



26 October 2020

Dear Option Holder

**YOUR OPTIONS TO ACQUIRE AURIS MINERALS LIMITED SHARES AT \$0.08 PER SHARE
EXPIRE ON 30 NOVEMBER 2020**

We are writing to you as a registered holder of quoted options in Auris Minerals Limited (**Auris**) to remind you that the options will expire at 5:00pm (WST) on 30 November 2020 (**Auris Options**).

Your option holding may be exercised in whole or in part by payment of \$0.08 for each option by no later than 30 November 2020. If payment is not received by 5:00pm (WST) on 30 November 2020 the options will lapse and all rights under the options will cease at that time.

Some of the courses of action available to you as a holder of these soon-to-expire options are:

- (a) Exercise the Auris Options on or before 30 November 2020.
- (b) Sell your Auris Options. Quotation of the Auris Options will cease at the close of trading on 24 November 2020.
- (c) Do nothing (ie, allow your Auris Options to expire). If you do not exercise or sell your options they will expire on 30 November 2020 and your right to subscribe for ordinary shares in Auris Minerals Limited at \$0.08 per share will lapse.

There is no obligation on option holders to exercise their Auris Options. However, under paragraph 6.1 of Appendix 6A of the Australian Securities Exchange (**ASX**) Listing Rules, the Company is required to advise option holders of the following information:

- (a) **Conversion or exercise price:** \$0.08 per Auris Options.
- (b) **Due date for payment:** 30 November 2020.
- (c) **Consequences of not exercising the option:** your Auris Options will lapse and you will no longer be able to exercise the Auris Options.
- (d) **Date that quotation of the options will end:** close of trading on 24 November 2020
- (e) **Latest available market price of Auris's ordinary shares:** \$0.099 on 23 October 2020.
- (f) **Highest and lowest market price of Auris's ordinary shares during the 3 months before this letter:**
 - (i) highest—\$0.14 on 31 July 2020 and 3 August 2020; and
 - (ii) lowest—\$0.08 on 27 July 2020.
- (g) **Details of any underwriting agreement in relation to the exercise of the options:** a summary of the underwriting agreement entered into with Lazarus Corporate Finance Pty Ltd in relation to the shortfall in the exercise of the Auris Options is set out below.

The number of Auris Options held by you, and the corresponding number of fully-paid ordinary shares into which they will convert (being one share for each Auris Options exercised) are set out on your personalised "Notice of Exercise of Options" provided with this letter.

If you wish to exercise your Auris Options then you must complete your "Notice of Exercise of Options" form accompanying this notice, and forward it together with payment of \$0.08 per option exercised to be received by the Company's share registry, Automic Registry Services, no later than 5:00pm (WST) on 30 November 2020.

Cheques should be made payable to "**Auris Minerals Limited**" in Australian dollars only and should be crossed "Not negotiable".

If you have any queries on how to complete the form, please contact the Company's share registry from 8.30am to 5.00pm (Eastern Daylight Standard Time) Monday to Friday:

Automic Registry Services
1300 288 664 (within Australia) or
+61 2 9698 5414 (outside Australia)

Underwriting

As announced on 30 September 2020, the shortfall in option exercise is fully underwritten by Lazarus Corporate Finance Pty Ltd (**Underwriter or Lazarus**).

Under the option underwriting, in respect of any Auris Options that are not exercised on or before the expiry date, the Underwriter agrees to procure subscriptions for Auris Shares equal to the number of Auris Options not exercised. The issue price of such shares will be the same as the options exercise price (\$0.08 per Auris Share).

Lazarus will be paid an underwriting fee of 4% and a management fee of 2% of the underwritten amount. In addition and subject to shareholder approval, Lazarus will receive 15,000,000 unlisted options in Auris exercisable at \$0.12 with an expiry date of 3 years from date of issue.

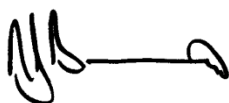
The Option Underwriting is conditional on Auris completing the acquisition of all shares in Sams Creek Gold Ltd (**SCGL**) by no later 31 March 2021 and Auris obtaining shareholder approval in accordance with Listing Rule 7.1 for the issue of Auris Shares under the Option Underwriting (*Refer ASX announcement 30 September 2020 titled – Acquisition of Million Ounce Sams Creek Gold Project*).

The issue of Auris Shares under the Option Underwriting will occur within 3 months of the Auris' general meeting of shareholders to approve the issue of Auris Shares. Auris has convened a meeting of shareholders for 30 November 2020. If Auris' acquisition of SCGL has not completed within 3 months of Auris general meeting, any issue of Auris Shares under the Option Underwriting may be subject to Auris obtaining a further approval of shareholders for the issue of the Auris Shares.

The Option Underwriting may be terminated by Lazarus if certain termination events occur, including in the event:

- (a) the S&P ASX 200 or the S&P ASX 300 Index closes on any business day at a level that is 10% or more below the level of the Index at the close of trading on 23 September 2020; or
- (b) the Spot Gold Price (as referenced by Bloomberg ticker "XAU:CUR") closes on any business day at a level that is 10% or more below the level of the Spot Gold Price at the close of trading on 23 September 2020.

Yours faithfully



Neville Bassett
Chairman



AURIS MINERALS LIMITED | ABN 77 085 806 284

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

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[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
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SRN/HIN: [holderNumbermasked]
Security Code: AUROC
Number of Options held: [AUROCHolding]
Option Expiry Date: 30 November 2020
Exercise Price: \$0.08
Total Amount payable (if exercising in full):
\$[Payment]

NOTICE OF EXERCISE OF OPTIONS

I/we hereby exercise the following number of options and make payment in Australian currency for the amount payable. Please allot me/us Ordinary Shares calculated on the basis of one Ordinary Share for every one Option which I/we exercise. I/We agree to accept such Shares subject to the Constitution of Auris Minerals Limited.

1. Number of Options to be Exercised
Total payment required @ \$0.08 per Option
If the dollar amount paid results in a fraction of a share then the shares allotted will be rounded down.

2. Payment: You can pay either by BPAY, EFT or Cheque
Option A - BPAY
Option B - Electronic Funds Transfer (EFT)
Option C - Cheque, Bank Draft or Money Order

3. Contact details
Telephone Number
Contact Name (PLEASE PRINT)
Email Address
SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

4. Please sign below and return the form to corporate.actions@automicgroup.com.au
Securityholder 1
Securityholder 2
Securityholder 3
Sole Director and Company Secretary
Director / Company Secretary
Director / Company Secretary