

Institutional Placement Raises A\$70M

HIGHLIGHTS

- **Firm commitments received to raise A\$70 million**
- **Capital raising together with A\$45 million Senior Debt Facility will be used to complete the acquisition of Peak Mines, and deliver a strong working capital position**

Aurelia Metals Limited ("AMI" or the "Company") is pleased to announce that it has received an overwhelmingly positive response to the capital raising conducted to fund the acquisition of the Peak Mines from New Gold Inc. (announced on 21 November 2017), resulting in Aurelia accepting firm commitments of A\$70 million.

The heavily oversubscribed institutional placement ("Placement") was strongly supported by both existing shareholders and new investors with several large institutions joining Aurelia's share register through the Placement.

Aurelia's Managing Director and CEO, Jim Simpson said;

"We are very pleased with the response from investors to the Placement, which shows strong support for our growth strategy and the acquisition of the Peak Mines. We thank our existing shareholders for their continued support and we are also very pleased to welcome a number of new reputable institutions to the Aurelia register."

We are pleased that all of our existing eligible shareholders will also have the opportunity to apply for new shares under the Share Purchase Plan that we announced concurrently with launch of the Placement."

The Placement issue price of A\$0.21 represents a 12.95% discount Aurelia's five day volume weighted average price on the ASX on 20 November 2017, being the day prior to Aurelia entering into the trading halt to conduct the Placement.

Additional Details

The capital raising comprises a share placement of up to 198.2 million fully-paid ordinary shares to qualified institutional and sophisticated investors to raise approximately A\$41.6 million, and a minimum of approximately 135.1 million new shares to Aurelia's major shareholder, Pacific Road to raise approximately A\$28.4 million¹. Additional shares may be allocated to Glencore pursuant to its anti-dilute and top-up right².

¹ Pacific Road has committed up to A\$35 million to increase its and its associates' relevant interest in Aurelia shares to 36.7% upon completion of the Placement and SPP, subject to shareholder approval.

² As previously disclosed to the market, Glencore has in place an anti-dilute and top-up right which provides it with the right but not the obligation to maintain its pro-rata holding in the Company.

The Placement will settle in two tranches:

- Tranche 1 of the Placement comprises approximately 104 million shares which is scheduled to settle on 27 November 2017 and will be issued without shareholder approval (comprising 61,200,882 shares to be issued under ASX Listing Rule 7.1 and 42,799,118 shares to be issued under ASX Listing Rule 7.1A); and
- Tranche 2 of the Placement, comprises approximately 229.3 million shares, and is subject to shareholder approval at a general meeting expected to be held in mid-late January 2018. Tranche 2 comprises:
 - a conditional placement of approximately 94.2 million shares to sophisticated and professional investors under ASX Listing Rule 7.1; and
 - a conditional placement of approximately 135.1 million shares to Pacific Road under ASX Listing Rule 10.11.
- As disclosed in the ASX announcement on 21 November 2017, Glencore is supportive of the acquisition and it may also participate in the raising to maintain its approximate current level of ownership (current interest of 6.7%). If it did so, Tranche 2 Placement shares may increase to accommodate Glencore's rights.

Tranche 2 is expected to settle shortly after the general meeting (assuming the relevant shareholder approvals are obtained). Further details regarding the general meeting will be sent to shareholders in the near future.

Hartleys Limited acted as Lead Manager and sole bookrunner to the Placement, and Curran & Co acted as Co-Manager to the Placement.

Share Purchase Plan

The Company will also undertake a Share Purchase Plan ("SPP") to its existing eligible shareholders, providing them with the opportunity to subscribe for up to a maximum of \$15,000 worth of shares at the Placement price of A\$0.21 per share.

Participation in the SPP will be open to all eligible holders of Aurelia shares as at 20 November 2017 ("Record Date") with a registered address in Australia or New Zealand.

Further details regarding the SPP will be separately sent to eligible shareholders in the near future.

Further Information

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