

Aura Energy Limited

(ACN 115 927 681)

Prospectus

Entitlement Offer

For a non-renounceable entitlement offer of Shares on the basis of 1 Share for every 2 Shares held on the Record Date, at an issue price of \$0.026 each to raise up to \$3,400,000 before costs ("**Entitlement Offer**").

The Entitlement Offer opens on 13 April 2021 and closes at 5:00pm (Sydney, New South Wales) on 22 April 2021. Valid acceptances must be received by the Entitlement Offer Closing Date.

Underwriting

The Entitlement Offer is fully underwritten by KTM Capital Pty Ltd.

Cleansing

In addition to the Entitlement Offer, this Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued on or prior to the Closing Date.

THE ENTITLEMENT OFFER CLOSSES AT 5.00PM (Sydney, New South Wales) ON 22 APRIL 2021.

VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Acceptance Form regarding the acceptance of your entitlement.

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IMPORTANT INFORMATION

GENERAL

This Prospectus is issued by Aura Energy Limited (ACN 115 927 681) ("**Company**").

The Prospectus is dated 1 April 2021 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC or ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

Within seven (7) days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to this Prospectus to be admitted for quotation on ASX. No securities will be issued pursuant to this Prospectus later than thirteen (13) months after the date of this Prospectus.

ELECTRONIC PROSPECTUS

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at www.AuraEnergy.com.au. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

APPLICATIONS FOR SHARES

Please read the instructions in Section 2 and on the accompanying Acceptance Forms regarding acceptance of the Offers.

By returning a completed Acceptance Form, making a payment for Shares by BPAY®, or otherwise applying for Shares in accordance

with the instructions on the Acceptance Form, the applicant acknowledges that it has received and read this Prospectus, has acted in accordance with the terms of the Offers, agrees to all of the terms and conditions set out in this Prospectus and makes the statements set out in the Acceptance Form.

RISK FACTORS

Before deciding to invest in the Company, Eligible Shareholders should read the entire Prospectus. In considering the prospects for the Company, Eligible Shareholders should consider the assumptions underlying the prospective financial information and the risk factors set out in Section 4 that could affect the performance of the Company. Eligible Shareholders should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

PUBLICLY AVAILABLE INFORMATION

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in the Company.

OFFER RESTRICTIONS

The offers of Shares made pursuant to this Prospectus are not made to persons to which, or in places in which, it would not be lawful to make such an offer of Shares. No action has been taken to register the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

REPRESENTATIONS

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offers.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will

actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

INTERPRETATION

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references in this Prospectus to **\$**, **AUD** or **dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Sydney, New South Wales.

CORPORATE DIRECTORY

DIRECTORS

Peter Reeve
Chief Executive Officer & Managing Director

Martin Rogers
Non-Executive Chairman

Peter Ward
Non-Executive Director

COMPANY SECRETARY

Phillip Hains

REGISTERED OFFICE

Level 3/62 Lygon St
CARLTON VIC 3053

Telephone: +61 3 9824 5242

SHARE REGISTRY

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000

Telephone: +61 1300 850 505

Facsimile: +61 8 9473 2500

LEGAL ADVISER

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace
PERTH WA 6000

Telephone: +61 8 6211 5000

Facsimile: +61 8 6211 5055

UNDERWRITER

KTM Capital Pty Ltd
Level 2, 16 O'Connell Street
Sydney NSW 2000

AUDITOR

Bentleys
Level 3, London House
216 St Georges Terrace
PERTH WA 6000

WEBSITE

www.AuraEnergy.com.au

ASX CODE

AEE

TIMETABLE

The timetable for the Offers is as follows:

Event	Date ²
Announcement of Offers	Friday, 12 February 2021
Release of Prospectus and Appendix 3B with ASX (pre-market open)	Thursday, 1 April 2021
Ex date	Wednesday, 7 April 2021
Record Date (date for determining Eligible Shareholder to participate in the Entitlement Offer)	Thursday, 8 April 2021
Opening Date Prospectus and personalised Entitlement and Acceptance Forms sent to Shareholders	Tuesday, 13 April 2021
Last day to extend the Entitlement Offer Closing Date ¹	Monday, 19 April 2021
Closing Date (Offer closes 5.00pm (Sydney, New South Wales))	Thursday, 22 April 2021
Shares quoted on a deferred settlement basis	Friday, 23 April 2021
Announcement of results of issue	Tuesday, 27 April 2021
Issue date of Shares and lodgement of Appendix 2A with ASX applying for quotation of the securities	Thursday, 29 April 2021
Quotation of Shares under the Entitlement Offer	Friday, 30 April 2021

Notes:

1. Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.
2. These dates are indicative only and are subject to change.

1 DETAILS OF THE OFFERS

1.1. STRUCTURE OF THE OFFERS

1.1.1 ENTITLEMENT OFFER

Under the non-renounceable pro-rata offer of Shares on the basis of 1 Share for every 2 Shares held on the Record Date, at an issue price of \$0.026 each to raise up to \$3,400,000 before costs. Each Eligible Shareholder has the opportunity to subscribe for one Share for every two Shares held on the Record Date. The Entitlement Offer is fully underwritten by KTM Capital.

Entitlements under the Entitlement Offer will be rounded down to the nearest whole number. Entitlements of Shareholders that round down to zero will not have any entitlement under the Entitlement Offer.

Eligible Shareholders are being sent this Prospectus together with a personalised Acceptance Form and are invited to apply for Shares. The Entitlement Offer opens on 13 April 2021 and closes at 5.00pm (Sydney, New South Wales) on 22 April 2021.

1.1.2 Placement

As approved by Shareholders at the Annual General Meeting on 17 March 2021 (“**AGM**”), the Company proposes to issue 30,769,231 Shares (“**Placement Shares**”) to Placement Recipients at an issue price of \$0.026 each to raise \$800,000 before costs.

The Placement consists of:

- 25,000,000 Shares to Exempt Investors; and
- 5,769,230 Shares to New Directors (1,923,077 Shares to Peter Ward and 3,846,153 Shares to Martin Rogers),

together (the “**Placement Recipients**”).

The Company proposes to issue the Placement Shares to Placement Recipients prior to the Record Date of the Entitlement Offer.

In addition to the Entitlement Offer, this Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of the Placement Shares issued prior to the Closing Date.

1.1.3 LOYALTY OPTIONS ENTITLEMENT OFFER

As announced on 12 February 2021, the Company intends to conduct a non-renounceable loyalty entitlement offer of Options, 3 months after the date of this Prospectus, on the basis of 1 Option for every 3 Shares, at an issue price of \$0.013 each to raise up to \$1,700,000 before costs (“**Loyalty Option Entitlement Offer**”).

The Company will provide Shareholders with an update with respect to the Loyalty Option Entitlement Offer in due course.

1.2. PURPOSE OF THE OFFERS

The purpose of the Entitlement Offer and the Placement (together the “**Offers**”) is to raise up to \$4,200,000 (before costs) to enable the Company to:

- fund Tiris Uranium Project and Häggån Projects exploration and evaluation;
- comply with the requirements of the ASX to enable the removal of the trading suspension in Shares and reinstatement to the Official List; and
- provide the Company with additional working capital.

The funds raised under the Offers are planned to be used in accordance with the table set out below:

Use of Funds	Amount
Tiris Project	\$1,115,000
Häggån Project	\$460,000
Tasiast gold and gold joint ventures	\$340,000
Corporate costs (including capital raising cost)	\$992,000
Settlement of outstanding obligations as at date of the Notice of AGM	\$760,000
Working capital	\$533,000
Total Use of Funds	\$4,200,000

Notes:

Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments, other items of a general administrative nature and cash reserves which may be used in connection with the Company's activities, as determined by the Board at the relevant time.

The above table is a statement of the Board's current intention as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

If Entitlements under the Entitlement Offer are not fully taken up by the Shareholders then this may have an effect on the rate at which any plans are undertaken by the Company, such as exploration programs. Additional funding through debt or equity may be considered by the Board where it is appropriate to accelerate a specific project or transaction.

If the Company decides to make any significant acquisitions of, or significant investments in, companies or other assets that are complimentary to its business, then it is possible that such acquisitions would be funded by additional financing through debt or equity (subject to any necessary Shareholder approvals).

1.3. SHORTFALL SHARES

Any Shares which are offered to Eligible Shareholders as part of their Entitlement but are not taken up will comprise the Shortfall Shares.

Eligible Shareholders who have subscribed for their Entitlements in full may apply for Shortfall Shares by completing the relevant section of their Entitlement and Acceptance Form and returning it to the Company together with the relevant Application Monies.

Shortfall Shares will be allocated to Eligible Shareholders who apply for Shortfall Shares in accordance with the following policy (subject to availability):

- the additional Entitlements will only be issued to the extent there is a sufficient number of available Entitlements;
- applications may be scaled back by the Company in accordance with the policy and discretions set out in this Prospectus; and
- the additional Entitlements will be issued at the Entitlement Offer price of \$0.026 per Share.

Therefore, applications for Shortfall Shares may not be successful (whether wholly or partially) and the Company does not guarantee the allocation of Shortfall Shares to any applicant. The decision of the Company on the number of Shortfall Shares to be allocated (if any) will be final.

Any Application Monies received for more than an applicant's final allocation of Shortfall Shares will be refunded (without interest) by the Company in accordance with the Corporations Act.

No Shortfall Shares will be placed to Directors or related parties of the Company, or any of their associates, and no Shortfall Shares will be placed to any person if it would cause that person or any of their associates to breach the takeover prohibition in section 606 of the Corporations Act.

1.4. ELIGIBLE SHAREHOLDERS

Eligible Shareholders for the purposes of the Entitlement Offer are those persons who:

- are registered as a holder of Shares as at 5.00pm (Sydney, New South Wales) on the Record Date; and
- have a registered address in Australia or New Zealand.

The Entitlements Offer made to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand)*.

Notwithstanding the above, the Company may (in its absolute discretion) extend the Entitlement to certain shareholders who have registered addresses outside the eligible countries in accordance with applicable law.

1.5. INELIGIBLE SHAREHOLDERS

Shareholders who are not Eligible Shareholders are **Ineligible Shareholders**.

The Company has determined, in reliance on ASX Listing Rule 7.7.1, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders;
- the small number and value of the Shares which would be offered to Ineligible Shareholders if they were Eligible Shareholders; and
- the cost of complying with the legal and regulatory requirements in the respective overseas jurisdictions.

Accordingly, this Entitlement Offer is not being extended to any Shareholders outside Australia and New Zealand. The Company will notify all Ineligible Shareholders of the Entitlement Offer and advise that the Company is not extending the Entitlement Offer to those Shareholders.

1.6. FOREIGN SHAREHOLDER RESTRICTIONS

The Prospectus does not constitute an offer in any jurisdiction where, or to any person to whom, it would not be lawful to issue this Prospectus or make such an offer. No action has been taken to register or qualify the Shares or the Entitlements Offer or otherwise to permit an offering of the Shares in any jurisdiction outside of Australia and New Zealand.

Where the Prospectus has been dispatched to Shareholders domiciled outside Australia or New Zealand and where that country's securities code or legislation prohibits or restricts in any way the making of the Entitlements Offer contemplated by this Prospectus, then the Prospectus and accompanying Acceptance Form are provided for information purposes only. It is the responsibility of any applicant to ensure compliance with any laws of a country relevant to their application. The return of a duly completed Acceptance Form will be taken by the Company as a representation and warranty by the Applicant that there has been no breach of such laws and that the Applicant is an Eligible Shareholder.

1.7. NO RIGHTS TRADING

Entitlements under the Entitlement Offer are non-renounceable and accordingly cannot be traded on the ASX or any other stock exchange, or privately transferred.

1.8. MINIMUM SUBSCRIPTION

There is no minimum level of subscription for the Entitlement Offer.

1.9. RANKING OF SHARES

Shares to be issued pursuant to the Offers will be issued on a fully paid basis and will rank equally in all respect with existing Shares.

A summary of the rights and liabilities attaching to the Shares is set out in Section 6.3.

1.10. UNDERWRITING

The Entitlement Offer is fully underwritten by KTM Capital Pty Ltd. A summary of the terms and conditions of the Underwriting Agreement is set out in Section 5.1.

1.11. ISSUE OF SHARES

The issue of Shares under this Prospectus will occur in accordance with the timetable. Upon Shares being issued under the Offers, holding statements will be issued to applicants as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares. Applicants who sell their Shares before they receive their holding statement will do so at their own risk.

1.12. APPLICATION MONIES

All Application Monies for Shares to be issued pursuant to the Entitlement Offer will be held in the Application Account on behalf of applicants until the Shares are issued or, if the Shares are not issued, until the Application Monies are returned to applicants. All interest (if any) earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

Any Applications Monies received for more than an applicant's final allocation of Shares will be refunded as soon as practicable after the Entitlement Offer Closing Date.

If the Shares are not issued to an applicant, a cheque will be drawn and the relevant Application Monies will be refunded as soon as practicable after the Entitlement Offer Closing Date.

1.13. ASX QUOTATION AND REINSTATEMENT CONDITIONS

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the Shares offered under this Prospectus.

If approval for quotation of the Shares to be issued under the Offers is not granted within 3 months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Monies without interest as soon as practicable.

The Company notes, however, that its Shares have been suspended from quotation since 20 May 2020 and it is anticipated that its Shares will remain suspended until the Company can satisfy certain requirements of the ASX. The Shares were suspended pending the release of an announcement clarifying recent market releases issued by the Company.

The Company will keep Shareholders informed of the status of its suspension and proposed reinstatement to trading in accordance with its corporate governance policies and continuous disclosure requirements.

The Company recommends Shareholders carefully consider the risk factors set out in Section 4 that could affect the performance of the Company, particularly with respect to the reinstatement to trading of its Shares on ASX.

The Company has submitted a submission to ASX with respect to its reinstatement and conditions to reinstatement that may be imposed by ASX (if any). The Company will provide the market with an update with respect to any material conditions to reinstatement imposed by the ASX (if any), in compliance with its continuous disclosure obligations.

1.14. CHESS

The Company participates in the Clearing House Electronic Subregister System (“**CHESS**”). ASX Settlement Pty Ltd (“**ASX Settlement**”), a wholly-owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

ASX Settlement will send a CHESS statement to Shareholders who are broker sponsored following the completion of each Entitlement Offer. Each CHESS statement will set out the number of Shares issued to the Shareholder under this Prospectus, and provide details of the Shareholder’s holder identification number and the participant identification number of the sponsor. CHESS allotment advices will be sent by the Share Registry.

The Share Registry will send a statement to Shareholders who are registered on the Issuer Sponsored sub-register following the completion of each Entitlement Offer. Each statement will contain the number of Shares issued to the Shareholder under this Prospectus and the Shareholder’s security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes.

1.15. PRIVACY DISCLOSURE

Persons who apply for Shares under this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications, to provide facilities and services to security holders and to carry out various administrative functions. Access to the information collected may be provided to the Company’s agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications may not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.16. TAXATION

It is the responsibility of all Shareholders to satisfy themselves of the particular taxation treatment that applies to them in relation to the Entitlement Offer by consulting their own professional tax advisers. Neither the Company nor the Directors accept any liability or responsibility in respect of the taxation consequences for Shareholders as a result of the matters referred to in this Prospectus.

2 HOW TO APPLY

This Section 2 sets out the choices for an Eligible Shareholder with respect to applying for Shares under the Offer.

Please refer to Section 1.4 to determine who is an Eligible Shareholder.

2.1. CHOICES AVAILABLE

Eligible Shareholders may do any of the following:

- take up all or part of their entitlement under the Entitlement Offer (refer to Section 2.2); or
- do nothing (refer to Section 2.3).

The Entitlement Offer is a non-renounceable pro rata offer to Eligible Shareholders. The Entitlement Offer is fully underwritten. Eligible Shareholders who take up their entitlement in full will not have their percentage shareholding in the Company diluted by the Entitlement Offer. The percentage shareholdings of Eligible Shareholders who do not take up all of their entitlement will be diluted. For further details on the effects of the Entitlement Offer, please refer to Section 3.

2.2. TAKE UP ALL OR PART OF ENTITLEMENT

Eligible Shareholders who wish to take up all or part of their entitlement under the Entitlement Offer should complete the Acceptance Form in respect of the number of Shares they wish to subscribe for and arrange for payment of the Application Monies in accordance with Section 2.4.

2.3. ALLOW ALL OR PART OF ENTITLEMENT TO LAPSE

If Eligible Shareholders decide not to accept all or part of their entitlement to Shares, or fail to accept by the Entitlement Offer Closing Date, the part of their entitlement not accepted will lapse. The Shares not subscribed for will form part of the Shortfall.

Eligible Shareholders should note that if they do not take up their entitlement then although they will continue to own the same number of Shares, their percentage holding in the Company will be reduced.

2.4. MAKING AN APPLICATION UNDER THE ENTITLEMENT OFFER

Eligible Shareholders have two payment options in order to take up their entitlement under the Entitlement Offer.

Option 1: Submit a completed Acceptance Form together with a cheque, bank draft or money order.

To follow option 1, applicants should:

- complete the personalised Acceptance Form accompanying this Prospectus in accordance with the instructions set out on that form, and indicate the number of Shares they wish to subscribe for; and
- return the form to the Share Registry (address details below) together with a cheque, bank draft or money order which must be:
 - in respect of the full Application Monies (being \$0.026 multiplied by the number of Shares they wish to subscribe for); and
 - in Australian currency drawn on an Australian branch of a financial institution; and
 - made payable to ‘Aura Energy Limited’ and crossed ‘Not Negotiable’.

Applicants should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of the cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay for the number of Shares applied for in the Acceptance Form in full, the applicant will be taken to have applied for the lower number of whole Shares as the cleared Application Monies will pay for (and to have specified that number of Shares in the Acceptance Form). Alternatively, the application will be rejected.

Cash payments will not be accepted. Receipts for payment will not be issued.

Applicants need to ensure that their completed Acceptance Form and cheque, bank draft or money order reaches the Share Registry at the address below by no later than 5:00pm (Sydney, New South Wales) on 22 April 2021.

Completed Acceptance Forms should be returned to the Share Registry at the following address:

Computershare Investor Services Pty Ltd
GPO Box 505
Melbourne VIC 3001
Australia

Option 2: Pay via BPAY® payment

To follow option 2, applicants should pay the full Application Monies, being \$0.026 multiplied by the number of Shares comprising their entitlement, or, if subscribing for only part of their entitlement, the number of Shares the applicant wishes to subscribe for, via BPAY® payment in accordance with the instructions set out on the personalised Acceptance Form (which includes the biller code and the applicant's unique customer reference number). Applicants can only make a payment via BPAY® if they are the holder of an account with an Australian financial institution.

Please note that if payment is made by BPAY®:

- the applicant does not need to submit the personalised Acceptance Form but is taken to make the statements on that form; and
- if the applicant subscribes for less than its entitlement or does not pay for its full entitlement, the applicant is taken to have taken up its entitlement in respect of such whole number of Shares which is covered in full by the Application Monies.

Applicants need to ensure that their BPAY® payment is received by the Share Registry by no later than 5:00pm (Sydney, New South Wales) on 22 April 2021. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds are submitted through BPAY® by the date and time mentioned above.

2.5. EFFECT OF MAKING AN APPLICATION

Returning a completed Acceptance Form or making a BPAY® payment will be taken to constitute a representation by the applicant that it:

- has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- agrees to be bound by the terms of this Prospectus and the Constitution;
- makes the representations and warranties in this Section 2.5 and confirms its eligibility in respect of an offer of Shares under the Offer;
- declares that all details and statements in the Acceptance Form are complete and accurate;
- declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Acceptance Form;

- acknowledges that once the Acceptance Form is returned or a BPAY® payment is made its acceptance may not be withdrawn;
- agrees to being issued the number of Shares it applies for at the offer price (or a lower number issued in a way described in this Prospectus);
- authorises the Company to register it as the holder(s) of the Shares issued to it;
- acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the Shares are suitable for it, given its investment objectives, financial situation or particular needs; and
- authorises the Company and its officers or agents to do anything on its behalf necessary for Shares to be issued to it, including correcting any errors in its Acceptance Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Acceptance Form.

2.6. ENQUIRIES

This Prospectus is important and should be read in its entirety. Shareholders who are in any doubt as to the course to follow should consult their stockbroker, lawyer, accountant or other professional adviser without delay.

Shareholders who:

- have questions relating to the calculation of their entitlement;
- have questions on how to complete an Acceptance Form or take up their entitlements; or
- have lost an Acceptance Form and would like a replacement form,

should call the Company Secretary on +61 3 9824 5254 between 9.00am to 5.00pm (Sydney, New South Wales) Monday to Friday during the Entitlement Offer period.

3 EFFECT OF THE OFFERS

3.1. PRINCIPAL EFFECTS OF THE PLACEMENT ON THE COMPANY

As set out in Section 1.1, 30,769,230 Shares are proposed to be issued pursuant to the Placement, which will be conducted by the Company independently of the Entitlement Offer. The principal effects of the Placement are that it will:

- increase the total number of Shares on issue from 196,732,735 Shares to 227,501,965 Shares; and
- increase the Company's cash reserves by \$800,000 (before the costs of the Placement are paid).

3.2. PRINCIPAL EFFECT OF THE ENTITLEMENT OFFER ON THE COMPANY

As the Entitlement Offer is fully underwritten, the potential effect of the Entitlement Offer will be that:

- cash reserves will increase by approximately \$3,400,000 (before costs); and
- the number of fully paid ordinary shares on issue will increase from 261,539,652 (post Placement and post issue of the AGM Related Shares) to approximately 392,309,478.

3.3. CAPITAL STRUCTURE

The table below provides a summary of the capital structure of the Company at the date of this Prospectus and upon completion of the Offers.

Capital structure	Existing	Full Subscription
Existing Shares (Prior to AGM and Placement)¹	196,732,735	196,732,735
AGM Related Shares ²	-	34,037,687
Placement Shares ³	-	30,769,230
Existing Shares (Post issue of AGM Related Shares and Placement Shares)⁴	261,539,652	261,539,652
Shares under the Entitlement Offer ⁵	-	130,769,826
Total Shares (Post issue of AGM Related Shares, Placement Shares and Shares under the Entitlement Offer)⁶	392,309,478	392,309,478
AGM Related Options ⁷	-	36,746,791
Unlisted Options ⁸	7,349,360	7,349,360
Total Options⁹	7,349,360	44,096,151
Performance Rights ¹⁰	769,231	769,231
Convertible Notes ¹¹	2	2
Total Convertible Securities¹²	8,118,593	44,865,384

Capital structure	Existing	Full Subscription
Fully Diluted Share Capital	400,428,071	437,174,862

Notes:

- 1 The existing Shares on issue as at the date of this Prospectus and prior to the issue of the Placement Shares and Shares to be issued under resolutions passed at the Company's annual general meeting dated 17 March 2021 ("**AGM**") ("**AGM Related Shares**").
- 2 Pursuant to resolutions passed at the Company's AGM dated 17 March 2021, the Company will issue the following 34,037,687 Shares to the following persons:
 - (a) 11,923,076 Shares at an issue price of \$0.026 each to Lind Global Macro Fund LP;
 - (b) 9,037,690 Shares at an issue price of \$0.026 each to the non-executive directors on the following basis:
 - (i) 2,667,308 Shares to Robert Beeson (or his respective nominees);
 - (ii) 2,667,308 Shares to Jules Perkins (or his respective nominees);
 - (iii) 1,825,000 Shares to John Bennett (or his respective nominees);
 - (iv) 1,227,308 Shares to Robert Craigie (or his respective nominees);
 - (v) 650,769 Shares to Brett Fraser (or his respective nominees);
 - (c) 3,846,154 Shares at an issue price of \$0.026 each to the executive chairman Peter Reeve (or his nominee);
 - (d) 5,769,230 Shares at an issue price of \$0.026 each to ASEAN Deep Value Fund, Axel Saringen and the Pre-Emptive Trading Pty Ltd (or their respective nominees); and
 - (e) 3,461,538 Shares at an issue price of \$0.026 each to CFO Solutions Pty Ltd.
- 3 30,769,230 Placement Shares at an issue price of \$0.026 each to be issued to the Placement Recipients as approved at the Company's AGM on the following basis:
 - (a) 25,000,000 Shares to Exempt Investors; and
 - (b) 5,769,230 Shares to the New Directors on the basis of:
 - (i) 1,923,077 Shares to Peter Ward; and
 - (ii) 3,846,153 Shares to Martin Rogers;
- 4 The existing Shares on issue after the issue of the Placement Shares and AGM Related Shares.
- 5 Shares issued under the Entitlement Offer pursuant to Section 1.1 of this Prospectus.
- 6 Total Shares of the Company on issue after the Placement Shares, AGM Related Shares and the issue of Shares under the Entitlement Offer.
- 7 Pursuant to resolutions passed at the Company's AGM dated 17 March 2021, the Company will issue (or has issued) the following 36,746,791 Options to the following persons ("**AGM Related Options**"):
 - (a) 4,054,487 Options at an exercise price of \$0.104 each to Exempt Investors to be exercised on or before 31 March 2023 (being two (2) years from the date of issue);
 - (b) 1,923,076 Options at an exercise price of \$0.104 each to Exempt Investors to be exercised on or before 31 March 2023 (being two (2) years from the date of issue);
 - (c) 21,153,845 Options at an exercise price of \$0.052 each to the New Directors on the basis of:
 - (i) 5,769,230 Options to Peter Ward; and
 - (ii) 15,384,615 Options to Martin Rogers;
 to be exercised on or before 30 June 2024;
 - (d) 5,769,230 Options at an exercise price of \$0.052 each to ASEAN Deep Value Fund, Axel Saringen and the Pre-Emptive Trading Pty Ltd (or their respective nominees) to be exercised on or before 30 June 2024; and
 - (e) 3,846,153 Options at an exercise price of \$0.052 each to L1 Capital Global Opportunities Master Fund, to be exercised on or before 17 March 2024.
- 8 The Company has issued 7,349,360 Unlisted Options on the following basis:
 - (a) 4,807,962 Unlisted Options issued on 29 April 2019 to Exempt Investors at an exercise price of \$0.208 and an expiry of 29 April 2022;
 - (b) 1,003,206 Unlisted Options issued on 31 August 2018 to Exempt Investors at an exercise price of \$0.286 and an expiry of 31 August 2021; and
 - (c) 1,538,462 Unlisted Options issued on 18 November 2019 to Exempt Investors at an exercise price of \$0.098 and an expiry of 18 November 2022.

- 9 Total Options in the Company exercised or available to be exercised by Option holders.
- 10 Performance Rights held by employees of the Company. Refer to the Company's notice of meeting dated 27 October 2017 for a summary of the terms and conditions of the Company's Performance Rights.
- 11 Total number of convertible notes on issue by the Company.
- 12 Total Convertible Securities in the Company exercised or available to be exercised by the Convertible Securityholders.

3.4. THE UNDERWRITER

The Entitlement Offer is fully underwritten by KTM Capital Pty Ltd ("**KTM Capital**" or "**Underwriter**") (see Section 5.1 for further details). The extent to which Shares are issued to KTM Capital pursuant to the Underwriting Agreement will increase KTM Capital's voting power in the Company.

If the scenario arises, the Underwriter intends to rely on the underwriting exception under item 13 of section 611 of the Corporations Act with respect to its voting power increasing from a shareholding position from under 20% to over 20%, noting that such an exception is available to be relied upon if the issue of securities is to a person as an underwriter and the disclosure document adequately discloses the effect that the acquisition would have on the person's voting power in the entity.

The table below set out the results of various scenarios and their approximate effect on the Relevant Interests and voting power of the Underwriter based on varying levels of participation in the Entitlement Offer.

Subscription (%)	Shortfall	Underwriter	
		Relevant Interest	Voting Power
At the date of this Offer Document			
N/A	N/A	0	0%
At completion of the Offers			
100%	Nil	0	0%
75%	25%	32,692,456	8.33%
50%	50%	65,384,913	16.67%
40%	60%	78,461,895	20%
25%	75%	98,077,369	24.99%
0%	100%	130,769,826	33.33%

The number of Shares in which the Underwriters have a Relevant Interest in the table above shows the potential effect of the Underwriter's underwriting of the Entitlement Offer. However, it is unlikely that no Shareholders will take up entitlements under the Entitlement Offer. The underwriting obligation and therefore voting power of the Underwriters will reduce by a corresponding amount for the amount of entitlements taken up under the Entitlement Offer by Eligible Shareholders.

The implementation of the Underwriter's current intentions in relation to their ownership interest in the Company will be subject to the law including the Corporations Act, the Listing Rules and the Company's Constitution.

3.5. EFFECT OF THE ENTITLEMENT OFFER ON CONTROL

The Entitlement Offer is a pro rata offer so that if all Eligible Shareholders take up their entitlements, the voting power of all Eligible Shareholders will remain the same. In that event, there will be no actual or potential effect or consequences arising from the Entitlement Offer on control of the Company other than the dilution of any Ineligible Shareholders who are unable to participate in the Entitlement Offer (assuming no other Shares are issued and no Options are exercised other than as contemplated by the issue of Shares under the Offers and the issue of the AGM Related Securities).

The proportional shareholding interest and voting power in the Company of Eligible Shareholders who do not accept part of their rights under the Entitlement Offer will be diluted. The extent of that dilution will depend on the degree to which Eligible Shareholders as a whole accept their rights under the Entitlement Offer.

The proportional shareholding interest and voting power of Excluded Shareholders may be diluted because those Shareholders are not entitled to participate in the Entitlement Offer.

The proportional shareholdings of Eligible Shareholders who do not take up their entitlements in full will be diluted.

The proportional shareholdings of Ineligible Shareholders will be diluted as those Shareholders are not entitled to participate in the Entitlement Offer.

No Shares will be issued pursuant to the Entitlement Offer in contravention of section 606 of the Corporations Act.

3.6. EFFECT OF THE PLACEMENT ON CONTROL

As set out in Section 1.1, 30,769,231 Shares are proposed to be issued to the Placement Recipients, each of whom do not have a substantial holding in the Company. This represents 11.77% of the Company's issued Share capital (assuming no other Shares are issued and no Options are exercised other than as contemplated by the issue of Shares under the Offers and the issue of the AGM Related Securities).

The Placement does not have a material impact on the control of the Company.

3.7. PRO FORMA STATEMENT OF FINANCIAL POSITION

Set out on the following page is the audit reviewed statement of financial position for the Company at 30 June 2020, and pro forma statement of financial position at 30 June 2021. The unaudited pro forma statement of financial position has been prepared on the basis and assumption that there have been no material movements in the assets and liabilities of the Company between 30 June 2020 and completion of the Offers other than:

- the issue of up to approximately 130,769,826 Shares at an issue price of \$0.026 each through the Entitlement Offer to raise up to approximately \$3,400,000 before costs;
- 30,769,230 Shares to be issued at an issue price of \$0.026 each through the Placement to raise \$800,000 before costs; and
- the estimated expenses of the Offers are approximately \$352,000.

The significant accounting policies upon which the statement of financial position and the pro forma statement of financial position are based are contained in the audited Annual Report for the year ended 30 June 2020.

3.8. ACTUAL AND PROPOSED TRANSACTIONS TO ARRIVE AT THE PRO-FORMA FINANCIAL INFORMATION

The pro-forma financial information has been included for illustrative purposes to reflect the position of the Company on the assumption that the following transactions had occurred as at 30 June 2020:

AEE PROSPECTUS PRO FORMA FINANCIALS		Res 9 & 10 - Issue shares to extinguish outstanding Director remuneration													Res 15 - Issue options to L1 Capital Global Opportunities Master Fund	Placement and AGM Resolutions	Shares Entitlement Issue	Options Entitlement Issue	Other Adj	POST
	Jun/20	PRE	Res 6 - Con Notes	Res 7 - Issue Options re Jan 20 Placement	Res 8 - Issue Options re Mar 20 Placement	Res 9 & 10 - Issue shares to extinguish outstanding Director remuneration	Res 11 - placement shares to Rogers & Ward	Res 12 - placement shares to investors	Res 13 - Issue options to Rogers & Ward	Res 14 - Issue shares to settle litigation costs	Res 14 - Issue options to settle litigation costs	Res 15 - Issue shares to The CFO Solution	Res 15 - Issue options to L1 Capital Global Opportunities Master Fund	Placement and AGM Resolutions	Movements	Shares Entitlement Issue	Movements	Options Entitlement Issue	Other Adj	POST
	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)	\$AUD DR / (CR)
ASSETS																				
Current assets																				
Cash	234,689	234,689					150,000	650,000						1,034,689	3,400,015	4,434,704	1,700,008	6,134,712	-185,000	5,949,712
Trade & other receivables	77,752	77,752												77,752		77,752		77,752		77,752
Financial assets	91,866	91,866												91,866		91,866		91,866		91,866
Total current assets	404,307	404,307												1,204,307		4,604,322		6,304,330		6,119,330
Non-current assets																				
Plant & equipment	499	499												499		499		499		499
Exploration and evaluation	19,737,751	19,737,751												19,737,751		19,737,751		19,737,751		19,737,751
Total non-current assets	19,738,250	19,738,250												19,738,250		19,738,250		19,738,250		19,738,250
Total assets	20,142,557	20,142,557												20,942,557		24,342,572		26,042,580		25,857,580
LIABILITIES																				
Current liabilities																				
Trade & other payables	-760,058	-760,058				213,604								-546,454		-546,454		-546,454		-546,454
Provisions	-117,108	-117,108				99,881								-17,227		-17,227		-17,227		-17,227
Financial liabilities	-34,445	-34,445												-34,445		-34,445		-34,445		-34,445
Vendor consideration	-145,709	-145,709												-145,709		-145,709		-145,709		-145,709
Borrowings	-310,000	-310,000	310,000										102,682	102,682		102,682		102,682		102,682
Total current liabilities	-1,367,320	-1,367,320												-641,153		-641,153		-641,153		-641,153
Non-current liabilities																				
Borrowings NC	0	0													0		0		0	0
Provisions NC	-21,495	-21,495				21,495									0		0		0	0
Total Non Current liabilities	-21,495	-21,495													0		0		0	0
Total liabilities	-1,388,815	-1,388,815												-641,153		-641,153		-641,153		-641,153
Net assets	18,753,742	18,753,742												20,301,404		23,701,419		25,401,427		25,216,427
EQUITY																				
Share Capital	-50,967,094	-50,967,094	-310,000			-334,980	-150,000	-650,000		-150,000		-90,000		-52,652,074	-3,400,015	-56,052,089		-56,052,089	185,000	-55,867,089
Other contributed equity	-357,056	-357,056		53,020	25,147									-278,889		-278,889		-278,889		-278,889
Reserves	-1,147,314	-1,147,314		-53,020	-25,147				-472,802	-128,946		-102,682		-1,929,911		-1,929,911	-1,700,008	-3,629,919		-3,629,919
Accumulated losses	33,717,722	33,717,722							472,802	150,000	128,946	90,000		34,559,470		34,559,470		34,559,470		34,559,470
Total equity	-18,753,742	-18,753,742												-20,301,404		-23,701,419		-25,401,427		-25,216,427

3.9. DETAILS OF SUBSTANTIAL SHAREHOLDERS

The Company currently has the following substantial Shareholders, being a Shareholder with a relevant interest of 5% or more of the Shares on issue.

The table below assumes that all AGM Related Shares and Placement Shares have been issued prior to the Record Date of the Entitlement Offer.

Shareholder Name	Number of Shares	Percentage
Lind Global Macro Fund LP	47,476,936	18.15%
ASEAN Deep Value Fund	25,769,229	9.85%
Computershare Clearing Pty Ltd	16,750,310	6.40%
BNP Paribas Nominees Pty Ltd	14,483,828	5.54%

3.9.1 EFFECT OF THE ENTITLEMENT OFFER ON CONTROL

The percentage voting power of the substantial Shareholders listed at Section 3.9 will not increase assuming that all take up their full entitlement under the Entitlement Offer. In the event that substantial Shareholders do not take up their entitlement under the Entitlement Offer, this will further reduce their respective shareholdings.

3.10. EFFECTS OF THE OFFERS ON ACTIVITIES OF THE COMPANY

The issue of Shares under the Offers will provide funds for the purposes set out in Section 1.2.

4 RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This Section 4 identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their stockbroker, lawyer, accountant or other professional adviser before deciding whether to apply for Shares.

4.1. SPECIFIC RISKS

4.1.1 QUOTATION AND DELISTING RISK

The Company's securities have been suspended since 20 May 2020 and it is anticipated that the Company's securities will remain suspended until the Company can satisfy certain requirements of the ASX. The Shares were suspended pending the release of an announcement clarifying recent market releases issued by the Company.

The Company will keep Shareholders informed of the status of its suspension and proposed reinstatement to trading in accordance with its corporate governance policies and continuous disclosure requirements.

Whilst the Company is satisfied that it will be able to comply with any reasonable conditions imposed by ASX with respect to its reinstatement, there is a risk that the Company may not be able to satisfy all of the reinstatement conditions imposed by ASX.

Please refer to Section 1.13 for further information regarding the Company's reinstatement to the Official List.

4.1.2 EXPLORATION AND EVALUATION RISKS

The mineral tenements that the Company owns or has the right to exploit are located in Mauritanian and Sweden and are at various stages of exploration. Shareholders and potential investors should understand that mineral exploration and development are high-risk undertakings, and only occasionally provide high rewards.

There can be no assurance that exploration of the Company's projects, or any other projects that may be acquired in the future, will result in the discovery of an economic mineral deposit. In addition, there may be high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery. There is no assurance that exploration and development of the mineral interests owned by the Company, or any other projects that may be acquired in the future can be profitably exploited.

4.1.3 FUTURE CAPITAL REQUIREMENTS AND ADDITIONAL FUNDING

The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities. Should the Company require additional funding there can be no assurance that additional financing will be available on acceptable terms, or at all.

Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy. Any inability to obtain additional finance, if required, would have a material adverse effect on the Company's business and its financial condition and performance.

4.1.4 DEVELOPMENT RISKS AND COSTS

Possible future development of mining operations at any of the Company's projects is dependent on a number of factors and avoiding various risks, including, but not limited to, failure to acquire and/or delineate economically recoverable mineral bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, unseasonal weather patterns, excessive seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services.

In addition, the construction of any proposed future and current development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delays to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations.

4.1.5 OPERATING RISKS

The possible future development of a mining operation at any of the Company's projects is dependent on a number of factors. There is no assurance that can be given to the level of viability that the Company's operations may achieve. Unless and until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Lower than expected productivity and technical difficulties and late delivery of materials and equipment could have an adverse impact on any future construction and commissioning schedules. No assurance can be given that the intended production schedules will be met or that the estimated operating cash costs and development costs will be accurate.

Further, the operations of the Company (if production commences) may have to be shut down or may otherwise be disrupted by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, technical failures, labour disputes, weather conditions, fire, explosions and other accidents at the mine, processing plant or related facilities beyond the control of the Company. The occurrence of any of the risks and hazards could also result in damage to, or destruction of, amongst other things, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability.

The Company intends to apply for insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all, or that any coverage it obtains will be adequate and available to cover any such claims).

4.1.6 ENVIRONMENTAL RISKS AND REGULATIONS

The Company's operations are mainly subject to Mauritanian and Swedish environmental laws and regulations. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

The Company attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

Further, the Company may require approval from the relevant authorities before it can undertake exploration or development activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

4.1.7 LICENCES, PERMITS AND PAYMENT OBLIGATIONS

The Company's activities are dependent upon the grant, or as the case may be, the maintenance of appropriate licences, claims, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The Company cannot guarantee that those mining tenements that are applications will ultimately be granted (in whole or in part).

The maintaining of tenements, obtaining renewals, or getting tenements granted, often depends on the Company being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith.

Pursuant to the licences comprising the Company's projects, the Company will become subject to payment and other obligations. In particular, licence holders are required to expend the funds necessary to meet the minimum work commitments attaching to the tenements.

Failure to meet these work commitments may render the licence subject to forfeiture or result in the holders being liable for fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in its projects.

4.1.8 NO PRODUCTION REVENUES

At present, the Company is not generating any revenues from its projects nor has the Company commenced commercial production on any of its properties. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future.

The Company's operating expenses and capital expenditures may increase in subsequent years as additional consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's projects are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which are beyond the Company's control.

The Company expects to continue to incur losses unless and until such time as its projects enter into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's projects will require the commitment of substantial resources to conduct the time-consuming exploration and development activities.

There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

4.1.9 POTENTIAL ACQUISITIONS

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects.

4.1.10 ACCESS AND THIRD-PARTY RISKS

The Company may be required to obtain the consent from the holders of third-party interests which overlay areas within its tenements or future tenements granted to the Company, prior to accessing or commencing any exploration or mining activities on the affected areas within its existing tenements or future tenements.

The Company's existing tenements are in areas that have been the subject of exploration activities. Given the history of the areas, the Directors believe that third party risk to access the tenements is low. As part of the process of submitting a program of works for any ground disturbing activities, any underlying stake holders will be notified and the Company will work to minimise disturbance in relation to the proposed activities in accordance with applicable law.

The Directors however acknowledge that delays may be caused to commencement of exploration programs. The activities contemplated by the Company under all of the tenement work programs are in and around areas historically disturbed by past exploration activities.

Given that the exploration activities contemplated by the Company are proximate to or otherwise in areas that have already been actively explored to some extent, the Directors consider the risk of any impediments with respect to underlying stake holders to be low. However, the Company acknowledges that exploration success may result in extended work programs that may require further consents.

4.1.11 JOINT VENTURE PARTIES, AGENTS AND CONTRACTORS

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

4.1.12 INSURANCE AND UNINSURED RISKS

The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered, or fully covered, by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and production is not always available and, where available, the costs can be prohibitive.

4.1.13 COMMODITY PRICE AND EXCHANGE RATE RISKS

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The prices of uranium, vanadium, gold and base metals fluctuate widely and are affected by numerous factors beyond the control of the Company, such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events.

Future serious price declines in the market values of uranium, vanadium, gold and base metals could cause the development of, and eventually the commercial production from, the Company's projects and the Company's other properties to be rendered uneconomic. Depending on the prices of commodities, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties.

There is no assurance that, even as commercial quantities of uranium, vanadium, gold and base metals are produced, a profitable market will exist for it. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be considered in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

In addition to adversely affecting any reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

4.1.14 CORONAVIRUS (COVID-19) RISK

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The price of Shares may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19.

Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company's ability to freely move people and equipment to and from exploration projects may cause delays or cost increases. The effects of COVID-19 on the Share price may also impede the Company's ability to raise capital, or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

4.2. GENERAL RISKS

4.2.1 RELIANCE ON KEY PERSONNEL

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

4.2.2 INVESTMENT RISKS

The Shares to be issued pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. There is no guarantee as to the payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the price paid by the investor for the Shares.

4.2.3 SHARE MARKET RISKS

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

There is also no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few buyers or sellers of Shares on the ASX at any particular time.

COVID-19 has increased global share market volatility and is likely to continue to negatively affect global share-markets for an undetermined period of time.

4.2.4 COMPETITION RISKS

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and

operations, the Company will have no influence or control over the activities or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

4.2.5 ECONOMY RISKS

The future viability of the Company is also dependent on a number of factors which may affect the performance of all industries and not just the education industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world and, in particular, investment sentiment towards the education sector;
- movement in, or outlook on, exchange rates, interest rates and inflation rates; and
- natural disasters, social upheaval or war.

4.2.6 CLIMATE CHANGE REGULATION

Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

The efforts of the Australian government to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change that could significantly impact the Company. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the company.

Furthermore, the physical risks to the Company resulting from climate change can be event driven (acute) or longer-term shifts (chronic) in climate patterns. These physical risks may have financial implications for the Company, such as direct damage to assets and indirect impacts from supply chain disruption.

5 MATERIAL CONTRACTS

5.1. UNDERWRITING AGREEMENT

The Company has entered into the Underwriting Agreement appointing KTM Capital as underwriter to the Entitlement Offer. Set out below is a summary of the key terms of the Underwriting Agreement dated 30 March 2021.

The Underwriting Agreement is subject to certain condition precedents which are considered standard for underwriting agreements of this type, including:

- **(Other approvals):** The Company obtaining all regulatory approvals, relief and modifications (in form and substance acceptable to the Underwriter) that are necessary to enable the Entitlement Offer to proceed in accordance with the indicative timetable agreed between the Company and the Underwriter;
- **(Shortfall notice):** The Company delivering to the Underwriter a notice setting out the number of Shortfall Shares on the business day immediately prior to the date the Company is required to notify the Underwriter of the number of Shortfall Shares (up to the Underwritten Amount); and
- **(Official quotation):** ASX not having indicated to the Company or the Underwriter, on or before the proposed issue date of Shares under the Entitlement Offer that it will not grant permission for the quotation of Shares being offered pursuant to the Entitlement Offer on ASX.

Prior to the issue date of Shares under the Entitlement Offer, and subject to their being no material breach or default of the Underwriting Agreement by the Company, the Underwriter is required to subscribe, or procure subscriptions by institutional or exempt investors, for the Shortfall Shares (up to the Underwritten Amount), and pay, or procure payment to, the Company of the issue price in respect of each of the underwritten Shares.

Pursuant to the Underwriting Agreement, the Company will pay the Underwriter an underwriting fee of 6% (plus GST) of the total amount raised under the Entitlement Offer.

The obligation of the Underwriter to underwrite the Entitlement Offer is subject to certain events of termination which are considered standard for an agreement of this type. The material circumstances in which the Underwriter may terminate its obligations under the Underwriting Agreement are:

- **(breach):** The Company fails to perform or observe any of its material obligations under the Underwriting Agreement;
- **(due diligence)** any of the documents required to be provided under the due diligence planning memorandum, including the due diligence report, issued by the due diligence committee established for the purposes of this Prospectus having been withdrawn, or varied without the prior written consent of the Underwriter;
- **(Market fall):** The S&P/ASX 300 Index closes on any two consecutive business days prior to the issue date of Shares under the Entitlement Offer, at a level that is 10% or more below its level as at the close of trading on the business day before the date of this agreement;
- **(Information):** The due diligence report or the information provided by or on behalf of the Company to the Underwriter in relation to the due diligence program, the Prospectus or the Entitlement Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- **(Future matters):** Any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in this Prospectus is or becomes incapable of being met or, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe; and

- **(Adverse Change):** There is an adverse change, or an event occurs that is likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook or prospects of the Company.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

6 ADDITIONAL INFORMATION

6.1. CONTINUOUS DISCLOSURE

The Company is a “listed disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to the ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- it is subject to regular reporting and disclosure obligations;
- copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- it will provide a copy of each of the following documents, free of charge, to any person on request between the Opening Date and the Offer Closing Date:
 - the financial report of the Company for the year ended 30 June 2020;
 - any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report but before the lodgement of this Prospectus with ASIC; and
 - all continuous disclosure notices given by the Company after the lodgement of the annual financial report but before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities the subject of this Prospectus; and
- would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the lodgement of the financial report for the year ended 30 June 2020:

Date	Title
06/11/2020	September 2020 Quarterly Report
02/12/2020	AGM Extension of time
22/12/2020	Change of Company Secretary
01/02/2021	Quarterly Activities Report
15/02/2021	Notice of Annual General Meeting / Proxy Form
09/03/2021	AGM and Consolidation timetable update, change of address
10/03/2021	Consolidation/Split – AEE
15/03/2021	Update Consolidation/Split – AEE
16/03/2021	AGM details
17/03/2021	December Half Year Report Update
17/03/2021	Results of Annual General Meeting
22/03/2021	Proposed issue of Securities – AEE
23/03/2021	Final Director's Interest Notice x 5
23/03/2021	Initial Director's Interest Notice x 2
30/03/2021	Half Year Accounts

6.2. MARKET PRICE OF SHARES ON ASX

The Company's shares have been suspended from trading on the ASX since 20 May 2020. Accordingly, there has been no trading in the Company's shares since that date and there is no highest and lowest sale price of Shares on ASX during the 3 months preceding the date of this Prospectus. The last sale price before the Company was suspended from trading and lodgment of this Prospectus was lodged with ASIC was \$0.004 per Share.

6.3. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The Shares will rank equally in all respects with existing fully paid ordinary shares in the capital of the Company on issue. The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6.3.1 GENERAL MEETINGS

Security holders are entitled to be present in person, or by proxy, attorney or representative, to attend and vote at general meetings of the Company.

Security holders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

6.3.2 VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes of securities, at general meetings of security holders or classes of security holders:

- each security holder entitled to vote may vote in person or by proxy, attorney or representative;
- on a show of hands, every person present who is a security holder or a proxy, attorney or representative of a security holder has one vote, and
- on a poll, every person present who is a security holder or a proxy, attorney or representative of a security holder shall, in respect of each fully paid security held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the security, but in respect of partly paid securities shall have such number of votes as bears the same proportion to the total of such securities registered in the security holder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

6.3.3 DIVIDEND RIGHTS

Subject to the rights of persons (if any) entitled to securities with special rights to dividend, the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the security holders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. The Company may not pay interest in respect of any dividend, whether final or interim.

6.3.4 WINDING UP

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the security holders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the security holders or different classes of security holders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any securities or other securities in respect of which there is any liability. Where an order is made for the winding-up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any securities classified as restricted securities at the time of the commencement of the winding up shall rank in priority after all other securities.

6.3.5 TRANSFER OF SECURITIES

Generally, securities in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act.

6.3.6 VARIATION OF RIGHTS

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders, vary or abrogate the rights attaching to securities.

If at any time the share capital is divided into different classes of securities, the rights attached to any class (unless otherwise provided by the terms of issue of the securities of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued securities of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the securities of that class.

6.4. CONSENTS

Each of the parties referred to as consenting parties who are named below:

- does not make the Entitlement Offer;
- has not authorised, and has not caused, the issue of this Prospectus;
- has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus; and
- has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named.

Role	Consenting party
Legal adviser	Price Sierakowski Corporate
Share Registry	Computershare Investor Services
Underwriter	KTM Capital Pty Ltd
Auditor	Bentleys

6.5. INTERESTS OF DIRECTORS, EXPERTS AND ADVISERS

Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or

underwriter to the issue of the Shares or financial services licensee named in this Prospectus as being involved in the issue of the Shares,

holds at the date of this Prospectus or held at any time during the last two years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion; or
- the Entitlement Offer.

Other than as set out below or elsewhere in this Prospectus, no amount has been paid or agreed to be paid, and no benefit has been given or agreed to be given, to any Director or proposed Director either to induce them to become, or to qualify as, a Director of the Company, or otherwise for services rendered by them in connection with the formation or promotion of the Company or the Entitlement Offer.

6.5.1 DIRECTORS' RELEVANT INTERESTS IN SHARES

The Directors have the following relevant interests in Shares:

Director	Number of Shares Held ¹	Entitlement to subscribe for Shares ²	Number of Shares Held post-Offers
Peter Reeve	7,524,026	3,762,013	11,286,039
Martin Rogers	3,846,153	1,923,076	5,769,229
Peter Ward	2,153,847	1,076,923	3,230,770

Notes:

1. Assumes that the AGM Related Shares and Placement Shares have been issued and Directors do not exercise Options over ordinary Shares prior to the completion of the Entitlement Offer.
2. Assumes all directors take up their entitlements.

6.5.2 DIRECTORS' REMUNERATION

The Constitution provides that the Non-Executive Directors may be paid for their services as non-executive directors a maximum total amount (excluding salaries) determined by the Company in general meeting (currently set at \$300,000). Executive Directors are entitled to be remunerated by salary or other employment related benefits in accordance with their employment agreements. The table below sets out the remuneration paid or payable to the Directors for the two financial years prior to the date of this Prospectus and for the current financial year until the date of this Prospectus:

Director	Remuneration 2019 financial year	Remuneration 2020 financial year	Remuneration 2021 financial year (estimated)
Peter Reeve	425,000	337,467	200,000
Martin Rogers	-	-	75,000 (plus superannuation)
Peter Ward	-	-	40,000 (plus superannuation)

6.5.3 EXPERTS AND ADVISERS

Price Sierakowski Corporate has acted as legal adviser to the Company. Price Sierakowski Corporate's fees for work in relation to the Entitlement Offer (which includes services in connection with the Entitlement Offer) up to the date of lodgment of this Prospectus will be approximately \$20,000 (plus GST and disbursements). Price Sierakowski Corporate may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates.

6.6. EXPENSES OF THE OFFERS

The estimated expenses of the Offers (exclusive of GST) are as follows:

Expense	Amount
Underwriting fees	252,000
Accounting fees	25,000

Expense	Amount
Legal fees	25,000
Postage, printing & Share Registry fees	25,000
ASIC & ASX fees	25,000
Total	\$352,000

Notes:

Based on 50% of Eligible Shareholders accepting their Entitlement and subscribing for Shares.

6.7. LITIGATION

As approved by Shareholders at the Company's Annual General Meeting dated 17 March 2021, ASEAN, Saringen, Pre-Emptive Trading Pty Ltd ("**PET**") and the Company have agreed to settle outstanding litigation and have executed deeds of settlement and release which will result in the Company issuing both Shares and Options to ASEAN, Saringen and PET.

The parties have formalised the agreed terms of the settlement (summarised in the Company's Notice of AGM announced 12 February 2021) and all parties have agreed to release each other party from all claims, subject to the satisfaction of the respective obligations under the deeds of settlement and release.

7 DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 1 April 2021.

A handwritten signature in black ink, appearing to read 'Peter Reeve', written in a cursive style.

Peter Reeve
Executive Chairman
Aura Energy Limited

8 DEFINITIONS

“Acceptance Form” means an acceptance form in the form accompanying this Prospectus pursuant to which Eligible Shareholders may apply for Shares under the Entitlement Offer.

“AGM” means Annual General Meeting.

“Application Account” means the Company’s bank account titled ‘Aura Energy Limited – Application Account’ which has been established for the purpose of holding the Application Monies.

“Application Monies” means the monies received from persons applying for Shares under the Entitlement Offer.

“ASIC” means the Australian Securities and Investments Commission.

“ASX” means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

“ASX Settlement” means ASX Settlement Pty Limited (ACN 008 504 532).

“Board” means the board of Directors.

“Business Day” means a day on which banks are open for business in Sydney, New South Wales excluding a Saturday, Sunday or public holiday.

“CHES” means the Clearing House Electronic Subregister System operated by ASX Settlement.

“Company” means Aura Energy Limited (ACN 115 927 681).

“Constitution” means the constitution of the Company from time to time.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Director” means a director of the Company.

“Eligible Shareholder” has the meaning given in Section 1.3.

“Entitlement Offer” means a non-renounceable entitlement offer of Shares on the basis of 1 Share for every 2 Shares held on the Record Date, at an issue price of \$0.026 each to raise up to \$3,400,000 before costs, made pursuant to this Prospectus.

“Entitlement Offer Closing Date” means the date that the Entitlement Offer closes which is 5.00pm (Sydney, New South Wales) on 22 April 2021 or such other time and date as the Company determines.

“Entitlement Offer Opening Date” means the first date for receipt of acceptances under the Offer which is 9:00am (Sydney, New South Wales) on 13 April 2021 or such other time and date as the Company determines.

“Exempt Investor” means a professional and/or sophisticated investor or an otherwise exempt offeree for the purpose of section 708 of the Corporations Act.

“Ineligible Shareholder” means a Shareholder who is not an Eligible Shareholder.

“Listing Rules” means the official Listing Rules of the ASX.

“Lodgement Date” means 1 April 2021.

“New Directors” means Martin Rogers and Peter Ward.

“Official List” means the official list of ASX.

“Placement” means the issue of 30,769,230 to Placement Recipients, at an issue price of \$0.026 per Share to raise \$800,000 before costs.

“Placement Recipients” means Exempt Investors and New Directors to be offered Shares by the Company under the Placement Offer.

“Prospectus” means this prospectus dated 1 April 2021.

“Record Date” means the date for determining the entitlement of Shareholders under the Entitlement Offer, being 5.00pm (Sydney, New South Wales) on 8 April 2021.

“Share” means a fully paid ordinary share in the capital of the Company.

“Share Registry” means Computershare Investor Services.

“Shareholder” means the registered holder of one or more Shares.

“Shortfall” means those Shares not validly applied for by Eligible Shareholders pursuant to their entitlement under the Entitlement Offer.

“Trading Day” has the meaning given in the ASX Listing Rules.

For all enquiries:

Phone:
(within Australia) 03 9516 6500
(outside Australia) +61 3 9516 6500

AEE

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Entitlement Offer — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (Sydney, New South Wales) Thursday, 22 April 2021**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus dated 1 April 2021.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Aura Energy Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Entitlement and Acceptance Form with Additional Shares

X 9999999991

I ND

STEP 1**Registration Name & Offer Details**

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

 For your security keep your SRN/
HIN confidential.

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
Thursday, 8 April 2021:

4,000

Entitlement to New Shares
on a 1 for 2 basis:

1

Amount payable on full acceptance
at \$0.026 per New Share:

\$0.01**STEP 2****Make Your Payment by 5:00pm (Sydney, New South Wales) Thursday, 22 April 2021**

To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

BPAY

Bill Code: 348177
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your
payment from your cheque or savings account.

Cheque, bank draft or money order

Make your cheque, bank draft or money order payable to "**Aura Energy Limited**"
and cross "**Not Negotiable**".

Return your payment with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Aura Energy Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

MAIL

Neither CIS nor Aura Energy Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

Detach here

Aura Energy Limited Acceptance Payment Details

Entitlement taken up:

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Number of additional New
Shares applied for:

--	--	--	--	--	--	--	--

Amount enclosed at \$0.026 per
New Share:

A\$

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Entitlement No: 12345678
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000



BPAY is the most efficient and secure form of payment. Your **BPAY** payment details
are shown above.

Contact & Cheque Details

**Contact
Name**

**Daytime
Telephone**

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

				A\$
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123456789123456789+0000000001-3051+14