

Announcement Summary

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**Entity name**

AURELIA METALS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Friday November 13, 2020

**The Proposed issue is:** An accelerated offer A placement or other type of issue**Total number of +securities proposed to be issued for an accelerated offer**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
AMI	ORDINARY FULLY PAID	208,091,381

**Trading resumes on an ex-entitlement basis (ex date)**

Monday November 16, 2020

**+Record date**

Tuesday November 17, 2020

**Offer closing date for retail +security holders**

Thursday December 3, 2020

**Issue date for retail +security holders**

Thursday December 10, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
AMI	ORDINARY FULLY PAID	150,683,369

**Proposed +issue date**

Wednesday November 25, 2020



Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

AURELIA METALS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ACN

**Registration Number**

108476384

**1.3 ASX issuer code**

AMI

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Friday November 13, 2020

**1.6 The Proposed issue is:**

An accelerated offer

A placement or other type of issue

**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

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Part 3A - Conditions

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**3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 3B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

AMI : ORDINARY FULLY PAID

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

AMI : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

Yes



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<b>The quantity of additional +securities to be issued</b>	<b>For a given quantity of +securities held</b>
10	42

<b>What will be done with fractional entitlements?</b>	<b>Maximum number of +securities proposed to be issued (subject to rounding)</b>
Fractions rounded up to the next whole number	208,091,381

#### Offer price details for retail security holders

**Has the offer price for the retail offer been determined?**  
 Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the retail offer?</b>
AUD - Australian Dollar	AUD 0.43000

#### Offer price details for institutional security holders

**Has the offer price for the institutional offer been determined?**  
 Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the institutional offer?</b>
AUD - Australian Dollar	AUD 0.43000

#### Oversubscription & Scale back details

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**  
 Yes

#### Describe the limits on over-subscription

Security holders eligible to participate in the Retail Entitlement Offer who take up their Entitlement in full will have the opportunity to apply for additional New Shares up to a maximum of 33% in excess of their Entitlement (Additional Shares).

**Will a scale back be applied if the offer is over-subscribed?**  
 Yes

#### Describe the scale back arrangements

Aurelia retains the flexibility to scale back applications for additional New Shares at its discretion.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**  
 Yes



Part 3D - Timetable

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**3D.1a First day of trading halt**

Friday November 13, 2020

**3D.1b Announcement date of accelerated offer**

Friday November 13, 2020

**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

Monday November 16, 2020

**3D.5 Date offer will be made to eligible institutional +security holders**

Friday November 13, 2020

**3D.6 Application closing date for institutional +security holders**

Friday November 13, 2020

**3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

Monday November 16, 2020

**3D.9 +Record date**

Tuesday November 17, 2020

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

Tuesday November 24, 2020

**3D.10b +Issue date for institutional +security holders**

Wednesday November 25, 2020

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

Wednesday November 25, 2020

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

Friday November 20, 2020

**3D.12 Offer closing date for retail +security holders**

Thursday December 3, 2020

**3D.13 Last day to extend retail offer close date**

Monday November 30, 2020

**3D.16 Entity announces results of retail offer, including the number and percentage of +securities taken up by existing retail +security holders.**

Tuesday December 8, 2020



### 3D.19 +Issue date for retail +security holders

Thursday December 10, 2020

## Part 3E - Fees and expenses

### 3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

#### 3E.1a Who is the lead manager/broker?

UBS AG, Australia Branch (ABN 47 088 129 613) and Macquarie Capital (Australia) Limited (ABN 79 123 199 548) are the joint lead managers and underwriters to the Entitlement Offer (JLMs or Underwriters).

#### 3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Aurelia has agreed to pay to the JLMs, in their respective proportions (50/50):

- an offer management fee of 1.0% of the Institutional Offer Proceeds, an underwriting fee of 1.5% of the Institutional Offer Proceeds (which includes the institutional entitlement offer and institutional placement proceeds) and a distribution fee of 1.0% of the Institutional Offer Proceeds (totalling 3.5% of the Institutional Offer Proceeds); and
- an offer management fee of 1.0% of the Retail Offer Proceeds, an underwriting fee of 1.5% of the Retail Offer Proceeds and a distribution fee of 1.0% of the Retail Offer Proceeds (totalling 3.5% of the Retail Offer Proceeds).

### 3E.2 Is the proposed offer to be underwritten?

Yes

#### 3E.2a Who are the underwriter(s)?

UBS AG, Australia Branch (ABN 47 088 129 613) and Macquarie Capital (Australia) Limited (ABN 79 123 199 548) are the joint lead managers and underwriters to the Entitlement Offer (JLMs or Underwriters).

#### 3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Entitlement Offer is fully underwritten by the Underwriters.

#### 3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

As described in 3F1.b.

#### 3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to 'Appendix E: Summary of Underwriting Agreement' of Aurelia's investor presentation announced on 13 November 2020 for a summary of the underwriting agreement. This includes a summary of the significant events that could lead to the underwriting being terminated.

### 3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

### 3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No



**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

In accordance with Aurelia's investor presentation announced on 13 November 2020, the cash raised will be used to partially fund the acquisition price of Dargues Gold Mine Pty Ltd ACN 117 848 790 (Dargues) (the Acquisition); and fund the transaction costs

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

Institutional: any other than Aus, NZ, Hong Kong, Singapore, Canada, UK, France, Germany, Norway, Switzerland.  
Retail: any other than & and NZ  
Ineligible security holders to be sent a notice on 20 Nov 2020.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

The Retail Entitlement Offer will be made available to nominees or custodians with a registered address in Australia or New Zealand who are registered as the holder of Shares at 7pm (Sydney time) on 17 November 2020 and who hold those Shares on behalf of underlying beneficial holders who reside in Australia or New Zealand.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://aureliametals.com/>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

N/A

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

No





Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

AMI : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

150,683,369

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.43000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 7C - Timetable

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**7C.1 Proposed +issue date**

Wednesday November 25, 2020

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

94869415

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

UBS AG, Australia Branch (ABN 47 088 129 613) (UBS) and Macquarie Capital (Australia) Limited (ABN 79 123 199 548) (Macquarie) are the joint lead managers to the Institutional Placement

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Set out in 3F1.b above



**7E.2 Is the proposed issue to be underwritten?**

Yes

**7E.2a Who are the underwriter(s)?**

UBS and Macquarie are the underwriters to the Placement

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

The Placement is fully underwritten by UBS and Macquarie

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

Per 3F1.b above

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Refer to 'Appendix E: Summary of Underwriting Agreement of Aurelia's investor presentation announced on 13 November 2020 for a summary of the underwriting agreement. This includes a summary of the significant events that could lead to the underwriting being terminated.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Standard share registry, legal and other external advisers and ASX administrative fees.

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

The proceeds of the placement will be used to partly fund the Acquisition of Dargues Gold Mine Pty Ltd ACN 117 848 790 and fund the transaction costs

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**