

ASX Announcement

CORPORATE DIRECTORY

Chairman
PAUL KRISTENSEN

Founder, Managing Director
DAVID BUDGE

Business Development
and Marketing Director
NATHAN HENRY

Non-Executive Director
MEL ASHTON

Non-Executive Director
and Company Secretary
MATHEW WHYTE

FAST FACTS

Issued Capital: 88.6m

Quoted Options: 3.7m

Unquoted Options: 2.8m

Market Cap: \$37.0m

Cash: 7.5m

CONTACT DETAILS

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Bibra Lake, WA
AUSTRALIA 6163

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auroralabs3d.com

ASX CODE: A3D
ACN: 601 164 505

Issue of Shares under Placement

Aurora Labs Limited ("**Aurora**" or "**the Company**") (ASX: A3D) advises that it has today issued 13,157,895 fully paid ordinary shares ("**Shares**") at \$0.38 each pursuant to the Placement raising \$5,000,000 (before costs) as outlined in the Company's announcement of 11 February 2019.

Cleansing Notice

The Company gives the following cleansing notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) ("**Corporations Act**") that:

1. The Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. As at the date of this notice, the Company has complied with;
 - 2.1 the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - 2.2 section 674 of the Corporations Act; and
3. As at the date of this notice, there is no information to be disclosed which is 'excluded information', as defined in sections 708A(7) or 708A(8) of the Corporations Act.

Information under ASX Listing Rule 3.10.5A

The Company provides the following information under ASX LR 3.10.5A in relation to the Shares issued under its ASX LR 7.1A placement capacity:

- a) The dilutive effect of the Placement on existing shareholders of the Company is as follows:

	Shares	Dilution post -placement
Shares on issue prior to Placement	75,477,196	
Shares issued under LR 7.1 capacity	5,612,675	6.33%
Shares issued under LR 7.1A capacity	7,545,220	8.51%
Total shares on issue post placement	88,635,091	
Total dilution effect (post placement)		14.84%

- b) The Shares were issued for cash consideration. Aurora elected to make the Placement in preference to a pro-rata issue to shareholders as it considered that the Placement offered superior certainty and timelines with lower transaction costs. The Company is grateful for the support of its shareholders and where possible will continue to endeavour to afford those shareholders with opportunities to participate in capital raisings.
- c) The Placement was not underwritten.

- d) Blue Ocean Equities Pty Limited ("**BOEQ**") acted as lead manager to the Placement. BOEQ will receive fees of \$250,000 (plus GST). The Company has also today issued BEOQ with 367,107 unquoted options, each expiring on 15 February 2022 and having an exercise price of \$0.57 per option ("**Options**") under the Company's ASX LR 7.1 placement capacity.

In addition to the fees payable to BEOQ, Aurora estimates that other costs incurred in connection with the Placement will be less than \$40,000.

An Appendix 3B new issue announcement in relation to the Shares and Options issued by the Company is now attached.

ABOUT AURORA LABS

Aurora Labs is an industrial technology and innovation company that specialises in the development of 3D metal printers, metal powders, digital parts and their associated intellectual property.

Aurora Labs is listed on the Australian Securities Exchange (ASX: A3D).

To learn more about Aurora Labs, please visit: www.auroralabs3d.com

For further information, please contact:

enquiries@auroralabs3D.com

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

Name of entity

Aurora Labs Limited

ABN

44 601 164 505

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 | a) Ordinary fully paid shares (Shares)
b) Unquoted Options (Option) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 13,157,895
b) 367,107 |
| 3 | Principal terms of the +securities (eg, 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) | a) The Shares are fully paid ordinary shares.
b) Each Option is exercisable at \$0.57 and expires on 15/02/2022

(Refer to Annexure "A" attached for Terms and Conditions of Options) |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they | a) Shares - Yes
b) Options - No
The shares issued on the exercise of unquoted Options will rank equally with existing fully paid ordinary shares on issue at that time. |

	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	
5	Issue price or consideration	a) \$0.38 per Share b) Services provided by the Lead Manager to the Placement.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	a) Shares issued under the Placement announced 11 February 2019. Funds raised under the Placement will primarily applied to fast track the completion of development of rapid Manufacturing Technology and working capital. b) Unquoted Options issued pursuant to Mandate to Lead Manager to the Placement.
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 2018
6c	Number of +securities issued without security holder approval under rule 7.1	a) 5,612,675 Shares b) 367,107 Options
6d	Number of +securities issued with security holder approval under rule 7.1A	a) 7,545,220 Shares
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.

+ See chapter 19 for defined terms.

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.	Yes Issue date: 15 February 2019 Issue price: \$0.38 per Share 15-day VWAP: \$0.4468 per Share 75% of 15-day VWAP: \$0.3351 Source: IRESS	
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	LR 7.1: 5,313,047 LR 7.1A: Nil	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	15 February 2019	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		88,635,091 3,686,000	Ordinary shares Options exercisable at \$1.00 & Expiry 17/4/2020
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		250,000	Unquoted Options Exercisable at \$0.50 Expiring 31/12/2020 (A3DAI)
		367,107	Unquoted Options Exercisable at \$0.57 Expiring 15/02/2022 (A3DAI)
		480,000	Unquoted Options Exercisable at \$2.23 Expiring 30/11/2019 (A3DAI)
		931,000	Unquoted Options Exercisable at \$3.00 Expiring 31/03/2020

	(A3DAI)
40,000	Unquoted Options Exercisable at \$1.17 Expiring 30/06/2020 (A3DAI)
462,000	Unquoted Options Exercisable at \$0.79 Expiring 31/08/2020 (A3DAI)
50,000	Unquoted Options Exercisable at \$0.72 Expiring 30/09/2020 (A3DAI)
100,000	Unquoted Options Exercisable at \$0.95 Expiring 31/07/2020 (A3DAI)
200,000	Unquoted Options Exercisable at \$1.08 Expiring 31/01/2021 (A3DAI)
7,612,500	Class C Performance Shares (A3DAI):
867,159	Performance Rights expiring 31/01/2023

- | | | |
|----|--|-----------------|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Not applicable. |
|----|--|-----------------|

Part 2 - Bonus issue or 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. |

+ See chapter 19 for defined terms.

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 issue 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 prospectus or Product Disclosure Statement 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	+Despatch 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 a) Only**

(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 documents

+ See chapter 19 for defined terms.

- 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	Not applicable.	
39	Class of +securities for which quotation is sought	Not applicable.	
40	Do the +securities rank equally in all respects from the date of allotment 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	Not applicable.	
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.	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
		Not applicable.	

+ See chapter 19 for defined terms.

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 not available now, 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:



(Director & Company Secretary)

Date: 15 February 2019

Print name:

Mathew Whyte

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12

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 date of issue or agreement to issue	58,617,771
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 <i>Note:</i> - 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	•354,500 (Shares issued on 02/03/2018) •10,000 (Shares issued on 17/04/2018) •245,000 (Shares issued on 12/07/2018) •2,158,500 (Shares issued on 8/10/2018) •880,000 (Shares issued on 31/10/2018) •283,333 (Shares issued on 26/11/2018) •3,073,333 (Shares issued on 12/12/2018) •2,945,834 (Shares issued on 24/12/2018) •511,925 (Shares issued on 7/01/2019) - All on exercise of Options (LR 7.2 exception 4) •6,250,000 (Shares issued under placement on 02/03/2018 ratified at EGM held on 17/4/2018); and •122,000 (Shares issued under SPP on 17/04/2018 ratified at EGM held on 17/04/2018) Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	75,452,196

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	<i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	11,317,829
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	•25,000 (shares issued on 30/08/2018) •5,612,675 (shares issued on 15/02/2019) •367,107 (Options issued on 15/02/2019)
“C”	6,004,782
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	11,317,829
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	6,004,782
Total [“A” x 0.15] – “C”	5,313,047 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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>	75,452,196
Step 2: Calculate 10% of “A”	
“D”	<i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	7,545,220
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: • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	7,545,220 (Shares issued on 15/02/2019)
“E”	7,545,220
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>	7,545,220
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	7,545,220
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Annexure “A”**TERMS FOR OPTIONS**

The following defined terms have the meaning given to them below:

Company means Aurora Labs Limited (ACN 601 164 505).

Optionholder means the holder of an Option.

Option means an option to acquire a Share.

Share means a fully paid ordinary share in the capital of the Company.

Terms of Options

- (a) **Entitlement:** Subject to paragraph (m) below, each Option entitles the Optionholder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price and Expiry Date:** Subject to paragraphs (j) and (l) below, the amount payable upon exercise of each Option will be \$0.57 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00pm (WST) on 15 February 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:



- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the Official List at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (h) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Quotation of Shares issued on exercise:** If admitted to the Official List of ASX at the time, the Company will apply for quotation of the Shares issued upon the exercise of the Options.
- (j) **Reconstruction of capital:** If at any time the Company's issued capital is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (k) **Participation in new issues:** There are no participation rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Adjustment for rights issue:** If the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders, the Exercise Price will be reduced in accordance with the formula set out in Listing Rule 6.22.2.
- (m) **Adjustment for bonus issues of Shares:** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (n) **Unquoted:** The Company will not apply for quotation of the Options on ASX.
- (o) **Transferability:** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.