

## Grant of Options under Employee Incentive Plan

Aurora Labs Limited (ASX: A3D) advises it has granted 225,000 unquoted options (Options) exercisable at \$2.23 to eight of its employees under its Employee Incentive Plan.

In addition, Aurora Labs resolved to seek shareholder approval to grant a further 115,000 Options to David Budge (Managing Director) and 140,000 Options to John Nathan Henry (Executive Director) under the Employee Incentive Plan, each exercisable at \$2.23, and otherwise on the same terms and conditions as the Options to be granted to non-related employees. Shareholders' approval will be sought at the next general meeting of Aurora Labs.

The Option exercise price was set at a price approximately 12.5% above the closing price of shares traded on ASX on 21 November 2016, being \$1.98.

All Options are exercisable on or before 30 November 2019.

The Options to each executive / employee were determined under three categories:

1. Package options – As part of their employment package with Aurora to attract and retain quality executives and employees.
2. Performance options – As a reward for executives and employees exceeding Company deliverables.
3. Innovation options – As a reward for employees who have come up with innovative ideas that are deemed to be beneficial to Aurora Labs and its business operations (usually by reference to whether the idea is likely to be patented or otherwise form the basis for potentially valuable proprietary technology of Aurora Labs).

Aurora Labs seeks to align the interests of its executives and employees with those of its shareholders. The Board believes that one of the best ways to achieve this is to give the executives and employees involved in the day-to-day management and operations of the business the opportunity to earn an equity stake in Aurora Labs that can grow with Aurora's financial and operational success.

An Appendix 3B New Issue Announcement is now attached.

For further information please contact:

*enquiries@auroralabs3d.com*

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Aurora Labs Limited

ABN

44 601 164 505

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Unquoted Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 225,000 Unquoted Options   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Each Unquoted Option is granted pursuant to the Company's Employee Incentive Plan and is exercisable at \$2.23 on or before 30 November 2019.<br><br>(Refer to Appendix A for full terms and conditions of Unlisted Options) |

+ See chapter 19 for defined terms.

**Appendix 3B**  
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|  |   |
|--|---|
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>No – All Unquoted Options will form a new class of options.</p> <p>The shares issued on the exercise of Unquoted Options will rank equally with existing fully paid ordinary shares on issue at that time.</p> |
| <p>5 Issue price or consideration</p>  | <p>The Unquoted Options were granted for nil cash consideration pursuant to the Company's Employee Incentive Plan.</p>  |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>  | <p>The Unquoted Options were granted to 8 employees of the Company who qualified to participate in the Company's Employee Incentive Plan.</p>   |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>  | <p>No</p>   |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>   | <p>N/A</p>  |
| <p>6c Number of +securities issued without security holder approval under rule 7.1</p>   | <p>N/A</p>  |

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+ See chapter 19 for defined terms.

|    |  |                  |                 |
|----|--|------------------|-----------------|
| 6d | Number of +securities issued with security holder approval under rule 7.1A   | N/A              |                 |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)  | N/A              |                 |
| 6f | Number of securities issued under an exception in rule 7.2   | N/A              |                 |
| 6g | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. | N/A              |                 |
| 6h | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements  | N/A              |                 |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements   | N/A              |                 |
| 7  | Dates of entering +securities into uncertificated holdings or despatch of certificates   | 22 November 2016 |                 |
| 8  | Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)   | Number           | +Class          |
|    |  | 22,214,304       | Ordinary Shares |

+ See chapter 19 for defined terms.

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|  | Number     | +Class  |
|--|------------|---|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable) | 32,785,696 | Ordinary Shares (restricted securities)   |
|  | 11,250,000 | Unquoted Options Exercisable at \$0.20 Expiring 31/12/2018  |
|  | 225,000    | Unquoted Options Exercisable at \$2.23 Expiring 30/11/2019  |
|  | 21,000,000 | Performance Shares: <ul style="list-style-type: none"> <li>• 6,300,000 Class A</li> <li>• 7,087,500 Class B</li> <li>• 7,612,500 Class C</li> </ul> |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)          | N/A        |   |

**Part 2 - Bonus issue or pro rata issue**

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

+ See chapter 19 for defined terms.

|    |   |     |
|----|---|-----|
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations  | N/A |
| 20 | Names of any underwriters   | N/A |
| 21 | Amount of any underwriting fee or commission  | N/A |
| 22 | Names of any brokers to the issue   | N/A |
| 23 | Fee or commission payable to the broker to the issue  | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders   | N/A |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting  | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders   | N/A |
| 28 | Date rights trading will begin (if applicable)  | N/A |
| 29 | Date rights trading will end (if applicable)  | N/A |

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|----|--|-----|
|    |  |     |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?                            | N/A |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?                    | N/A |
| 33 | <sup>+</sup> Despatch date   | N/A |

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000

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<sup>+</sup> See chapter 19 for defined terms.

100,001 and over

- 37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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

- 38 Number of securities for which <sup>+</sup>quotation is sought

- 39 Class of <sup>+</sup>securities for which quotation is sought

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

- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- 

- 42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 38)
- | Number | <sup>+</sup> Class |
|--------|--------------------|
|        |                    |

**Quotation agreement**

+ See chapter 19 for defined terms.



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

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1        +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2        We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3        We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4        We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company Secretary)

Date: 23/11/ 2016

Print name:        Mathew Whyte

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### Part 1

| Rule 7.1 – Issues exceeding 15% of capital  |  |
|---|--|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |  |
| <b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue  |  |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |  |
| <b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period  |  |
| <b>“A”</b>  |  |

+ See chapter 19 for defined terms.

|   |  |
|---|--|
| <b>Step 2: Calculate 15% of “A”</b>   |  |
| <b>“B”</b>  | <i>[Note: this value cannot be changed]</i>                            |
| <b>Multiply “A” by 0.15</b>   |  |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |  |
| <p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |  |
| <b>“C”</b>  |  |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |  |
| <p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>   |  |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>   |  |
| <b>Total [“A” x 0.15] – “C”</b>   | <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

## Part 2

|   |   |
|---|---|
| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>  |   |
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |   |
| <b>“A”</b><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>   | N/A                                       |
| <b>Step 2: Calculate 10% of “A”</b>   |   |
| <b>“D”</b>  | <i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>   |   |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>   |   |
| <b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><b>Notes:</b> <ul style="list-style-type: none"> <li><i>This applies to equity securities – not just ordinary securities</i></li> <li><i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |   |
| <b>“E”</b>  |   |

+ See chapter 19 for defined terms.

|  |   |
|--|---|
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b> |   |
| <b>“A” x 0.10</b><br><br><i>Note: number must be same as shown in Step 2</i>                           |   |
| <b>Subtract “E”</b><br><br><i>Note: number must be same as shown in Step 3</i>                         |   |
| <b>Total</b> [“A” x 0.10] – “E”  | <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ See chapter 19 for defined terms.

## Appendix A – Employee Incentive Plan Options -Terms & Conditions

1. **Employee Incentive Plan:**
  - (a) Each Option is granted pursuant to the Employee Incentive Plan (**Plan**) of Aurora Labs Limited ACN 601 164 505 (**Company**).
  - (b) Terms defined in the rules of the Plan (**Rules**) will, when used in these Terms of Options, have the same meaning given to those terms under the Rules unless expressly stated otherwise in these Terms of Options.
2. **Entitlement:** Each Option entitles the holder (**Option Holder**) to subscribe for 1 fully paid ordinary share (**Share**) in the Company.
3. **No payment on grant:** The Option Holder is not required to pay any amount on the grant of an Option.
4. **Exercise price:** The exercise price of each Option is \$2.23 (**Exercise Price**).
5. **Expiry date:** Each Option not exercised by 5.00pm (WST) on 30 November 2019 (**Expiry Date**) will automatically lapse and terminate.
6. **Certificate or holding statement:** The Company must give the Option Holder a certificate or holding statement stating:
  - (a) the number of Options issued to the Option Holder;
  - (b) the Exercise Price of the Options; and
  - (c) the date of issue of the Options.
7. **Restrictions on dealing and transfer:**
  - (a) An Option Holder must not sell, transfer, mortgage, pledge, charge, grant a security interest over or otherwise dispose of (**Dispose**) any Options, or agree to do any of the same, without the prior consent of the Company's Board of Directors (**Board**), except where such Disposal occurs by force of law.
  - (b) The transfer of any Option is subject to any restrictions on transfer under the Corporations Act or the ASX Listing Rules.
8. **Quotation of Options:** The Company will not apply for quotation of any Options.
9. **New issues:** The Option Holder is not entitled to participate in any new issue to the holders of Shares (**Shareholders**) of securities in the Company unless they have exercised their Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the ASX Listing Rules.
10. **Bonus issues:** If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

11. **Pro rata issues:** If the Company makes a pro rata issue of Shares (except a bonus issue) to Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, the Exercise Price of each Option will be reduced in accordance with the ASX Listing Rules.
12. **Reorganisation:**
- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
  - (b) Any calculations or adjustments which are required to be made will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
  - (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.
13. **Exercise:**
- (a) Subject to 13(b), an Option Holder may:
    - (i) not exercise an Option during the period (**Restriction Period**) commencing on the date that an Option is granted and expiring on the later of:
      - (A) the date that the last Vesting Condition (if any) is satisfied or waived by the Company; and
      - (B) the date when the last Exercise Condition (if any) is satisfied or waived by the Company; and
    - (ii) only exercise an Option after the expiry of the Restriction Period but prior to the Expiry Date.
  - (b) Notwithstanding paragraph 13(a), an Option may be exercised:
    - (i) in the Board's absolute discretion, at any time after a Change of Control Event has occurred;
    - (ii) at any time after the announcement of a proposed capital reorganisation referred to in paragraph 12;
    - (iii) in the Board's absolute discretion, following the occurrence and announcement by the Company of an event that in the opinion of the Board is likely to lead to the Company being removed from the official list of ASX; or
    - (iv) in the Board's absolute discretion, within 12 months, if any of the following occurs in relation to a Participant, in relation to Options held by or on behalf of that Participant:
      - (A) the illness or incapacity of the Participant necessitating the permanent withdrawal of the Participant from the work force, as accepted to the satisfaction of the Board; or
      - (B) any other circumstances which the Board considers should be treated as permanent disablement of the Participant for the purposes of the Plan.

- (c) To exercise Options, the Option Holder must give the Company or its securities registry, at the same time:
    - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
    - (ii) payment of the Exercise Price for the Options the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company;
    - (iii) the Certificate, or documentary evidence satisfactory to the Board that the Certificate was lost or destroyed; and
    - (iv) where required by the Company in accordance with rule 19.2 of the Rules, payment in full of the amount of Withholding Tax Amount that the Company is required to remit as a result of the exercise of the Option.
  - (d) Where the payment received by the Company under paragraph 13(c)(iv), those moneys will be held on behalf of the Participant, and remitted to the appropriate taxing authority by the Company on behalf of the Participant as soon as reasonably practicable.
  - (e) The Option Holder may only exercise Options in multiples of 500 Options unless the Option Holder holds less than 500 Options.
  - (f) A notice of exercise in relation to any Options only becomes effective when the Company has received the full amount of the Exercise Price for the number of Options specified in the notice, in cleared funds.
  - (g) Options will be deemed to have been exercised on the date the exercise notice is lodged with the Board.
14. **Re-issue of certificate or holding statement:** If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
- (a) the Option Holder must surrender their Option certificate (if any); and
  - (b) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or holding statement stating the remaining number of Options held by the Option Holder.
15. **Issue of Shares:** Within 10 days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.
16. **Equal ranking:** Subject to the Company's Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary Shares of the Company at the date of issue.
17. **Quotation of Shares:** The Company will apply to ASX for official quotation of the Shares issued on exercise of Options.
18. **Bad Leaver:** Each Option that has not been exercised and not expired will automatically lapse and be forfeited if the Participant to which the Option relates ceases employment or engagement as a Contractor with the Group Companies as a Bad Leaver.
19. **Good Leaver:** An Option will not lapse and be forfeited if the Participant to which the Option relates ceases employment or engagement as a Contractor with any Group Companies as a Good Leaver.



20. **Governing law:** These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.