

25 September 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 37,499,167 fully paid ordinary shares (Shares) as follows:

- (i) 18,811,250 Shares were issued pursuant to a Drilling Settlement Agreement between the Company and Met Forages sarl; and
- (ii) 16,666,667 Shares were issued pursuant to the Convertible Security Financing Agreement between the Company Lind Global Macro Fund LP on the conversion of A\$100,000 of convertible notes into fully paid ordinary shares at 0.7 cents per Share (see ASX Announcement, dated 25 July 2019, in relation to the Cleansing Prospectus issued pursuant to s.708A(12C)(e));
- (iii) 2,021,250 Shares were issued to WH Ireland Limited for services as Nominated Advisor and Broker.

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

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

- (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-Sep-25-AEE-JMM-Letters-ASX

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 | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 16,666,667
(2) 18,811,250
(3) 2,021,250 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (1) Issue of shares pursuant to conversion of Convertible Notes into ordinary shares as set out in Cleansing Prospectus (see ASX Announcement dated 25 July 2019);
(2) Issue of shares pursuant to Drilling Settlement Agreement; and
(3) Issue of shares to WH Ireland for services as Nominated Advisor and Broker |

+ See chapter 19 for defined terms.

4	<p>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>Rank equally with existing shares on issue</p>
5	Issue price or consideration	<p>(1) 0.600 cents per ordinary share</p> <p>(2) 0.800 cents per ordinary share</p> <p>(3) 0.800 cents per ordinary share</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(1) Conversion of Convertible Notes into ordinary shares</p> <p>(2) Payment of drilling invoice for August 2019</p> <p>(3) Payment of Nominated Advisor fee for June 2019 to August 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 in relation to the *securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>14 November 2018</p>
6c	Number of *securities issued without security holder approval under rule 7.1	<p>852,381 fully paid ordinary shares</p> <p>1,931,218 fully paid ordinary shares</p> <p>2,041,281 fully paid ordinary shares</p> <p>18,811,250 fully paid ordinary shares</p> <p>2,021,250 fully paid ordinary shares</p>
6d	Number of *securities issued with security holder approval under rule 7.1A	<p>26,890,922 fully paid ordinary shares 23/4/19</p> <p>4,600,229 fully paid ordinary shares 22/5/19</p> <p>2,261,872 fully paid ordinary shares 29/5/19</p> <p>9,828,718 fully paid ordinary shares 29/5/19</p> <p>3,251,773 fully paid ordinary shares 12/7/19</p> <p>1,893,233 fully paid ordinary shares 10/7/19</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>13,041,670 listed options over ordinary shares with an expiry 20/6/21 at an exercise price of 2.2 cents</p> <p>7,825,000 unlisted options over ordinary shares with an expiry 20/6/20 at an exercise price of 2.2 cents</p> <p>15,430,919 unlisted options over ordinary shares with an expiry 31/7/20 at an exercise price of 2.2 cents</p> <p>The issue of the above options over ordinary shares was approved by shareholders on 19 June 2019</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.	Not applicable for this Appendix 3B
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	Not applicable for this Appendix 3B
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 7.1 197,309,425</p> <p>Listing rule 7.1A 126,808,912</p>
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	25 September 2019

+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		1,300,904,841	Fully paid ordinary shares (ASX Code: AEE)
		13,041,670	2.2c options 31/7/21 (to be issued) (ASX Code AEEOB)

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		<u>Unlisted</u>	
		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
		7,825,000	2.2c options 31/7/20 (to be issued)
		15,430,919	2.2c options 18/7/20
		17,500,000	Zero consideration performance rights vesting 30/11/19
		10,000,000	Zero consideration performance rights with 33% vesting on 17/6/20 and 34% vesting on 17/6/21
			A\$2,100,000 Convertible Note

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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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 <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	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

+ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

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

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Company Secretary

Date: 25 September 2019

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	1,226,332,203	
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 	1,794,737 1,441,425 26,890,922 50,000,000 62,500,000 42,063,493 25,437,500 13,687,500 13,041,670 7,825,000 15,430,919	Advisor payments Employee payments Issue of shares to drilling contractor for services Issue of collateral shares pursuant to convertible note facility Issue of options over ordinary shares pursuant to convertible note facility Conversion of convertible notes pursuant to Lind Convertible Facility Share placement shares Share purchase plan shares Shares to be issued upon the exercise of listed options issued pursuant to Share placement/Share purchase plan Shares to be issued upon the exercise of loyalty options issued pursuant to Share placement/Share purchase plan Shares to be issued upon the exercise of loyalty options pursuant to the Entitlement Offer to shareholders
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	Nil	
“A”	1,486,445,369	

+ 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	222,966,805

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>	<table border="1"> <tr> <td>852,381</td><td>Employees</td></tr> <tr> <td>3,972,499</td><td>Settlement of monthly retainer to financial advisory group</td></tr> <tr> <td>18,811,250</td><td>Settlement of drilling costs under Drilling Settlement Agreement</td></tr> <tr> <td>2,021,250</td><td>Settlement of Nominated Advisor fees</td></tr> </table>	852,381	Employees	3,972,499	Settlement of monthly retainer to financial advisory group	18,811,250	Settlement of drilling costs under Drilling Settlement Agreement	2,021,250	Settlement of Nominated Advisor fees
852,381	Employees								
3,972,499	Settlement of monthly retainer to financial advisory group								
18,811,250	Settlement of drilling costs under Drilling Settlement Agreement								
2,021,250	Settlement of Nominated Advisor fees								
<p>Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • <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></p>									
<p>“C”</p>	<p>25,657,380</p>								

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>	222,966,805
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	25,657,380
<p>Total ["A" x 0.15] – "C"</p>	197,309,425

	[Note: this is the remaining placement capacity under rule 7.1]
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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>	1,486,445,369
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	148,644,537
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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	8,755,334 fully paid ordinary shares pursuant to a Letter of Engagement dated 25 January 2019 9,828,718 fully paid ordinary shares pursuant to a 5-year Option Agreement to acquire a Mauritanian exploration permit on completion of an exploration programme 3,251,773 fully paid ordinary shares pursuant to a Farm-in and Joint Venture agreement with shareholders of Nomads Mining Company sarl
“E”	21,835,825

+ 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>	148,644,537
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	21,835,825
Total ["A" x 0.10] – "E"	126,808,712 <i>Note: this is the remaining placement capacity under rule 7.1A</i>