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## PUA Share Purchase Plan Top Up

12 June 2019

ASX Code: PUA, PUAOC

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# Share Purchase Plan Top Up placement closed with raise target achieved

Pure Alumina Limited (ASX: PUA) is pleased to announce that the Share Purchase Plan Top Up (SPPTU) placement announced on the 23 April 2019 has been well supported and was closed when the total raising target was achieved. A total of 11,756,647 SPPTU shares have been issued today.

The SPPTU placement closed on 6 June 2019 with \$406,780 being raised by CPS Capital Group Pty Ltd and Patersons Securities Limited. The SPPTU placement was in addition the Share Purchase Plan announced on 30 May 2019 which raised \$1,346,400, bringing the total raised to \$1,753,180. The total raised was capped at a level approximating the overall total of the SPP and SPPTU targets announced on 23 April 2019.

The issue price for both the SPP and Top Up Placement of \$0.0346 (3.46 cents) per 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 23<sup>rd</sup> to 29<sup>th</sup> of May, being the five trading days prior to the SPP issue date.

The proceeds from the SPP and 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).

In addition, the Company is today issuing 10,000,000 listed options to the Joint Underwriters of the SPP and their nominees, as noted in the SPP Plan documents.

An Appendix 3B and cleansing statement relating to the issues of the SPPTU shares and listed options accompany this notice.

The Company would like to thank shareholders for their continued support as we move closer to our aim 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**





## PUA Share Purchase Plan – Cleansing Notice

12 June 2019

**ASX Code:** PUA, PUAOC

## Section 708A Cleansing Statement

This notice is given by Pure Alumina Limited (ASX: PUA) (**Company**) under Section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**)

The Company hereby confirms that:

- (a) the Company has issued:
- (i) 11,756,647 fully paid ordinary shares (**Shares**) at an issue price of \$0.0346 (3.46 cents) per Share as Share Purchase Plan Top Up placement shares, as advised on 30 May 2019; and
  - (ii) 10,000,000 Listed Options (PUAOC) (**Options**), being Share Purchase Plan Joint Underwriter options, as set out in the Share Purchase Plan documents announced on 2 May 2019;
- to institutional, professional and sophisticated investors;
- (b) the Shares and Options were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (c) the Company is providing this notice under paragraph 5(e) of section 708A of the Corporations Act;
- (d) as at the date of this notice the Company, as a disclosing entity under the Corporations Act, has complied with:
- (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act as it applies to the Company; and
- (e) as at the date of this announcement, there is no excluded information of the type referred to in Sections 708A(7) and 708A(8) of the Corporations Act.

Attached is an Appendix 3B in relation to the abovementioned securities.

Signed for and on behalf of Pure Alumina Limited

Martin McFarlane  
Managing Director



## 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   | (a) Fully Paid Ordinary Shares<br>(b) Listed (PUAOC) Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | (a) 11,756,647<br>(b) 10,000,000   |
| 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) | (a) Fully Paid Ordinary Shares<br>(b) Options (PUAOC) exercisable at \$0.075 each, expiring 30 July 2020 |

**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"> <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>(a) Yes – Fully Paid Ordinary Shares  (b) Yes – Options exercisable at \$0.075 each, expiring 30 July 2020 (PUAOC)</p>
5	Issue price or consideration	<p>(a) Issue price of \$0.0346 (3.46 cents)  (b) Nil</p>
6	<p>Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Issue of Fully Paid Ordinary Shares pursuant to Top-Up Placement as announced on 30 May 2019.  (b) Issue of Listed PUAOC Options to Joint Underwriters of Share Purchase Plan as announced in Share Purchase Plan documents on 2 May 2019.</p>
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>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>23 October 2018</p>
6c	Number of +securities issued without security holder approval under rule 7.1	<p>(a) 11,756,647 Fully Paid Ordinary Shares  (b) 10,000,000 Listed (PUAOC) Options</p>
6d	Number of +securities issued with security holder approval under rule 7.1A	<p>Nil</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>Nil</p>
6f	Number of securities issued under an exception in rule 7.2	<p>Nil</p>
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	<p>N/A</p>

**Appendix 3B**  
**New issue announcement**

	the issue date and both values. Include the source of the VWAP calculation.		
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	Refer to Annexure 1	
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificate	12 June 2019	
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	Number	<sup>+</sup> Class
		221,760,824	Ordinary fully paid shares
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	52,200,000	Options (PUAOC) exercisable at \$0.075 each, expiring 30 July 2020
		2,600,000	Unlisted Options exercisable @ \$0.075 each, expiring on 30 July 2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	26,600,000	Unlisted Options exercisable @ \$0.20 each, expiring on 30 July 2020
		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 <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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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
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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 a broker)?	N/A
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

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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

38 Number of securities for which +quotation is sought 

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

N/A
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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
  
 If the additional securities do not rank equally, please state:  
 1. the date from which they do  
 2. the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 3. the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A
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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)


N/A
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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		



**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: 12 June 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	147,790,933
<b><i>Add</i></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> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><b><i>Note:</i></b></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>	9,300,000 – 23 October 2018 14,000,000 – 13 November 2018 38,913,244 – 30 May 2019
<b><i>Subtract</i></b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	210,004,177

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	31,500,626
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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</li> <li>• Under rule 7.1A</li> <li>• 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>	<p>11,756,647 – 12 June 2019 10,000,000 – 12 June 2019</p>
“C”	21,756,647
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15 <i>Note: number must be same as shown in Step 2</i></p>	31,500,626
<p><b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i></p>	21,756,647
<p><b>Total [“A” x 0.15] – “C”</b></p>	<p><b>9,743,979</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

**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>	210,004,177
<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>	21,000,417
<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 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>	-
<b>“E”</b>	-

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>21,000,417</p>
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>-</p>
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p style="text-align: center;"><b>21,000,417</b></p> <p><i>[Note: this is the remaining placement capacity under rule 7.1A]</i></p>

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+ See chapter 19 for defined terms.