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**Form 603**

Corporations Act 2001
Section 671B

**Notice of initial substantial holder**

| | |
|---|---|
| To Company Name/Scheme | Aura Energy Limited (ASX: AEE) |
| ACN/ARSN | 62 115 927 681 |

**1. Details of substantial holders (1)**

| | |
|---|---|
| Names | SACHEM COVE PARTNERS LLC as general partner of SACHEM COVE SPECIAL OPPORTUNITIES FUND LP |
| ACN/ARSN (if applicable) | Not applicable |
| The holder became a substantial holder on | 12/24/2024 |

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder is as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|---|---|---|---|
| Fully Paid Ordinary Shares | 46,428,572 | 46,428,572 | 5.1% |

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or associate had in the following voting securities on the date the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|---|---|---|
| SACHEM COVE PARTNERS LLC as general partner of SACHEM COVE SPECIAL OPPORTUNITIES FUND LP | Beneficial Owner under attached allotment terms | 46,428,572 Fully Paid Ordinary Shares |

**4. Details of present registered holders**

The person registered as holders of the securities referred to in paragraph 3 above is as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|---|---|---|---|
| SACHEM COVE PARTNERS LLC as general partner of SACHEM COVE SPECIAL OPPORTUNITIES FUND LP | SACHEM COVE PARTNERS LLC as general partner of SACHEM COVE SPECIAL OPPORTUNITIES FUND LP | SACHEM COVE PARTNERS LLC as general partner of SACHEM COVE SPECIAL OPPORTUNITIES FUND LP | 46,428,572 Fully Paid Ordinary Shares |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|---|---|---|---|---|
| | | Cash | Non-cash | |
| SACHEM COVE PARTNERS LLC as general partner of SACHEM COVE SPECIAL OPPORTUNITIES FUND LP | 12/24/2024 | $6,500,000.08 | | 46,428,572 Fully Paid Ordinary Shares |

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**6. Associates**

The reasons the persons named in paragraph 3 above are associates are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|---|---|
| Not applicable | Not applicable |

**7. Addresses**

The addresses of persons named in this form are as follows:

| Name | Address |
|---|---|
| SACHEM COVE PARTNERS LLC<br>as general partner of<br>SACHEM COVE SPECIAL<br>OPPORTUNITIES FUND LP | 44 MAIN STREET<br>COLD SPRING HARBOR<br>NY 11724<br>UNITED STATES OF AMERICA |

**Signature**

print name TIM ROTOLO capacity MANAGING MEMBER OF GENERAL PARTNER

Date: 12/24/2024

**sign here** _____

**DIRECTIONS**

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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14 December 2024

**URGENT**
**FAX OR EMAIL ACCEPTANCE REQUIRED BY 8:00AM (AEDT) Monday, 16 December 2024**

Dear Client

**AURA ENERGY LIMITED (ASX: AEE) – $9 million Placement**

**The basis of Your Allocation is in the event that the Placement proceeds on the terms outlined in this Confirmation.**

**Master ECM Terms**

We refer to our earlier telephone conversation and confirm Your irrevocable agreement to acquire Your Allocation, upon the terms of this Confirmation and the Master ECM Terms 29 August 2024 (together the "**Terms**") provided to You by the Lead Manager or made available to You on the AFMA website at https://www.afma.com.au/standards/standard-documentation.

You confirm (for the benefit of the Offeror, the Lead Manager and each of their respective Affiliates) that You have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into this Confirmation, and any selling restrictions in the Information Materials and that You understand Your settlement obligations. You further confirm that by acquiring Your Allocation, You will be deemed to have represented, warranted and agreed as to the matters covered by the provisions of the Terms that apply and are incorporated by reference into this Confirmation, and as to any additional representation, warranty, agreement or variation set out in this Confirmation.

Any capitalised term used but not defined in this Confirmation has the meaning given to it in the Master ECM Terms.

- **Transaction Details**

| | |
|---|---|
| **Offeror (entity offering the Securities for issue or sale)** | AURA ENERGY LIMITED ("**AEE**" or "**Offeror**") |
| **Offer Structure** | The offer is comprised of a placement of approximately 64 million shares to sophisticated investors determined by the Lead Manager to raise approximately A$9 million under the Offeror's placement capacity under ASX Listing Rule 7.1 and/or 7.1A. |
| **Information Materials** | As specified in paragraphs (a) - (g), as applicable, in the definition of "Information Materials" in section 2.1 of the Terms. |
| **Securities** | Fully paid ordinary shares in the Offeror. |
| **Offer Price** | A$0.14 per Security |
| **Ranking** | New shares rank pari passu with ordinary shares. |
| **Sole Lead Manager and Sole Bookrunner** | Petra Capital |
| **Settlement Date** | 9:00AM (AEDT) Friday, 20 December 2024 |
| **Settlement Agent** | Finclear Services |

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| | |
|---|---|
| **Offering jurisdictions** | Australia, New Zealand, European Union (excluding Austria), China, Canada (British Columbia, Ontario and Quebec provinces), Hong Kong, Singapore, Switzerland and United Kingdom.<br>Petra Capital Pty Ltd is not registered as a dealer in Canada and is relying upon the international dealer exemption in British Columbia, Ontario and Quebec as permitted under National Instrument 31-103. Petra Capital is incorporated and headquartered in Australia and has an Australian Financial Services License. All its assets are situated outside Canada and, as a result, there may be difficulty enforcing any legal rights against Petra Capital. Its agents for service of process are: Lawdell Corporate Services Limited, 1600, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2; ToryCo Services c/o Torys LLP, 79 Wellington Street West, Suite 3000, Toronto, Ontario, M5K 1N2; and Torys Law Firm LLP, 1 Place Ville Marie, Suite 2880, Montréal, Québec H3B 4R4. |
| **US Exemption** | Regulation S Offer, Category 1 – excluding Eligible U.S. Fund Managers |

**Note**:
The offer and sale of the Securities have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**") or the securities laws of any state or other jurisdiction of the United States, and the Securities may not be offered, sold, pledged or otherwise transferred without registration under the U.S. Securities Act (which You acknowledge none of the Offeror and Lead Manager have any obligation to do or to procure) unless the Securities, are offered, sold, pledged, transferred or otherwise disposed of in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the securities laws of any state or any other jurisdiction in the United States.

- **Your Allocation**

You have agreed to acquire Securities ("**Allocation**") as follows on and subject to the Terms.

| | **Price (per Security)** | **Number of Securities** | **Total Amount** |
|---|---|---|---|
| Offer | A$0.14 | 46,428,572 | A$6,500,000.08 |

Subject to receiving a revised Confirmation from the Lead Manager, this Confirmation is the only form of confirmation You will receive in relation to Your allocation of Securities under the Placement.

- **Acknowledgements**

The General Acknowledgements apply and the following Additional Acknowledgements apply:

No disclosure document lodged with ASIC)

(On-sale of Securities)

(Purpose of Offer)

(Front-end Book/Soundings)

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- **Warranties**

  The General Warranties and the following Additional Warranties apply:

  NIL

- **=Undertakings**

  The General Undertakings and the following Additional Undertakings apply:

  NIL

- **Foreign Jurisdiction Representations**

  The General Foreign Jurisdiction Representations apply and the following Additional Foreign Jurisdiction Representations apply:

  (a) If You are located in the following foreign jurisdictions:

  - New Zealand
  - Hong Kong
  - Singapore
  - United Kingdom
  - European Union
  - China
  - Switzerland
  - Canada

  the relevant Representations in Section 5A of Schedule 4 of the Terms under the heading "Additional Foreign Jurisdiction Representations – Jurisdictions other than the United States" apply; and

  (b) Wherever You are located, the Representations in Section 2(2) of Schedule 4 under the heading "Regulation S Offer – Category 1 – excluding Eligible U.S. Fund Managers" apply.

- **Variation**

  The following other terms apply:

  - You agree and acknowledge that your Allocation has been acquired by You, and that You will pay on the relevant Settlement Date the Price as set out in this Confirmation.

  - The Lead Manager has not acted as Your agent or the transferor in connection with the transfer of your Allocation to You.

- **Timetable**

  The Timetable for the Offer is set out in Appendix 1.

- **Confirmation of Allocation and CARD Form**

  You must complete and return by email or facsimile the attached:

  (a) signed Confirmation of Allocation by 8:00AM (AEDT) Monday, 16 December 2024; and

  (b) CARD Form by 8:00AM (AEDT) Monday, 16 December 2024,

  to the Lead Manager (to the attention of the person and to the relevant email address or fax number indicated in this Confirmation):

  **Petra Capital Pty Ltd**
  **Attention: Denise Wong**
  **Facsimile: +61 (0)2 9299 5610**
  **Email: petrasalessupport@petracapital.com.au**

- **Queries**

  Settlement queries should be directed to Denise Wong (Phone: +61 (0)2 9239 9650, Email: Petrasalessupport@petracapital.com.au).

Yours faithfully,

Verity Barritt
Head of Corporate Finance
Petra Capital Pty Limited

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**Appendix 1 - Timetable**

| Summary of Key Dates | Date/Time |
|---|---|
| Confirmation letters and CARD forms due | 8:00AM (AEDT) Monday, 16 December 2024 |
| Settlement of Offer Securities via CHESS DvP | 9:00AM (AEDT) Friday, 20 December 2024 |
| Expected allotment of Offer Securities | 23 December 2024 |

Note: times above are Sydney, Australia time.

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**Appendix 2 – Confirmation of Allocation**

**Please sign and return this Confirmation of Allocation Form to Petra Capital Pty Ltd by 8:00AM (AEDT) Monday, 16 December 2024**

Reply to: Petra Capital Pty Ltd
Attention: Denise Wong
Facsimile: +61 (0)2 9299 5610
Email: petrasalessupport@petracapital.com.au

## PART 1 – DETAILS OF OFFER

| | |
|---|---|
| **Entity** | AURA ENERGY LIMITED |
| **Description of Offer** | Placement |

## PART 2 - DETAILS OF ALLOCATION:

| | | |
|---|---|---|
| Bidder Name | Lloyd Harbor Capital Management | |
| Contact Name | Lloyd Harbor Capital Management | |
| Email | mike@sachemcovepartners.com | |
| | **Number of Securities** | **Total Amount** |
| Offer Securities at A$0.14 each | 46,428,572 | A$6,500,000.08 |

## PART 3 – DECLARATION

We confirm (for the benefit of the Offeror, the Lead Manager and each of their respective Affiliates):

- our irrevocable agreement to acquire and pay the Price per Security for our Allocation upon the terms of the Confirmation and the Master ECM Terms 29 August 2024, provided to us by the Lead Manager or available on the AFMA website at https://www.afma.com.au/standards/standard-documentation as the Master ECM Terms are applied by and incorporated by reference into the Confirmation ("**Terms**");
- we have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into the Confirmation and any selling restrictions in the Information Materials. We confirm that by acquiring our Allocation, we will be deemed to have represented, warranted and agreed as to the matters covered by the provisions of the Terms that apply and are incorporated by reference into the Confirmation, and as to any additional representation, warranty, agreement or variation set out in the Confirmation. In particular, we confirm that by acquiring our Allocation, we will be deemed to have represented and warranted that (A) we are not in the United States, and (B) we will be acquiring the Securities in an "offshore transaction" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the U.S. Securities Act; and
- we understand our settlement obligations.

The Terms apply to this Confirmation of Allocation. Capitalised terms used but not defined in this document have the meaning given to them in the Terms.

| **Execution (by an authorised signatory)** | |
|---|---|
| **Signature:** | **Title:** |
| **Name:** | **Date:** |

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**Appendix 3 – Confirmation of Allocation and Registration Details ("CARD") Form. THIS CARD FORM MUST BE COMPLETED/RETURNED BY NO LATER THAN 8:00AM (AEDT) Monday, 16 December 2024 TO Email: petrasalessupport@petracapital.com.au**

## PART 1 – DETAILS OF OFFER AND DECLARATION

| | |
|---|---|
| **Entity** | AURA ENERGY LIMITED |
| **Description of Offer** | Placement |

**Declaration:** By returning this CARD Form, You confirm (for the benefit of the Offeror, the Lead Manager and each of their respective Affiliates):

- Your irrevocable agreement to acquire and pay the Price per Security for Your Allocation upon the terms of the Confirmation and the Master ECM Terms 29 August 2024, provided to You by the Lead Manager or available on the AFMA website at https://www.afma.com.au/standards/standard-documentation, as the Master ECM Terms are applied by and incorporated by reference into the Confirmation ("**Terms**");
- You have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into this Confirmation and any selling restrictions in the Information Materials. You confirm that by acquiring Your Allocation, You will be deemed to have represented, warranted and agreed as to the matters covered by the provisions of the Terms that apply and are incorporated by reference into the Confirmation, and as to any additional representation, warranty and agreement set out in the Confirmation. In particular, You confirm that by acquiring Your Allocation, You will be deemed to have represented and warranted that (A) You are not in the United States and (B) You will be acquiring the Securities in an "offshore transaction" (as defined in Regulation S under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act; and
- You understand Your settlement obligations.

## PART 2 – DETAILS OF ALLOCATION:

| | | |
|---|---|---|
| **Bidder Name** | Lloyd Harbor Capital Management | |
| **Contact Name** | Lloyd Harbor Capital Management | |
| **Email** | mike@sachemcovepartners.com | |
| | **Number of Securities** | **Value** |
| Securities at A$0.14 each | 46,428,572 | A$6,500,000.08 |

## PART 3 - SETTLEMENT DETAILS / CARD FORM

| | Trade Date | Settlement date | Price / New Security | Settlement Code | Settlement ISIN |
|---|---|---|---|---|---|
| Offer | 17/12/2024 | 9:00AM (AEDT) Friday, 20 December 2024 | A$0.14 | AEEXX | AU0000373920 |

In order for the Offeror to settle Your Securities on a delivery versus payment basis (DVP), please complete the table below, detailing Your custodian and Your various allocation quantities (if applicable), and return to Petra Capital Pty Ltd on fax: +61 (0)2 9299 5610 (Attn: Denise Wong)/Email Petrasalessupport@petracapital.com.au by 8:00AM (AEDT) Monday, 16 December 2024. ***Please settle with Finclear's new PID#01792***

You must also immediately instruct your settling custodians to settle with Petra Capital Pty Ltd in accordance with the trade confirmation sent separately to you via **CHESS message type "101" DvP with a Transaction basis of "I"(IPO) and a stock code of "AEEXX ".** Any settlement queries should be directed to Finclear Services on (02) 8999 4094 or email Corporate-Actions@finclearservices.com.au.

**Allocation splits (tick that which applies):**

| | |
|---|---|
| | Provided Below |
| | To be Provided via IOS/IRESS |
| | To be provided OMGEO/CTM |

| Number of Securities | A/C Name / Code | Australian Custodian Details | CHESS PID# |
|---|---|---|---|
| | | | |

**Settlement Contact Details** (Please provide details of Your settlement person's name and contact numbers)

| | |
|---|---|
| **Contact Name** | **Email address** |
| | **Phone No.** |

**Form** ☐ **Of** ☐

# STANDARD SETTLEMENT INSTRUCTIONS

## Clearing Participant – 1792

FinClear Services Pty Ltd
**ABN:** 60 136 184 962
**AFSL:** 338264
**Address:** Level 8, 118 Mount Street, North Sydney NSW 2060
*Member of the ASX Group*

**AUD (Securities)**
Settlement PID – 1792

**SWIFT BIC Code**
PSALAU21

**AUD (Cash)**
**Account Name:** Finclear Services Pty Ptd
**Bank:** Australia and New Zealand Banking Group Limited
**Account Number:** 838368407
**BSB:** 012 003
**Swift:** ANZBAU3MXXX
**Branch:** 100 Queen St, Melbourne, VIC 3000

**OMGEO CTM Acronym**
PEAPAU21XXX

**OMGEO ALERT Code**
PERSHAU

**Booking/Settlements Contacts:**

Denise Wong
+61 (0)2 9239 9650
petrasalessupport@petracapital.com.au

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