July 2020 | 26,600,000 | Unlisted Options exercisable @ \$0.20 each, expiring on 30 July 2020 | | |
| 2,600,000 | Unlisted Options exercisable @ \$0.075 each, expiring on 30 July 2020 | | | | | | | |
| 26,600,000 | Unlisted Options exercisable @ \$0.20 each, expiring on 30 July 2020 | | | | | | | |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | N/A | | | | | | |

Part 2 - Bonus issue or pro rata issue

| | | |
|----|--|-----|
| 11 | Is security holder approval required? | N/A |
| 12 | Is the issue renounceable or non-renounceable? | N/A |
| 13 | Ratio in which the ⁺ securities will be offered | N/A |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | N/A |
| 15 | ⁺ Record date to determine entitlements | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions | N/A |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| | | |
|----|---|-----|
| 18 | Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |
| 20 | Names of any underwriters | N/A |
| 21 | Amount of any underwriting fee or commission | N/A |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders | N/A |
| 25 | If the issue is contingent on ⁺ security holders' approval, the date of the meeting | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | N/A |
| 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 | N/A |
| 28 | Date rights trading will begin (if applicable) | N/A |
| 29 | Date rights trading will end (if applicable) | N/A |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | N/A |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through | N/A |

+ See chapter 19 for defined terms.

| | | |
|----|-------------|-----|
| | a broker)? | |
| 33 | +Issue Date | N/A |

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 | N/A |
|----|---|-----|

| | | |
|----|--|-----|
| 39 | Class of +securities for which quotation is sought | N/A |
|----|--|-----|

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

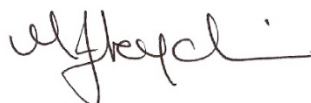
| | | | |
|----|--|--------|--------------------|
| 40 | <p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ol style="list-style-type: none">1. the date from which they do2. the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment3. the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | N/A | |
| 41 | <p>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> | N/A | |
| 42 | Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38) | Number | ⁺ Class |
| | | | |

⁺ 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 not available now, 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
(Company secretary)

Date: 30 May 2019

Print name: Melanie Leydin

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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

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 date of issue or agreement to issue | 147,790,933 |
| 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 • 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> | 9,300,000 – 23 October 2018 14,000,000 – 13 November 2018 38,913,244 – 30 May 2019 |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period | - |
| “A” | 210,004,177 |

⁺ 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 | 31,500,626 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <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 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – 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>It may be useful to set out issues of securities on different dates as separate line items</i> | - |
| “C” | - |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 <i>Note: number must be same as shown in Step 2</i> | 31,500,626 |
| Subtract “C” <i>Note: number must be same as shown in Step 3</i> | - |
| Total [“A” x 0.15] – “C” | 31,500,626 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

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> | 210,004,177 |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | 21,000,417 |
| 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 Notes: <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> | - |
| “E” | - |

+ 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> | 21,000,417 |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | - |
| Total [“A” x 0.10] – “E” | 21,000,417 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i> |

+ See chapter 19 for defined terms.