



Aura Energy Limited
ABN 62 115 927 681

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23 April 2024

Dear Investor

AURA ENERGY LIMITED – SHARE PURCHASE PLAN

As announced on Monday, 18 March 2024, Aura Energy Limited (ACN 115 927 681) (ASX:AEE) (**Company**) is pleased to offer Eligible Shareholders (as defined below) the opportunity to apply to participate in the Company's share purchase plan to raise up to approximately A\$2 million (before costs) (**SPP Offer**).

The SPP Offer provides each Eligible Shareholder the opportunity to apply for up to A\$30,000 (£15,600) worth of fully paid ordinary shares in the Company (**SPP Shares**) (being up to 166,666 SPP Shares) at an issue price of A\$0.18 (£0.0936) for each SPP Share, without incurring brokerage or other transaction costs. Eligible Shareholders whose application pursuant to the SPP Offer is successful will be issued three (3) free attaching options for every four (4) SPP Shares issued under the SPP Offer, exercisable at A\$0.30 (£0.156) per option and expiring two years from the date of issue (**SPP Options**). The SPP Shares and SPP Options together comprise the **SPP Securities**.

The SPP Offer is detailed in the prospectus released on the ASX and lodged with ASIC on Tuesday, 23 April 2024 (**Prospectus**).

The SPP Offer supplements the firm commitments the Company has received to raise approximately A\$16.2 million (before costs) from new and existing institutional, professional and sophisticated investors and, subject to Shareholder approval, Messrs Andrew Grove and Philip Mitchell (**Placement Investors**) pursuant to a two-tranche placement to be completed via the issue of approximately 90.2 million Shares (**Placement Shares**) at an issue price of A\$0.18 per Placement Share, together with three (3) free attaching options for every four (4) Placement Shares issued, on the same terms as the SPP Options (**Placement**).

The Placement and SPP Offer are being undertaken by the Company to raise up to approximately A\$18.2 million (before costs). Of that total amount which may be raised, approximately A\$16,140,401 has already been received by the Company as the aggregate gross amount raised from the Tranche 1 Placement.

The Company is seeking shareholder approval for (amongst other matters) the issue of SPP Securities pursuant to the SPP Offer for the purposes of Listing Rule 7.1, which approval will be sought at the upcoming general meeting of the Company, scheduled to be held on Tuesday, 21 May 2024 (**General Meeting**). Shareholder approval is required for the proposed issue of SPP Securities under the SPP Offer because Listing Rule 7.2, exception 5 (that would otherwise permit the SPP Shares to be issued under a share purchase plan without shareholder approval), is not satisfied in this instance.

If shareholder approval is not obtained for the issue of SPP Securities under the SPP Offer, then the Company will not be able to proceed with the issue of the SPP Securities and applicants for SPP Securities will not be issued any SPP Securities and the Company will refund all application monies without interest.

The SPP Shares (and shares issued on exercise of the SPP Options) issued under the SPP Offer will, from their time of issue, rank equally in all respects with the Company's existing Shares on issue. The SPP Shares issued under the SPP Offer will be admitted to trading on ASX and AIM.

The Company proposes to seek quotation of the SPP Options on ASX, subject to satisfying the quotation requirements of ASX. The SPP Options will not be admitted to trading on AIM.

Further details on how to apply and participate under the SPP Offer are set out below.

SPP Offer

Under the Prospectus, Eligible Shareholders under the SPP Offer will have the opportunity to increase their shareholding in the Company under the same terms as the Placement Investors at an issue price of A\$0.18 (£0.0936) per SPP Share. Each Eligible Shareholder whose application pursuant to the SPP Offer is successful will be issued three (3) free attaching SPP Options for every four (4) SPP Shares issued.

"Eligible Shareholders" will be those Shareholders:

- who were registered as a holder of Shares as at 7:00pm (AEST) on Friday, 15 March 2024, being the Record Date;
- who were recorded on the Company's share register with an address in Australia, the United Kingdom or New Zealand;
- who are not resident or located in the United States, and not acting for the account or benefit of persons in the United States; and
- who are not resident or located in any other jurisdiction in or into which an offer of SPP Securities would be unlawful.

Shareholders who are not Eligible Shareholders are unable to participate in the SPP Offer.

The SPP is also being extended to Eligible DI Holders (as defined in the Prospectus). Eligible DI Holders will be sent separate instructions as to how they may participate in the SPP Offer, should they wish to.

The SPP Offer opens on Tuesday, 23 April 2024 and is expected to close at 5:00pm (AEST) on Thursday, 23 May 2024 (**Closing Date**).

Eligible Shareholders may apply for SPP Shares ranging from a minimum value of A\$500 (£260) up to a maximum of value of A\$30,000 (£15,600) (subject to scale back).

The maximum subscription amount of A\$30,000 (£15,600) and the issue price of A\$0.18 (£0.0936) is based on an AUD/GBP foreign exchange rate of 0.52 (rounded to 2 decimal places) prevailing as at the date of the announcement of the SPP Offer (refer to the Company's ASX and AIM announcement dated 18 March 2024).

Eligible Shareholders wishing to participate in the SPP Offer must make payment via BPAY® (Australian applicants) or Electronic Funds Transfer (**EFT**) (Overseas applicants) by 5:00pm (AEST) on the Closing Date. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date without prior notice, including closing the SPP Offer early or extending the Closing Date. If the Closing Date is varied, subsequent dates may also be varied accordingly. The Company therefore encourages any Eligible Shareholders (including Eligible Shareholders who are custodians) wishing to participate in the SPP Offer to remit their application monies as soon as possible.

Application Procedure

This letter is to notify you that the SPP Offer is now open and provide you with instructions as to how to obtain a copy of the Prospectus and your application form to be used for the purposes of applying for the SPP Securities under the SPP Offer (**SPP Application Form**).

The Company will not be printing / dispatching hard copies of the Prospectus or the SPP Application Forms, unless requested by a shareholder.

The Prospectus and your SPP Application Form (including how to pay by BPAY® (Australian Applicants)) are now available online at www.computersharecas.com.au/aeespp.

For Eligible Shareholders located in the United Kingdom or New Zealand, that are unable to pay by BPAY®, you may elect to make payment by Electronic Funds Transfer (**EFT**). Your personalised SPP Application Form is available at www.investorcentre.com. Please follow the instructions on the SPP Application Form for details on how to pay via EFT.

You should read the Prospectus (together with the SPP Application Form) carefully and in its entirety before deciding whether to participate in the SPP Offer.

If you are unable to access your SPP Application Form online, you can request a paper copy of the Prospectus and your SPP Application Form by calling Computershare Investor Services Pty Ltd (**Computershare**) on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) Monday to Friday (excluding public holidays).

To accept the SPP Offer using these paper copy documents, you will still need to make payment via BPAY® (Australian applicants) or EFT (Overseas applicants).

If you have any questions in respect of the SPP Offer, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) Monday to Friday (excluding public holidays) during the offer period for the SPP Offer or email the Company Secretary at rkennedy@aurae.com. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

On behalf of the Board, I would like to thank you for your continued support of the Company.

Yours faithfully



Mr Philip Mitchell
Non-Executive Chairman