

Fund Raising Successfully Completed

KEY POINTS

- **A\$89M equity raised to support the Peak acquisition**
- **A\$45M debt financing nearing completion**
- **Awaiting final Government approvals to complete purchase of Peak**

Aurelia Metals Limited ("AMI" or the "Company") is pleased to announce that it has received an overwhelmingly positive response to the capital raisings conducted to fund the acquisition of the Peak Mines from New Gold Inc. (announced on 21 November 2017).

The institutional and major shareholder placements (the "Placement"), together with the Share Purchase Plan ("SPP") has raised total equity of A\$89 million, before transaction costs.

Completion of Tranche 2 of the Placement and the SPP will occur in accordance with the timetable below.

Tranche 2 Placement (Glencore)

Settlement of Tranche 2 Placement shares to Glencore	Thursday, 11 January 2018
Allotment of Tranche 2 Placement shares to Glencore	Friday, 12 January 2018

Tranche 2 Placement (other than Glencore)

Settlement of Tranche 2 Placement shares (other than Glencore)	Friday, 12 January 2018
Allotment of Tranche 2 Placement shares (other than Glencore)	Monday, 15 January 2018

Share Purchase Plan

Allotment of SPP shares	Friday, 12 January 2018
Commencement of trading of SPP shares	Monday, 15 January 2018

Attached is an Appendix 3B relating to the shares to be issued to Glencore under Tranche 2 of the Placement and the SPP.

EQUITY FUNDS

The capital raising comprised a two-tranche Placement to a) qualified institutional and sophisticated investors, b) new shares to Aurelia's major shareholder, Pacific Road, to raise A\$35.43 million, and c) new shares to Glencore (pursuant to its anti-dilute and top-up right) to raise A\$3.83 million. Further, and as previously announced, the SPP offer to retail shareholders raised A\$8.36 million.

Total equity raised to support the Peak acquisition was A\$89.3 million.

	Shares	Funds raised (before costs)
<i>Opening Shares</i>	430,858,188	
Tranche 1 Institutional placement	104,000,000	A\$21.84M
Tranche 2 Institutional placement	94,216,934	A\$19.79M
Tranche 2 Pacific Road placement	168,726,705	A\$35.43M
Tranche 2 Glencore placement	18,256,048	A\$3.83M
SPP (1)	39,821,458	A\$8.36M
<i>Closing Shares</i>	855,879,333	\$89.25M

(1) As announced on 5 January 2018, the total funds raised under the SPP was amended correcting the figure in the Company's ASX release dated 28 December 2017. The increased funds raised via the SPP was a result of the delayed settlement of BPAY funds over the Christmas period.

Post completion of the capital raisings, Pacific Road's equity interest will be approximately 36.6% and Glencore will be approximately 5.5%.

In addition, the following information is provided in accordance with Listing Rule 3.10.5A and Listing Rule 7.1A for the purposes of those shares issued under Listing Rule 7.1A as part of the Placement, as originally announced on 21 November 2017.

1. The dilutive effect of the Placement on existing shareholders is as follows:

	Number of securities issued	Percentage of pre- Placement issued share capital	Percentage of post- Placement issued share capital ¹
Ordinary shares issued under Listing Rule 7.1	61,200,882	14.2%	7.5%
Ordinary shares issued under Listing Rule 7.1A	42,799,118	9.9%	5.2%
Ordinary shares to be issued with shareholder approval under Listing Rules 7.3 and 10.11	281,199,687	65.2%	34.5%

2. The Company considered the Placement to be the most expedient and efficient method for raising the funds required to partly fund the acquisition of Peak Mines which was announced on 21 November 2017. The Placement has allowed the Company to facilitate the introduction of a number of new sophisticated and institutional investors to further broaden the Company's share register.

3. The Placement was not underwritten.

4. Fees and costs incurred in connection with the Listing Rule 7.1A issue, consisted of a) legal costs and b) Placement management fees to Hartleys Limited as bookrunner to the Placement and Curran & Co as co-manager to the Placement equal in aggregate to 5% of the gross amount raised under the issue.

DEBT FUNDS

The Company is nearing entry into a secured Syndicated Facility Agreement with Investec Australia Limited for financing of up to A\$115 million, to be provided in three tranches:

1. an acquisition bridge facility ("Facility A");
2. a corporate facility ("Facility B"); and
3. a bank environmental guarantee/ letter of credit facility ("Facility C").

¹ Excluding SPP shares.

Pending entry into the Syndicated Facility Agreement, Facility A and Facility C will be available, subject to conditions precedent, to fund the acquisition of Peak Gold Mines. Post completion of the Peak acquisition, and before the end of March 2018 as it is currently planned, the Company currently intends to drawdown Facility B which is to be utilised to repay Facility A in full and repay all outstanding Glencore borrowings.

Further Information

Tim Churcher

Chief Financial Officer & Company Secretary +61 2 6363 5200

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This announcement does not constitute an offer, invitation or recommendation to subscribe for or purchase any securities and neither this announcement nor anything contained in it shall form the basis of any contract or commitment. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person acting for the account or benefit of a person in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States or to any person acting for the account or benefit of a person in the United States, unless the securities have been registered under the Securities Act or an exemption from the registration requirements of the Securities Act and applicable U.S. state securities laws is available.

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.

Name of entity

Aurelia Metals Limited (the Company)

ABN

37 108 476 384

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 | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Placement to Glencore: 18,256,048 ordinary shares (Placement Shares)
Share purchase plan: 39,821,458 ordinary shares (SPP Shares)
Total shares: 58,077,506 |
| 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) | Fully Paid Ordinary Shares |
| 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 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 | Shares issued rank equally with existing Ordinary Fully Paid Shares |

+ See chapter 19 for defined terms.

5	Issue price or consideration	\$0.21/share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The Placement Shares will be issued to Glencore under the second tranche of Aurelia's placement offer which was announced to the ASX on 21 November 2017, following shareholder approval received at the General Meeting held on 5 January 2018.</p> <p>The SPP Shares will be issued to existing shareholders of the Company who submitted applications under the terms and conditions of the offer under the Share Purchase Plan (SPP), as announced to the ASX on 21 November 2017.</p> <p>The purpose of the Placement and SPP was to raise funds. The funds raised under the Placement will be used to part fund the acquisition of the Peak Mines as announced to the ASX on 21 November 2017.</p>
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	29 November 2017
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	18,256,048 Placement Shares to be issued with shareholder approval under Listing Rule 7.3 (approved at the General Meeting held on 5 January 2018)
6f	Number of securities issued under an exception in rule 7.2	39,821,458 SPP Shares (exception 15)
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	137,534,144	
7	Dates of entering securities into uncertificated holdings or despatch of certificates	12 January 2018	
8	Number and class of all securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	Class
		592,935,694	Ordinary Shares
9	Number and class of all securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	Class
		70,000	Performance Rights (Class C)
		2,000,000	Performance Rights (Class 16A)
		2,250,000	Performance Rights (Class 16B)
		2,250,000	Performance Rights (Class 16C)
		10,000,000	\$0.0125 Options expiring 28-9-2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A	
12	Is the issue renounceable or non-renounceable?	N/A	
13	Ratio in which the securities will be offered	N/A	
14	Class of securities to which the offer relates	N/A	

+ See chapter 19 for defined terms.

15	Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new issue documents	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
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	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
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 *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 Despatch date

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

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

+ See chapter 19 for defined terms.

<p>40 Do the securities rank equally in all respects from the date of allotment 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"> • 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 	<p>N/A</p>				
<p>41 Reason for request for quotation now</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>N/A</p>				
<p>42 Number and class of all securities quoted on ASX (including the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="710 920 1013 931">Number</th> <th data-bbox="1013 920 1300 931">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 931 1013 1079">N/A</td> <td data-bbox="1013 931 1300 1079"></td> </tr> </tbody> </table>	Number	Class	N/A	
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.
 - 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.



Tim Churcher
Company Secretary
11 January 2018

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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

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	387,991,188
<p>Add the following:</p> <ul style="list-style-type: none"> • 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	<p>40,000,000 (PacRoad option conversion)</p> <p>2,867,000 (Glencore antidilute shares, approved at AGM on 29 November 2017)</p> <p>61,200,882 (Tranche 1 placement shares approved at EGM on 5 January 2018)</p> <p>18,256,048 (Tranche 2 placement shares to Glencore approved at EGM on 5 January 2018)</p> <p>39,821,458 (SPP Shares)</p> <p>TOTAL SHARES ISSUED: 162,145,388</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
"A"	550,136,576

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	82,520,486
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <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> 	0
"C"	0
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	82,520,486
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
<p>Total ["A" x 0.15] - "C"</p>	82,520,486 <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>	550,136,576
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	55,013,658
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 <i>Notes:</i> <ul style="list-style-type: none"> • <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> 	0
"E"	0
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>	55,013,658
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	0
Total ["A" x 0.10] - "E"	55,013,658 <i>Note: this is the remaining placement capacity under rule 7.1A</i>