

Dear Shareholders

As you know, the Company has been requisitioned by Pre-emptive Trading Pty Ltd (**PET**) under section 249D of the Corporations Act 2001 (Cth) (**249D Notice**) to call a meeting of shareholders and put to shareholders a resolution to appoint its nominee, Mr John Bennett, as a director of the Company.

PET has submitted two 249D Notices and, on both occasions, the majority of the proposed resolutions were determined by our lawyers to be invalid. The Company has spent significant time and resources addressing PET's 249D Notices which have diverted the Company's focus from its efforts to complete a scoping study at its Haggan vanadium project, examine corporate transactions (such as separate listings its gold and vanadium assets) and raise new equity for its Tiris project.

The Company believes PET is in breach of contract for failing to take up shares it agreed to subscribe for in the Company's placement that completed 26 February 2019. Accordingly, the Company has instructed its lawyers to retain counsel to bring an action against PET for the recovery of \$456,000.

The fact that Mr Bennett has served two 249D Notices on the Company, together with statements Mr Bennett has made directly to our lawyers in relation to his obligations pursuant to the subscription agreement for the placement, shows, in our view, that Mr Bennett does not understand the requirements of the Corporations Act. Moreover, despite Mr Bennett having been served with two letters of demand from the Company, he has not declared that has a conflict of interest with the Company in respect of the recovery of \$456,000 proposed by the Company in the preceding paragraph.

The board of directors have reviewed the skills and work experience of Mr Bennett and do not believe he has any of the necessary general or specific skills to act as a director of an exploration and mine development entity operating in diverse geo-political environments. The board of directors also believe Mr Bennett does not have the appropriate skills in governance, debt and equity markets and reporting in order to contribute to the Company in any meaningful manner.

In such circumstances, the board of directors recommend to all shareholders that they vote against the resolution put to the Company by PET to appoint its nominee, Mr Bennett, a non-executive director.

Yours faithfully

A handwritten signature in black ink, appearing to read "PD Reeve".

PD Reeve
Executive Chairman

AURA ENERGY LIMITED

ACN 115 927 681

NOTICE OF EXTRAORDINARY GENERAL MEETING

Time: 11.00am (AEDT)

Date: 6 January 2020

Place: Level 1, 34-36 Punt Road, Windsor, Victoria

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the Extraordinary General Meeting. The Extraordinary General Meeting has been called following a request pursuant to section 249D of the Corporations Act by Pre-Emptive Trading Pty Ltd ACN 111 948 451 (**Requisitioning Shareholder**).

The Board (excluding Mr Reeve who did not participate in the board meeting approving this Notice) recommends that Shareholders VOTE AGAINST the proposed Resolution.

The Board recommends that Shareholders vote against the proposed Resolution as, based on the information provided by the Requisitioning Shareholder's nominee, Mr Bennett, has no experience in the mining industry, no Board experience on publicly listed companies. Further, Mr Bennett's entity (the Requisitioning Shareholder itself) of which he is a director and 50% shareholder, has, in the view of the Board, previously failed to honour binding commitments to the Company and as a result, the Company intends to shortly commence legal proceedings in relation to that failure.

If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered as Shareholders at 11.00am (AEDT) on 4 January 2020.

If you have questions about the Extraordinary General Meeting or the Resolution to be voted on, please call the Company Secretary on +61 3 9516 6500.

If you are unable to attend the Extraordinary General Meeting, you are encouraged to complete and submit the proxy form attached to this Notice as your vote is important.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Aura Energy Limited ACN 115 927 681 (**Company**) will be held at Level 1, 34-36 Punt Road, Windsor, Victoria commencing at 11:00am (AEDT) (**Meeting**).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting (together, **Notice**) provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice.

Shareholders are urged to vote by attending the Meeting in person, or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11.00am (AEDT) on 6 January 2019.

Terms and abbreviations used in this Notice are defined in the Glossary at Section 1.1 of the Explanatory Memorandum.

Shareholders are encouraged to read the Explanatory Memorandum carefully before deciding how to vote.

AGENDA

THE COMPANY IS REQUIRED TO PUT TO SHAREHOLDERS THE FOLLOWING ORDINARY RESOLUTION PROPOSED BY THE REQUISITIONING SHAREHOLDER IN THE NOTICE ISSUED TO THE COMPANY UNDER SECTION 249D OF THE CORPORATIONS ACT.

Resolution 1: Appointment of Mr John Bennett as a Director	To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution: <i>“Appointment of Mr John Bennett as a Non-Executive Director effective immediately”.</i>
---	---

YOUR BOARD IS NOT PROPOSING RESOLUTION 1. THE COMPANY IS REQUIRED TO PUT RESOLUTION 1 TO SHAREHOLDERS DUE TO THE REQUEST MADE BY THE REQUISITIONING SHAREHOLDER.

YOUR BOARD RECOMMENDS SHAREHOLDERS VOTE AGAINST THIS RESOLUTION AND EACH DIRECTOR WILL BE VOTING ALL SHARES THAT HE HOLDS OR CONTROLS AGAINST THIS RESOLUTION.

Dated: 22 November 2019

By order of the Board



JM Madden
Company Secretary

VOTING

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

(a) Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

(b) Voting by an appointed representative ('proxy')

A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting.

A proxy need not be a Shareholder of the Company. A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (i) appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act; and
- (ii) provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

If satisfactory evidence of the appointment as corporate representative is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the specified time and in accordance with the instructions set out on the enclosed Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (i) each Shareholder has a right to appoint a proxy;
- (ii) the proxy need not be a Shareholder of the Company; and
- (iii) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting.

(c) Proxy vote if appointment specifies way to vote

In accordance with section 250BB of the Corporations Act, Shareholders are advised that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as instructed); and
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution- the proxy must not vote on a show of hands;

- (iii) if the proxy is the Chairperson of meeting at which the resolution is voted on- the proxy must vote on a poll, and must vote that way (i.e. as instructed); and
- (iv) if the proxy is not the Chairperson of the meeting at which the resolution is voted on – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as instructed).

If the proxy is a member, this subsection does not affect the way that person can cast votes in their individual capacity as a member of the Company.

(d) Transfer of non-chair proxy to chair in certain circumstances

Under section 250BC of the Corporations Act, the Chairperson is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on that resolution at that meeting if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- (ii) the appointed proxy is not the chair of the meeting; and
- (iii) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- (iv) either of the following apply:
 - (A) if a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - (B) the proxy does not vote on the resolution.

(e) Lodgement of Proxy Form

If voting by proxy, please complete and sign the enclosed Proxy Form and return it by one of the methods set out below so that it is received no less than 48 hours before the Meeting. Proxy Forms that do not meet this deadline will be invalid.

Post	Aura Energy Limited Level 1, 34-36 Punt Road Windsor, Victoria 3181
Fax	+61 (3) 9516 6565
Email	info@auraenergy.com.au

PLEASE NOTE THAT THE BOARD STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE PROPOSED RESOLUTION.

THE COMPANY ALSO WISHES TO INFORM SHAREHOLDERS THAT THE CHAIRPERSON INTENDS TO EXERCISE ALL AVAILABLE PROXIES AGAINST THE RESOLUTION.

EXPLANATORY MEMORANDUM

The Explanatory Statement has been prepared for the purposes of the Corporations Act and the Listing Rules. The purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company that is material to Shareholders in deciding whether or not to approve the Resolution set out in the Notice at the Meeting to be held at Level 1, 34-36 Punt Road, Windsor, Victoria on 6 January 2020 commencing at 11:00am (AEDT).

The Company recommends that Shareholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolution.

THE BOARD STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE PROPOSED RESOLUTION, THE REASONS FOR WHICH ARE OUTLINED IN SCHEDULE 2.

Please contact the Company Secretary on +61 3 9516 6500 between 9:00am and 5:00pm (AEDT) if you have any questions about the Meeting or the Resolution the subject of this Notice.

1. Resolution 1 – Appointment of Mr John Bennett as Director

1.1 Background to Resolution

On Friday, 18 October 2019, the Company received a request under section 249D of the Corporations Act to convene an Extraordinary General Meeting of the Company (**First Requisition Notice**) from Pre-Emptive Trading Pty Ltd (**Requisitioning Shareholder**). The Requisitioning Shareholder withdrew the First Requisition Notice on Tuesday, 29 October 2019. As at the date of the First Requisition Notice, the Requisitioning Shareholder held a substantial holding of 5.89% in the Company.

On Wednesday, 6 November 2019, the Company received another request under section 249D of the Corporations Act to convene an Extraordinary General Meeting of the Company from the Requisitioning Shareholder (**Second Requisition Notice**). As at the date of the Second Requisition Notice, the Requisitioning Shareholder held a substantial holding of 5.82% in the Company.

The First Requisition Notice and Second Requisition Notices were drafted in the same manner and proposed to put forward the same resolutions for the consideration of the meeting of shareholders. For the avoidance of doubt, the Company includes the information regarding the First Requisition Notice in this Section 1.1 for completeness and confirms that the Meeting is convened pursuant to the Second Requisition Notice.

The purpose, and effect, of the Second Requisition Notice is to require the Company to call and hold this Meeting to put to Shareholders the Requisitioning Shareholder's proposed resolution for the appointment of its nominee, Mr John Bennett, to the Board as a director. Mr Bennett is a 50% shareholder, and one of the directors, of the Requisitioning Shareholder.

The Board does not believe Mr Bennett to be a suitable candidate for the position of director as he does not have the qualifications, relevant experience or skills required to be a director of a public listed company. Mr Bennett appears to have no experience of the mining industry or of the particular requirements and risks of a listed junior mining company. In forming this view, the Board has considered the points set out below and holds the following views.

- 1. The Board is not aware that Mr Bennett has ever held a directorship for any significant time with a public company.**
- 2. Mr Bennett does not appear to have the skills or expertise that the Board believes is relevant for a director of a listed public company and Mr Bennett's experience does not complement the skills and experience of the existing Directors.**

3. **Mr Bennett does not appear to have any skills or experience of the mining industry and its technical, financial, economic, statutory, regulatory (local and international) and other particular characteristics.**
4. **The Company has alleged that the Requisitioning Shareholder breached its subscription agreement to subscribe for \$456,000 worth of Shares in the Company's placement that completed on 26 February 2019 (Placement). The capital raising was therefore undersubscribed which reduced the funds available for the Company's work programs and delayed progress on the Tiris definitive feasibility study. This amount remains unpaid and still represents a significant handicap to the Company. The Company has instructed lawyers and counsel to prepare a writ and statement of claim against the Requisitioning Shareholder and intends to commence legal proceedings against the Requisitioning Shareholder.**
5. If elected, Mr Bennett may not be characterised as an independent director as he represents the Requisitioning Shareholder who is a substantial holder that holds 5.82% in the Company as at the date of this Notice.

1.2 Statement from Mr John Bennett

The following statement has been provided by Mr Bennett and has not been verified by the Company.

Proposed Non-Executive Director – John Bennett

Mr John Bennett has over 30 years of investing experience with 16 years of successful experience in Australian and international equity markets within the mining sector. He is the proprietor and a director of Pre-Emptive Trading Pty Ltd and has previously held a directorship on the Board of Georgian Energy Ltd between 7 September 2011 and 14 October 2011. John has a good knowledge of market dynamics and will bring fresh thinking to the Board and help align the Board with shareholder expectations. Mr Bennett also has 30 years experience in Public health and is on the Governing Committee of a Not-For-profit Organisation.

Mr Bennett has been nominated as a proposed director of the Company by the Requisitioning Shareholder and has consented to his nomination and appointment as a Director in accordance with clause 14.3 of the Constitution.

1.3 Board statement

The Board has put forward its view on Resolution 1 in the statement set out in Schedule 2.

Schedule 1 Statement of Requisitioning Shareholder

This is a statement provided to the Company by the Requisitioning Shareholder. The statement has not been edited and was provided in the below form. The Company is required to include this statement in the Notice pursuant to section 249P of the Corporations Act.

The information and views set out in the statement are those of the Requisitioning Shareholder and are not endorsed by, and do not represent the opinion of, the Company.

Dear shareholders, I propose to nominate myself as an independent, non-executive director to ensure there is a realignment of management with shareholder expectations. As a long standing, significant shareholder, I have clearly demonstrated my support for the Company and it's projects. I have listened to shareholder concerns and as your representative, I will continue to take your concerns seriously and ensure your voice is heard. I will bring fresh eye's and new ideas to the Board, to help market and capitalise on our strengths.

Remuneration and administration costs will be a focus of my directorship as I believe they need to be brought in line with market expectations for a Company of Aura Energy's size. Performance bonus's will need to be aligned with clearly defined benchmarks, rewarding shareholder value creation by management as opposed to dilution based rewards. I believe we need to preserve the value in our assets and minimise dilution to existing shareholders by targeting strategic investment and direct project funding. I will commit myself to this task as we transform the Company into a future producer.

Schedule 2 – Statement of Board

For the reasons set out below, the Board recommends that Shareholders DO NOT APPROVE Resolution 1, the reasons for which are outlined in this Schedule 2. Each Director will be voting all Shares that he holds or controls AGAINST Resolution 1.

1. Alleged breach of contract

The Requisitioning Shareholder entered into a subscription agreement with the Company dated on or about 4 February 2019 to subscribe for \$456,000 worth of Shares in the Company's placement that completed on 26 February 2019 (**Placement**). Mr John Bennett, in his capacity as a director of the Requisitioning Shareholder, signed and returned the subscription agreement on 9 February 2019.

On 21 February 2019, the Company announced an offer to Shareholders to participate in a share purchase plan (**SPP**) and apply for Shares at 1.6 cents per Share. The Company informed Shareholders in the SPP offer booklet that the Placement would comprise two tranches as the Company had not received all of the subscription monies.

WH Ireland, the Company's nominated advisor on the Alternative Investment Market (**AIM**) expressed concern about the shortfall in monies from the Placement and requested that the Company Secretary contact the outstanding subscribers and secure the funds.

On 11 March 2019, the Company Secretary contacted John Bennett and was advised that he had negotiated an extension of time for payment of the outstanding subscription with the Company's Executive Chairman to the end of March 2019. After this, John Bennett did not respond to the Company Secretary's further telephone calls relating to the Requisitioning Shareholder's outstanding payment obligations under the subscription agreement.

Between 20 February 2019 and 26 April 2019 (therefore, during the negotiating period described in the previous paragraph) (and prior to the Company entering into the convertible security funding agreement with Lind Partners LLC) the Requisitioning Shareholder purchased 14,900,000 Shares on market.

The Board notes the negative trajectory of the Share price on the following dates:

- (a) on 21 February 2019, the Share price fell from 1.6 cents per Share to 1.4 cents per Share;
- (b) in the week following 22 March 2019 (being the closing date of the SPP), 1.1 cents per share as shareholders digested the announcement of the shortfall of the Share Placement.

The Board, having provided Mr Bennett with an extended period of time to meet his alleged obligation, resolved to take legal action to seek the recovery of the Placement subscription monies. The Requisitioning Shareholder was sent two letters of demand on separate occasions, dated 10 October 2019 and 23 October 2019.

On 24 October 2019, John Bennett, on behalf of the Requisitioning Shareholder, responded to the demands and rejected the claim. Mr Bennett claimed that the Requisitioning Shareholder was not a sophisticated investor or professional investor pursuant to the Corporations Act and hence not liable for the sum of \$456,000.

The Company, having taken legal advice on Mr Bennett's claim, rejects the position put forward by the Requisition Shareholder and has instructed lawyers and counsel to prepare a writ and statement of claim against the Requisitioning Shareholder and intends to commence legal proceedings against the Requisitioning Shareholder.

2. Conflicts of interest

The Company requested John Bennett to disclose whether he, and his related corporate bodies, had any conflicts of interest on two occasions.

On both occasions, John Bennett did not disclose the information set out below which the Company considers to be material for Shareholders to make an informed voting decision on the Resolution:

- (a) John Bennett had received two letters of demand from the Company; and
- (b) John Bennett had directly contacted the Company's lawyers to state he was not a sophisticated or professional investor, however, he controls the Requisitioning Shareholder which held Shares with a market value of \$928,000 on the date that the Placement was announced and the Requisitioning Shareholder had intended to invest a further \$456,000 in the Company as part of the Placement.

3. Work experience and qualifications

In preparing this Notice, the Company requested that Mr Bennett provide, and Mr Bennett provided, information relation to the justification of his appointment as a director of the Company. This information has been included in Section 1.2. The Board notes that Mr Bennett does not have work experience in the mining industry or in industries closely related to that industry, locally or internationally, nor of business management in developing countries, diverse geo-political and legal environments, nor of mining exploration, mining economics, mining feasibility studies, mine construction and commissioning, mining operations, mineral law, mining funding and finance, mining risk analysis and risk management, mineral product marketing, nor does he have professional experience as a geologist, mining engineer, metallurgist, or as a financial services professional. The Board considers that the skills associated with these occupations are highly relevant to the board of an international mining and exploration entity and that a director of such an entity requires a significant range of these attributes to be an effective steward to its shareholders.

The Board also notes that Mr Bennett does not declare any general or specific skills in corporate governance, financial reporting for a mining company or debt and equity markets.

The Board notes that Mr Bennett's directorship experience is limited to the 37-day period when he was a director of Georgia Energy Ltd. The Board notes that Mr Bennett refers to being on the governing committee of a not for profit organisation. The Company notes that Mr Bennett has informed the Company that the not for profit organisation is not an incorporated body corporate and therefore no clarity about the role has been provided.

4. Shareholder value

Mr Bennett believes he can create shareholder value through reducing costs but does not set out in his justification for an appointment any skills that may be relevant to reducing the costs of a listed public entity, many of which are fixed.

The Board notes that the Company sought shareholder approval at its 2019 annual general meeting for the Company to be able to issue up to an additional 10% of the issued capital of the Company at the time of issue for the following 12 month period, without shareholder approval, which is normal practice for a junior mining company which must largely rely on new capital issues to finance its activities. The Requisitioning Shareholder voted against this resolution which contributed to the resolution ultimately being voted down by Shareholders. This action is contrary to Mr Bennett's stated objective to reduce costs, because the Company will be required to seek shareholder approval each time it wishes to issue securities in excess of its existing 15% placement capacity under Listing Rule 7.1. Further, the Company will incur significant costs associated with holding general meetings and will not be able to raise funds quickly by way of equity issuances beyond the 15% cap which is essential for junior exploration companies.

5. Representative of shareholders

Mr Bennett states that he will represent the interests of Shareholders. The role of listed company directors is to represent all stakeholders, not just Shareholders. Stakeholders include Shareholders, employees, government, suppliers and communities in which the Company conducts its affairs. Further, directors are required to manage stakeholders' expectations and risks must be carefully considered, and managed, at all times to ensure that the Company's assets are in good standing with authorities and its social licence to conduct exploration activities is never diminished.

Schedule 3 - GLOSSARY

In this Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
AEDT	means Australian Eastern Daylight Time.
AIM	Alternative Investment Market.
ASX	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairperson	means the person appointed to chair the Meeting convened by this Notice.
Company	means Aura Energy Limited ACN 115 927 681.
Constitution	means the constitution of the Company as at the date of this Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Explanatory Memorandum	means this explanatory memorandum which forms part of the Notice.
First Requisition Notice	has the meaning ascribed in Section 1.1.
Listing Rules	means the official listing rules of the ASX.
Extraordinary General Meeting or Meeting	means the general meeting of Shareholders to be held on 6 January 2020.
Notice	means this notice of Meeting including the Explanatory Memorandum.
Placement	means the placement of Shares at 1.6 cents per Share that the Company completed on 26 February 2019.
Proxy Form	means the proxy form accompanying this Notice.
Requisitioning Shareholder	means Pre-Emptive Trading Pty Ltd ACN 111 948 451.
Resolution	means a resolution set out in the Notice.
Schedule	means a schedule of this Notice.
Second Requisition Notice	means the notice that the Company received from the Requisitioning Shareholder on 6 November 2019 pursuant to section 249D of the Corporations Act.
Section	means a section of this Explanatory Memorandum.

Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
SPP	means the share purchase plan, as announced on 21 February 2019.
Trading Day	has the meaning given to that term in the Listing Rules.
VWAP	means the volume weighted average price.