

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 | <p>Fully paid ordinary shares (Shares)</p> <p>Options over ordinary shares (Options)</p> <p>Convertible note pursuant to security funding agreement as announced on 18 November 2019(Convertible Security)</p> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>8,750,000 Shares as collateral for the Agreement (Collateral Shares)</p> <p>20,000,000 Options exercisable at 0.754 cents per option on or before 18 November 2022</p> <p>1 Convertible Security (maximum of 55,702,918 Shares can be issued on conversion without shareholder approval)</p> |

+ See chapter 19 for defined terms.

<p>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)</p>	<p>The Shares issued as collateral shares are rank equally with existing Shares.</p> <p>The Options are exercisable at 130% of the share price at date of execution of the Deed of Variation.</p> <p>Option expiring on 18 November 2022 and exercisable into one Share for each Option</p> <p>The Options are unlisted and on exercise the Shares will rank on equal terms with existing Shares.</p> <p>The Convertible Security has a face value of \$420,000 with a maturity date 19 months from the date of completion and is otherwise issued on the terms set out in the Company's cleansing statement dated 18 November 2019.</p> <p>The Convertible Security does not bear interest and is subject to a fixed and floating charge.</p> <p>The Convertible Security is unlisted.</p> <p>The Convertible Security can be converted into shares in any month at a maximum of \$125,000 per month at 90% of the VWAP with any conversion in excess of this threshold convertible at 0.754 cents per Share.</p> <p>Any outstanding amount at maturity date is repayable in cash.</p> <p>The Shares issued on conversion rank equally with existing Shares.</p> <p>The Convertible Security does not carry any dividend or voting rights at meetings of shareholders or participation right sin any rights issue made by the Company.</p>
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<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 Collateral Shares will be quoted and rank equally with all other ordinary shares on issue in the Company.</p> <p>The Options are a new series of options and on exercise will rank equally with existing Shares</p> <p>The Convertible Security is a new class of security which does not entitle the Investor/holder to participate in dividends or interest payments.</p> <p>On conversion of the Convertible Security into Shares the Shares will rank equally with existing Shares</p>
<p>5 Issue price or consideration</p>	<p>The Collateral Shares are issued for zero consideration for the Convertible Security.</p> <p>The options are issued for zero consideration for the Convertible Security.</p> <p>Convertible Security is issued for an advance of \$350,000 and has a face value of \$420,000</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the issue of Collateral Shares and Options is to complete the convertible Security and enable the Company to drawdown \$350,000.</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>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	852,381 fully paid ordinary shares 1,931,218 fully paid ordinary shares 2,041,281 fully paid ordinary shares 18,811,250 fully paid ordinary shares 2,021,250 fully paid ordinary shares 8,750,000 fully paid ordinary shares 20,000,000 options over ordinary shares with an expiry on 18 November 2022
6d	Number of +securities issued with security holder approval under rule 7.1A	26,890,922 fully paid ordinary shares 23/4/19 4,600,229 fully paid ordinary shares 22/5/19 2,261,872 fully paid ordinary shares 29/5/19 9,828,718 fully paid ordinary shares 29/5/19 3,251,773 fully paid ordinary shares 12/7/19 1,893,233 fully paid ordinary shares 10/7/19
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
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
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
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	Listing rule 7.1 154,691,861 Listing rule 7.1A 117,563,669
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.	18 November 2019

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	1,323,940,556 Fully paid ordinary shares (ASX Code: AEE)

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	62,500,000 1.6c options 29/4/22 13,041,679 2.2c options 31/8/21 7,825,000 2.2c options 31/7/20 15,430,919 2.2c options 18/7/20 20,000,000 0.754 options 18/11/22 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 1 \$2,000,000 convertible note 1 \$350,000 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

+ See chapter 19 for defined terms.

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. 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
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

+ See chapter 19 for defined terms.

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

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.

+ See chapter 19 for defined terms.

- 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: 18 November 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	1,119,596,059	
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 	1,794,737 1,441,425 26,890,922 50,000,000 62,500,000 56,349,208 25,437,500 13,687,500 13,041,670	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
Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added 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 	7,825,000 15,430,919	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”	1,393,994,940	

+ 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	209,099,241	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used		
<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"> 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"> <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>852,381</p> <p>3,972,499</p> <p>18,811,250</p> <p>2,021,250</p> <p>8,750,000</p> <p>20,000,000</p>	<p>Employees</p> <p>Settlement of monthly retainer to financial advisory group</p> <p>Settlement of drilling costs under Drilling Settlement Agreement</p> <p>Settlement of Nominated Advisor fees</p> <p>Collateral shares issued to Lind Global Macro Fund LP</p> <p>Options issued to Lind Global Macro Fund LP</p>
"C"	54,407,380	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15	209,099,241	
<i>Note: number must be same as shown in Step 2</i>		
Subtract "C"		
<i>Note: number must be same as shown in Step 3</i>	54,407,380	
Total ["A" x 0.15] – "C"	154,691,861	
	<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>	1,393,994,940
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	139,399,494
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"> • 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 	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

<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>139,399,494</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>26,890,922</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>117,563,669</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>