

# Appendix 3B

## (Amended for Proposed Quotation of Loyalty Options)

### 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, 04/03/13

Name of entity

AURIS MINERALS LIMITED

ABN

77 085 806 284

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	(i) Listed options expiring 20 September 2017 exercisable at \$0.08  (ii) Listed options expiring 20 June 2018 exercisable at \$0.12
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(i) 35,376,454 Listed options expiring 20 September 2017 exercisable at \$0.08  (ii) 35,376,454 Listed options expiring 20 June 2018 exercisable at \$0.12
3	Principal terms of the +securities (e.g. 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)	(i) Listed options expiring 20 September 2017 exercisable at \$0.08  (ii) Listed options expiring 20 June 2018 exercisable at \$0.12

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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(i) No. Upon exercise of options, the shares will rank equally with the fully paid ordinary shares currently on issue.</p> <p>(ii) No. Upon exercise of options, the shares will rank equally with the fully paid ordinary shares currently on issue.</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.002</p> <p>(ii) \$0.002</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) To be issued upon completion of the non-renounceable entitlement issue of two tranches of Loyalty Options as announced on 17 February 2017 and 9 May 2017.</p> <p>(ii) To be issued upon completion of the non-renounceable entitlement issue of two tranches of Loyalty Options as announced on 17 February 2017 and 9 May 2017.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>25 November 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil									
6f	Number of +securities issued under an exception in rule 7.2	(i) 35,376,454 Listed options expiring 20 September 2017 exercisable at \$0.08  (ii) 35,376,454 Listed options expiring 20 June 2018 exercisable at \$0.12									
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.	N/A									
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	N/A									
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	Refer Annexure 1									
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	13 June 2017									
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="790 1590 1085 1624">Number</th> <th data-bbox="1085 1590 1375 1624">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1624 1085 1724">317,764,542</td> <td data-bbox="1085 1624 1375 1724">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="790 1724 1085 1848">35,376,454 (on completion of the Entitlements Issue)</td> <td data-bbox="1085 1724 1375 1848">Listed options expiring 20 September 2017 exercisable at \$0.08</td> </tr> <tr> <td data-bbox="790 1848 1085 1986">35,376,454 (on completion of the Entitlements Issue)</td> <td data-bbox="1085 1848 1375 1986">Listed options expiring 20 June 2018 exercisable at \$0.12</td> </tr> </tbody> </table>	Number	+Class	317,764,542	Fully paid ordinary shares	35,376,454 (on completion of the Entitlements Issue)	Listed options expiring 20 September 2017 exercisable at \$0.08	35,376,454 (on completion of the Entitlements Issue)	Listed options expiring 20 June 2018 exercisable at \$0.12	
Number	+Class										
317,764,542	Fully paid ordinary shares										
35,376,454 (on completion of the Entitlements Issue)	Listed options expiring 20 September 2017 exercisable at \$0.08										
35,376,454 (on completion of the Entitlements Issue)	Listed options expiring 20 June 2018 exercisable at \$0.12										

+ See chapter 19 for defined terms.

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	3	Convertible Notes with a face value of \$20,000, expiring 1 July 2018
	600,000	Options expiring 15 September 2017, exercisable at \$1.25
	300,000	Options expiring 9 November 2017, exercisable at \$3.00
	600,000	Options expiring 31 January 2018, exercisable at \$0.15
	5,000,000	Options expiring 20 September 2018, exercisable at \$0.12
	1,480,000	Options expiring 3 October 2018, exercisable at \$0.60
	2,500,000	Options expiring 8 October 2019, exercisable at \$1.30
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	N/A	

## Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	<p>(i) 1 Tranche 1 Listed \$0.08 options expiring 20 September 2017 for every 10 fully paid ordinary shares held;</p> <p>(ii) 1 Tranche 2 Listed \$0.12 options expiring 20 June 2018 for every 10 fully paid ordinary shares held.</p>

14	+Class of +securities to which the offer relates	(i) Tranche 1 Listed \$0.08 options expiring 20 September 2017  (ii) Tranche 2 Listed \$0.12 options expiring 20 June 2018
15	+Record date to determine entitlements	23 May 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	All but Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	7 June 2017
20	Names of any underwriters	Bronwyn Barnes, Debbie Fullarton and Robert Martin
21	Amount of any underwriting fee or commission	Nil
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	No

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	17 May 2017
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	15 May 2017
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	13 June 2017

### 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

(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

- 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
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date 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
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+ See chapter 19 for defined terms.

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)	N/A
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42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	

### 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 is not available now, we 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.

Mark Clements  
Company Secretary  
17 May 2017

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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 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>																			
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>																			
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	237,179,629																		
<p><b><i>Add</i></b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> </ul> <table style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 80%;">29 June 2016 Issue of Shares</td> <td style="text-align: right;">8,666,674</td> </tr> <tr> <td>30 June 2016 Issue of Shares</td> <td style="text-align: right;">11,333,325</td> </tr> <tr> <td>6 July 2016 Issue of Shares</td> <td style="text-align: right;">3,118,600</td> </tr> <tr> <td>30 September 2016 Issue of Shares</td> <td style="text-align: right;">1,200,000</td> </tr> <tr> <td>1 and 9 November 2016 Issue of Shares</td> <td style="text-align: right;">25,000,000</td> </tr> <tr> <td>9 December 2016 Issue of Shares</td> <td style="text-align: right;">10,189,120</td> </tr> <tr> <td>19 December 2016 Issue of Shares</td> <td style="text-align: right;">14,738,354</td> </tr> <tr> <td>20 December 2016 Issue of Shares</td> <td style="text-align: right;">260,000</td> </tr> <tr> <td>22 February 2017 Issue of Shares</td> <td style="text-align: right;">800,000</td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><b><i>Note:</i></b></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	29 June 2016 Issue of Shares	8,666,674	30 June 2016 Issue of Shares	11,333,325	6 July 2016 Issue of Shares	3,118,600	30 September 2016 Issue of Shares	1,200,000	1 and 9 November 2016 Issue of Shares	25,000,000	9 December 2016 Issue of Shares	10,189,120	19 December 2016 Issue of Shares	14,738,354	20 December 2016 Issue of Shares	260,000	22 February 2017 Issue of Shares	800,000	
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	Nil
<b>“A”</b>	312,485,702

**Step 2: Calculate 15% of “A”**

<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	46,872,855

**Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used**

<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p>30 June 2016 Issue of Shares 131,533</p> <p>30 September 2016 Issue of Shares 36,691</p> <p>05 January 2017 Issue of Shares 96,676</p> <p>22 February 2017 Issue of Shares 13,940</p> <p>5 April 2017 Issue of Shares 5,000,000</p> <p>5 April 2017 Issue of Options 1,000,000</p> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
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<b>“C”</b>	6,278,840
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**Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1**

<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	46,872,855
<b>Subtract “C”</b>	6,278,840

+ See chapter 19 for defined terms.

Note: number must be same as shown in Step 3	
<b>Total</b> ["A" x 0.15] – "C"	40,594,015 Note: this is the remaining placement capacity under rule 7.1

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</b>	
"A" Note: number must be same as shown in Step 1 of Part 1	312,485,702
<b>Step 2: Calculate 10% of "A"</b>	
"D"	0.10 Note: this value cannot be changed
<b>Multiply</b> "A" by 0.10	31,248,570
<b>Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  Notes: <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
"E"	Nil
<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 Note: number must be same as shown in Step 2	31,248,670

<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> ["A" x 0.10] – "E"	31,248,670 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.