



15 June 2018

The Manager
Company Announcements Office
ASX Limited
Level 6, 20 Bridges Street
Sydney NSW 2000

Notice under Section 708A(5)(e) of the Corporations Act 2001 (Cth)

Dear Sir

Aura Energy Limited (hereafter referred to as the "Company") wishes to inform the Australian Securities Exchange it has issued 80,631,579 fully paid ordinary shares pursuant to the terms and conditions of the Private Placement-Tranche 2, announced to the market on 29 March 2018, at 1.9 cents per fully paid ordinary share as well as 1,394,737 fully paid ordinary shares for equity raising costs.

In addition, the Company issued to subscribers to Tranche 1 and Tranche 2 of the Private Placement 96,815,790 options over ordinary shares at 3.3 cents per option with an expiry date of 30 September 2019 as well as 9,920,354 options over ordinary shares for equity raising costs on the same terms and conditions as subscribers to Tranche 1 and Tranche 2.

The Company gives notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (hereafter referred to as the "Corporations Act") that:

- (i) the Company issued the shares without disclosure under Part 6D.2 of the Corporations Act;
- (ii) the Company, as at the date of this notice, has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (b) section 674 of the Corporations Act; and
- (iii) as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) and 708A(8) of the Corporations Act) that is required to be disclosed.

Yours faithfully

A handwritten signature in black ink, appearing to read "JM Madden", written over a horizontal line.

JM Madden
Company Secretary

2018-Jun-15-AEE-JMM-Letters-ASX

Aura Energy Limited

ACN 115 927 681

Level 1, 34-36 Punt Road, Windsor, Victoria, Australia, 3181
Phone: +61 (0)3 9516 6500/Facsimile: +61 (0)3 9516 6565

Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Aura Energy Limited

ABN

62 115 927 681

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares and unlisted options over ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none"> (i) 80,631,579 fully paid ordinary shares pursuant to Tranche 2 of the Private Placement (ii) 96,815,790 options over ordinary shares pursuant to Tranche 1 and Tranche 2 of the private Placement (iii) 1,394,737 fully paid ordinary shares for equity raising (iv) 9,920,354 options over ordinary shares for equity raising costs |

+ See chapter 19 for defined terms.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	(i) Fully paid ordinary shares issued for Tranche 2 of Private Placement at 1.9 cents per ordinary share (ii) Options over ordinary shares granted for Tranche 1 and Tranche 2 exercisable at 3.3 cents per option with an expiry date being 30 September 2019 (iii) Fully paid ordinary shares issued for equity raising at 1.9 cents per ordinary share (iv) Options over ordinary shares granted for equity raising costs granted on same terms and conditions as Tranche 1 and Tranche 2 options
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	1.9 cents per fully paid ordinary share for (i) and (iii) above and 3.3 cents per options for (ii) and (iv) above
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Advance the Company's vanadium project in Sweden and uranium, base metals and gold projects in Mauritania

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2017 at the annual general meeting of the Company
6c	Number of +securities issued without security holder approval under rule 7.1	1,794,737 fully paid ordinary shares and 5,053,687 options over ordinary shares
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Please refer to Annexure I

+ See chapter 19 for defined terms.

7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	15 June 2018														
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,069,390,7959</td><td>Fully paid ordinary shares (ASX Code: AEE)</td></tr></table>	Number	+Class	1,069,390,7959	Fully paid ordinary shares (ASX Code: AEE)										
Number	+Class															
1,069,390,7959	Fully paid ordinary shares (ASX Code: AEE)															
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>16,095,834</td><td>2.0c options 15/11/18</td></tr><tr><td>133,333</td><td>2.0c options 15/11/18</td></tr><tr><td>96,815,790</td><td>3.3c options 30/9/19</td></tr><tr><td>9,920,354</td><td>3.3c options 30/9/19</td></tr><tr><td>6,578,699</td><td>1.14 pence (2 cents) warrants 11/9/19</td></tr><tr><td>35,000,000</td><td>Zero consideration performance rights with 50% maturing 30/11/18 and 50% 30/11/19</td></tr></table>	Number	+Class	16,095,834	2.0c options 15/11/18	133,333	2.0c options 15/11/18	96,815,790	3.3c options 30/9/19	9,920,354	3.3c options 30/9/19	6,578,699	1.14 pence (2 cents) warrants 11/9/19	35,000,000	Zero consideration performance rights with 50% maturing 30/11/18 and 50% 30/11/19
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35,000,000	Zero consideration performance rights with 50% maturing 30/11/18 and 50% 30/11/19															
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable														

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Issue date	Not applicable

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(tick one)

(a) ☐ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
If the additional +securities do not rank equally, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

+ See chapter 19 for defined terms.

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	Not applicable
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42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		Not applicable	

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

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Company Secretary

Date: 15 June 2018

Print name:

JM Madden

Appendix 3B – Annexure 1

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

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated		
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	792,808,124	
Add the following: - Number of fully paid +ordinary securities issued in that 12-month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period	377,732 Directors 550,034 Directors 4,424,423 Consultants and contractors 6,000,000 Exercise of options over ordinary shares with a maturity on 5 February 2018 12,000,000 Exercise of options over ordinary shares with a maturity on 9 May 2018 55,425,000 Shares issued pursuant to capital raising on 15 November 2017 113,000,000 Shares issued pursuant to Tranche 1 of Private Placement 5 April 2018 80,631,579 Shares issued pursuant to Tranche 2 of the Private Placement 12 June 2018	
Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items		
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	Nil	
“A”	1,065,216,892	

<i>Note: number must be same as shown in Step 3</i>	6,848,424
Total ["A" x 0.15] – "C"	152,934,110 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,065,216,892
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	106,521,689
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12-month period under rule 7.1A Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	49,528,701 Private Placement-Tranche 1 shares on 5 April 2018 28,947,370 Private Placement Tranche 1 shares on 16 April 2018
"E"	78,476,071

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	106,521,689
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	78,476,071
Total ["A" x 0.10] – "E"	28,045,618 <i>Note: this is the remaining placement capacity under rule 7.1A</i>