



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: \$31.0m

Cash: \$3.6m

(As at 30 June 2019)

CONTACT DETAILS

U2/79 Bushland Ridge,

Bibra Lake, WA

AUSTRALIA 6163

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t. +61 (0)8 9434 1934

auroralabs3d.com

ASX CODE: A3D

ACN: 601 164 505

Changes to Company Securities and Appendix 3Y's

Aurora Labs Limited ("Aurora" or "the Company") is pleased to provide the attached *Appendix 3B – New Issue Announcement* in relation to the following changes to the Company's Securities:

- The automatic redemption and cancellation of 7,612,500 Class C Performance Shares (ASX: A3DAJ) in the Company pursuant to their terms and conditions as the relevant milestone for conversion as at 30 June 2019 was not satisfied;
- The cancellation and removal from the Company's register of securities of 111,333 Performance Rights (ASX: A3DAK), following their cancellation on termination under the terms of the Company's Employee Incentive Plan (EIP); and
- The grant of 1,160,634 Performance Rights to 40 of its employees under the EIP

The goal of the Performance Rights issued under the EIP is to incentivise staff, align them with the Company's objectives and enhance our corporate culture around innovation.

These incentives have contributed to significant numbers of staff developing innovations and products that are appropriate for the Company to patent.

The Board believes that one of the best ways to achieve these goals is to give the employees and executives involved in the day-to-day management and operations of the business the opportunity to earn an equity stake in Aurora Labs that can grow with Aurora's anticipated financial and operational success.

The Performance Rights issued to each eligible person under the EIP were determined under three categories:

1. Package Performance Rights – As part of their employment package with Aurora Labs to attract and retain quality executives and employees.
2. Performance Rights – As a reward for employees and executives achieving key milestones.
3. Innovation Performance Rights – As a reward for employees who have developed innovative ideas that are deemed to be beneficial to Aurora Labs and its business operations (usually by reference to whether the idea is likely to be patented or otherwise form the basis for potentially valuable proprietary technology of Aurora Labs).

In addition, Aurora Labs resolved to seek shareholder approval to grant a further 50,000 Performance Rights to each of its Directors, John Nathan Henry (Executive Director), Paul Kristensen (Chairman), and Mathew Whyte (Non-executive Director and Company Secretary) and – in recognition of several additional tasks performed by him – 80,000 Performance Rights to Mel Ashton (Non-executive Director) under the Employee Incentive Plan, and

otherwise on the same terms and conditions as the Performance Rights granted to non-related employees. Shareholders' approval will be sought at the next general meeting of Aurora Labs.

Each Performance Right is a right to subscribe for one Share subject to the satisfaction of a Performance Condition that the 10 day "volume weighted average market price" (as defined in the ASX Listing Rules) of the Company's quoted Shares exceeds \$0.47 per Share on a date after the date on which the Performance rights are granted. A summary of the key Terms and Conditions is attached as Annexure A to the attached Appendix 3B.

All Performance Rights have an end date of 11 July 2024.

A copy of the Employee Incentive Plan Rules is available on the Company's website at www.auroralabs3d.com

Appendix 3Y's

The Company now provides five (5) *Appendix 3Y - Change in Director's Interest Notices* arising from the changes in interests in Securities as outlined above.

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) Issued Unquoted Performance Rights (Unquoted Performance Rights)
b) Redemption and cancellation of Class C Performance Shares (Class C Performance Shares (ASX: A3DAJ))
c) Cancellation of Unquoted Performance Rights (Performance Rights (ASX: A3DAK)) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 1,160,634
b) 7,612,500
c) 111,333 |
| 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 Unquoted Performance Rights have been granted under the Company's Employee Incentive Plan (EIP) for no consideration, and no amount is payable on the vesting or exercising of the Performance Rights.

Each Performance Right entitles the holder to subscribe for one (1) fully paid ordinary share in the Company, for nil cash consideration subject to EIP Rules. |

Each Performance Right will only vest and become exercisable following the satisfaction of the Performance Condition and Vesting Condition.

Each Performance Right is subject to a Performance Condition that the 10-day volume weighted average market price (as defined in the ASX Listing Rules) of the Company's quoted Shares first exceeds \$0.47 per Share.

Each Performance Right is subject to a Vesting Condition that

- in respect of 50% of the Awards, that each holder has been employed or engaged (as applicable) by the Company or any other of its related bodies corporate for continuous period of at least 12 months; and
- in respect of 50% of the Awards, that each holder be employed or engaged (as applicable) by the Company or any other of its related bodies corporate for at least 12 months from the date that the Awards are granted or the satisfaction of the other Vesting Condition, whichever is the later in time.

Each Performance Right not vested or exercised will expire on 11 July 2024 at 5.00pm (WST).

(Refer to Annexure "A" for full Terms and Conditions of Performance Rights)

- b) Refer to section 11.3 of prospectus dated 9 June 2016.
- c) Refer to Appendix 3B dated 30 August 2018

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:

- 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

a) Unquoted Performance Rights – No
The granting of a Performance Right does not give the holder a legal or beneficial interest in a fully paid ordinary share until the Performance Right vests and are exercised. When the Performance Rights have been exercised, ordinary shares will be issued, and these shares will then rank equally with existing shares.

+ See chapter 19 for defined terms.

5	Issue price or consideration	<ul style="list-style-type: none"> a) Nil b) Redeemed for \$0.00001 for each Class C Performance Share (\$76.12) c) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ul style="list-style-type: none"> a) Unquoted Performance Rights issued to non-related parties as remuneration pursuant to Employee Incentive Plan. b) Not applicable. c) Not applicable.
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	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.
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.
6f	Number of securities issued under an exception in rule 7.2	a) 1,160,634 Unquoted Performance Rights (Exception 9)
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	Not applicable.

calculation.

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: 13,266,514 LR 7.1A: 8,861,009												
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	a) Issued 11 July 2019 b) Cancelled 11 July 2019 c) Cancelled 30 June 2019												
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>88,635,091</td> <td>Ordinary shares</td> </tr> <tr> <td>3,686,000</td> <td>Options exercisable at \$1.00 & Expiry 17/4/2020</td> </tr> </tbody> </table>	Number	+Class	88,635,091	Ordinary shares	3,686,000	Options exercisable at \$1.00 & Expiry 17/4/2020						
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88,635,091	Ordinary shares													
3,686,000	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)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>250,000</td> <td>Unquoted Options Exercisable at \$0.50 Expiring 31/12/2020 (A3DAI)</td> </tr> <tr> <td>367,107</td> <td>Unquoted Options Exercisable at \$0.57 Expiring 15/02/2022 (A3DAI)</td> </tr> <tr> <td>480,000</td> <td>Unquoted Options Exercisable at \$2.23 Expiring 30/11/2019 (A3DAI)</td> </tr> <tr> <td>931,000</td> <td>Unquoted Options Exercisable at \$3.00 Expiring 31/03/2020 (A3DAI)</td> </tr> <tr> <td>40,000</td> <td>Unquoted Options Exercisable at \$1.17 Expiring 30/06/2020 (A3DAI)</td> </tr> </tbody> </table>	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)
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+ See chapter 19 for defined terms.

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)
755,828	Performance Rights expiring 31/01/2023 (A3DAI)
1,160,634	Performance Rights expiring 11/07/2024

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

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.

+ See chapter 19 for defined terms.

- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 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 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

- 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:

b) the date from which they do

c) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment

d) 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.

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	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: 12 July 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	65,354,271
<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"> • 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 	<ul style="list-style-type: none"> • 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) <p>All on exercise of Options (LR 7.2 exception 9)</p> <ul style="list-style-type: none"> • 13,157,895 (Shares issued under placement on 14/02/2019 ratified at EGM held on 17/6/2019) <p style="text-align: center;">Nil</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	88,610,091

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	13,291,514 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	13,291,514
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> 	•25,000 (shares issued on 30/08/2018)
“C”	25,000
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>	13,291,514
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	25,000
Total [“A” x 0.15] – “C”	13,266,514 <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>	88,610,091
Step 2: Calculate 10% of “A”	
“D”	<i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	8,861,000
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: <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> 	N/A <i>(Note: 7,545,220 shares issued under LR 7.1A capacity on 14/2/2019 were refreshed and approved by shareholders at EGM dated 17/6/2019)</i>
“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>	8,861,009
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	8,861,009 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Annexure "A" – Terms and Conditions of Performance Rights

The terms and conditions of the Performance Rights are set out below. These terms are subject to, and should be read in accordance with, the Plan Rules.

1. Entitlement

Each Performance Right entitles the holder of that Performance Right (**Holder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**), on and subject to these terms and conditions, the "Offer" (as defined in the Plan Rules) and otherwise pursuant to the Plan Rules.

2. Nil cash consideration

Each Performance Rights will be granted for nil cash consideration.

3. Period of Operation

The Performance Rights will come into effect upon grant and operate until 5:00pm (AWST) on the date falling 5 years from grant (**End Date**).

4. Performance Condition

Each Performance Rights is subject to a "Performance Condition" under the Plan Rules that volume-weighted average price of the Shares traded on ASX over at least 10 consecutive trading days equals or exceeds \$0.47, being an amount which is equal to 30% above the closing price of Shares traded on the last trading day before the Offer was made (i.e. 4 July 2019).

5. Vesting Conditions

The Performance Rights are subject to the following "Vesting Conditions" under the Plan Rules:

- (a) in respect of 50% of the remaining Performance Rights, that the "Participant" (defined in the Plan Rules) to whom the Performance Rights are offered, whether the Holder or not, has been employed or engaged (as applicable) by the Company or any other of its related bodies corporate for a continuous period of at least 12 months; and
- (b) in respect of 50% of the remaining Performance Rights, that the Participant, whether the Holder or not, continues to be employed or engaged (as applicable) by the Company or any other of its related bodies corporate for at least 12 months from the date that the Performance Rights are granted or the satisfaction of the Vesting Condition in item 5(a), whichever is the later in time.

6. Vesting

Each Performance Right will only vest in the Holder and become exercisable following the satisfaction of the Performance Condition and Vesting Conditions.

7. Lapse

- (a) All Performance Rights which have not vested will automatically lapse and will be cancelled on the End Date.



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- (b) All Performance Rights which have vested before the End Date but have not been exercised will be deemed to have been exercised immediately prior to the End Date unless the Holder notifies the Company otherwise in writing.

8. Quotation

The Company will not apply for quotation of the Performance Rights on ASX.

9. Transferability

Performance Rights are not transferable other than as permitted under the Plan Rules or with the consent of the Board (at its absolute discretion).

10. Exercise

- (a) Vested Performance Rights may only be exercised by notice in writing to the Company (**Notice of Exercise**), the form of which may be specified in the Offer or otherwise by the Company in writing, on or before the End Date.
- (b) Any Notice of Exercise for a Performance Right received by the Company will be deemed to be a notice of the exercise of the Performance Rights specified in that notice as at the date of receipt. Performance Rights may only be exercised in multiples of 500 unless fewer than 500 Performance Rights are held, or the Board otherwise agrees.
- (c) There is no consideration payable by the Holder upon the exercise of Performance Rights, and the Company must issue the relevant number of Shares to the Holder of the Performance Rights, update its share register and issue and send to the Holder an updated holding statement within 10 business days after receiving the Notice of Exercise.
- (d) The Holder must provide with or at the same time as a Notice of Exercise:
 - (i) the "Certificate" (as defined in the Plan Rules) for the Performance Rights, or documentary evidence satisfactory to the Board that the Certificate was lost or destroyed; and
 - (ii) where required by the Company in accordance with rule 19.2 of the Plan Rules, payment in full of the amount of "Withholding Tax Amount" that the Company is required to remit as a result of the exercise of the Performance Rights.

11. Issue of Shares

- (a) The Share issued upon exercise of the Performance Rights will rank equally in all respects with the Company's ordinary shares.
- (b) The Company will apply to the ASX for official quotation of those Shares after they are issued.

12. Legal and Shareholder Approvals

- (a) The grant and exercise of Performance Rights is subject to the Company obtaining all required consents and approvals in relation to the same.
- (b) If the exercise of any Performance Rights would result in any person being in contravention of section 606 of the *Corporations Act 2001* (Cth) (**Takeover Provision**), then the exercise of those Performance Rights will be deferred until such time or times that the exercise would no longer result in the contravention.



- (c) Holders must give notification to the Company in writing if they consider that the exercise of the Performance Rights may result in the contravention of the Takeover Provision, failing which the Company will be entitled to assume that the exercise of the Performance Rights will not result in any person being in contravention of the Takeover Provision.

13. Participation in New Issues

A Performance Right does not entitle the Holder to any participation rights or entitlements inherent in holding Shares and Holders will not be entitled to participate in new issues of capital offered to the Company's shareholders during the currency of the Performance Rights, including by way of bonus issue, rights issue or otherwise.

14. Adjustment for Bonus Issues

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), the number of Shares which must be issued on the exercise of the Performance Rights will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Performance Rights before the record date for the bonus issue.

15. Adjustment for Rights Issue

If the Company makes a pro rata rights issue of Shares to existing shareholders, the number of Performance Rights, or Shares to be issued upon the exercise of the Performance Rights, will not be adjusted other than to the extent required by the ASX Listing Rules.

16. Adjustments for Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company (**Reorganisation**), then:

- (a) the rights of the Holder (including the number of Performance Right to which the Holder is entitled) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the Reorganisation;
- (b) Any calculations or adjustments which are required to be made will be made by the directors of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder; and
- (c) the Company must, within a reasonable period, give to the Holder notice of any change to the number of Shares which the Holder is entitled to subscribe for and be issued on exercise of a vested Performance Right.

17. Secondary Trading Restrictions

- (a) Subject to item 17(b), within 5 trading days of issuing Shares on exercise of vested Performance Rights, the Company must lodge with ASX a duly completed notice pursuant to section 708A(5) of the *Corporations Act 2001* (Cth), meeting the requirements of section 708A(6) of the *Corporations Act 2001* (Cth) (**Cleansing Statement**).
- (b) If the Company is unable to issue a Cleansing Statement in relation to any Shares issued on exercise of Performance Rights for any reason:
 - (i) the Company must within 60 days of receiving the Notice of Exercise for the relevant Performance Rights, lodge with the Australian Securities & Investments Commission (**ASIC**) a prospectus prepared in accordance with



Aurora Labs™

Chapter 6D of the *Corporations Act 2001* (Cth) offering Shares (**Cleansing Prospectus**); and

- (ii) the Company is not required to issue the Shares on exercise of the relevant Performance Rights until the Cleansing Prospectus is lodged with ASIC.

18. Governing Law

These terms and conditions of the Performance Rights, and the rights and obligations of the Holder, are governed by the laws of Western Australia.

19. Legal Compliance

If these terms and conditions conflict with or do not comply with the *Corporations Act 2001* (Cth), the ASX Listing Rules or the Company's Constitution, the Holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity: AURORA LABS LIMITED
ABN 44 601 164 505

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	David James Budge
Date of last notice	12 December 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: David James Budge ATF <Budge Family Trust> Relevant interest: Trustee & beneficiary
Date of change	11 July 2019
No. of securities held prior to change	<ol style="list-style-type: none"> 1. 23,946,785 Ordinary Shares 2. 5,341,975 Class C Performance Shares 3. 115,000 Options (Ex \$2.23/ Exp 30/11/2019) 4. 165,000 Options (Ex \$3.00/ Exp 31/03/2020) 5. 15,000 Options (Ex \$0.79/ Exp 31/08/2020) 6. 50,000 Performance Rights (Exp 31/01/2023)
Class	<ol style="list-style-type: none"> 1. Ordinary Shares 2. Class C Performance Shares 3. Unquoted Options (Ex \$2.23/Expiry 30/11/2019) 4. Unquoted Options (Ex \$3.00/Expiry 31/3/2020) 5. Unquoted Options (Ex \$0.79/Expiry 31/8/2020) 6. Performance Rights (Expiry 31/01/2023)

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number acquired	N/A
Number disposed	2. 5,341,975 Class C Performance Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	2. \$0.00001 per Class C Performance Shares payable on redemption and cancellation (\$53.42)
No. of securities held after change	<ol style="list-style-type: none"> 1. 23,946,785 Ordinary Shares 3. 115,000 Options (Ex \$2.23/ Exp 30/11/2019) 4. 165,000 Options (Ex \$3.00/ Exp 31/03/2020) 5. 15,000 Options (Ex \$0.79/ Exp 31/08/2020) 6. 50,000 Performance Rights (Exp 31/01/2023)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Automatic redemption and cancellation of 5,341,975 Class C Performance Shares.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity: AURORA LABS LIMITED
ABN 44 601 164 505

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Paul Kristensen
Date of last notice	27 February 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: Capital Technologies Pty Ltd Relevant Interest: Mr Kristensen is a Director
Date of change	N/A
No. of securities held prior to change	<ol style="list-style-type: none"> 1. 100,000 Unquoted Options (Ex \$1.08/ Expiry 31/01/2021) 2. 50,000 Performance Rights (Exp 31/01/2023) 3. 70,000 Shares
Class	<ol style="list-style-type: none"> 1. Unquoted Options (Ex \$1.08/Expiry 31/1/2021) 2. Performance Rights (Expiry 31 January 2023) 3. Ordinary Shares (Shares)
Number acquired	Refer Part 2
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	<ol style="list-style-type: none"> 1. 100,000 Unquoted Options (Ex \$1.08/ Expiry 31/01/2021) 2. 50,000 Performance Rights (Exp 31/01/2023) 3. 70,000 Shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	N/A

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Offer made by the Company subject to shareholder approval at the next general meeting pursuant to the Employee Share Plan (Offer).
Nature of interest	Indirect
Name of registered holder (if issued securities)	Capital Technologies Pty Ltd
Date of change	9 July 2019
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	50,000 Performance Rights (subject to shareholder approval)
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$18,000 Based on share price on date of Offer
Interest after change	50,000 Performance Rights (subject to shareholder approval)

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity: AURORA LABS LIMITED
ABN: 44 601 164 505

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Nathan Henry
Date of last notice	24 December 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect & Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: Buttes Pty Ltd <Toklat A/C> Relevant interest: Director
Date of change	24 December 2018
No. of securities held prior to change	<u>Direct</u> 1. 1,825,485 Ordinary Shares 2. 185,634 Class C Performance Shares <u>Indirect</u> 1. 150,000 Ordinary Shares 3. 140,000 Options (Ex \$2.23/Expiry 30/11/2019) 4. 125,000 Options (Ex \$3.00/Expiry 31/3/2020) 5. 15,000 Options (Ex \$0.79/Expiry 31/08/2020) 6. 50,000 Performance Rights (Exp 31/01/2023)

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Class	<ol style="list-style-type: none"> 1. Ordinary Shares 2. Class C Performance Shares 3. Unquoted Options (Ex \$2.23/Expiry 30/11/2019) 4. Unquoted Options (Ex \$3.00/Expiry 31/3/2020) 5. Unquoted Options (Ex \$0.79/Expiry 31/8/2020) 6. Performance Rights (Expiry 31/1/ 2023)
Number acquired	Refer Part 2
Number disposed	<ol style="list-style-type: none"> 2. 185,634 Class C Performance Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.00001 per Class C Performance Shares payable on redemption and cancellation (\$1.85)
No. of securities held after change	<p><u>Direct</u></p> <ol style="list-style-type: none"> 1. 1,825,485 Ordinary Shares <p><u>Indirect</u></p> <ol style="list-style-type: none"> 1. 150,000 Ordinary Shares 3. 140,000 Options (Ex \$2.23/ Exp 30/11/2019) 4. 125,000 Options (Ex \$3.00/Exp 31/03/2020) 5. 15,000 Unquoted Options (Ex \$0.79/Expiry 31/08/2020) 6. 50,000 Performance Rights (Exp 31/01/2023)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Automatic redemption and cancellation of 185,634 Class C Performance Shares.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Offer made by the Company subject to shareholder approval at the next general meeting pursuant to the Employee Share Plan (Offer).
Nature of interest	Indirect
Name of registered holder (if issued securities)	Buttes Pty Ltd <Toklat A/C>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Date of change	9 July 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	50,000 Performance Rights (subject to shareholder approval)
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$18,000 Based on share price on date of Offer
Interest after change	50,000 Performance Rights (subject to shareholder approval)

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity: AURORA LABS LIMITED
ABN 44 601 164 505

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mel Ashton
Date of last notice	21 March 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: Kingsford Investments Pty Ltd <Ashton A/C> Relevant Interest: Mr Ashton is a Director and Shareholder of Kingsford Investments Pty Ltd and a beneficiary of the Ashton Trust.
Date of change	N/A
No. of securities held prior to change	<ol style="list-style-type: none"> 1. 170,000 Ordinary Shares 2. 100,000 Unquoted Options (Ex \$1.08/ Expiry 31/01/2021) 3. 50,000 Performance Rights (Exp 31/01/2023)
Class	<ol style="list-style-type: none"> 1. Ordinary Shares 2. Unquoted Options (Ex \$1.08/Expiry 31/1/2021) 3. Performance Rights (Expiry 31 January 2023)
Number acquired	Refer Part 2
Number disposed	N/A

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	<ol style="list-style-type: none"> 1. 170,000 Ordinary Shares 2. 100,000 Unquoted Options (Ex \$1.08/ Expiry 31/01/2021) 3. 50,000 Performance Rights (Exp 31/01/2023)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Offer made by the Company subject to shareholder approval at the next general meeting pursuant to the Employee Share Plan (Offer).
Nature of interest	Indirect
Name of registered holder (if issued securities)	Palms on Farms Pty Ltd ATF <The Ashton Trust>
Date of change	9 July 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	80,000 Performance Rights (subject to shareholder approval)
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$28,800 Based on share price on date of Offer
Interest after change	80,000 Performance Rights (subject to shareholder approval)

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity: AURORA LABS LIMITED
ABN 44 601 164 505

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mathew Whyte
Date of last notice	30 November 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: Mr Mathew Joseph Whyte and Mrs Sarah Louise Whyte <M&S Whyte Family A/C> Relevant Interest: Mr Whyte is a trustee and beneficiary
Date of change	N/A
No. of securities held prior to change	<ol style="list-style-type: none">1. 50,000 Unquoted Options (Ex \$3.00/Expiry 31/3/2020)2. 15,000 Options (Ex \$0.079/ Exp 31/08/2020)3. 100,000 Unquoted Options (Ex \$0.95/ Expiry 31/07/2020)4. 50,000 Performance Rights (Exp 31/01/2023)

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Class	<ol style="list-style-type: none"> 1. Unquoted Options (Ex \$3.00/Expiry 31/3/2020) 2. Unquoted Options (Ex \$0.79/Expiry 31/8/2020) 3. Unquoted Options (Ex \$0.95/ Expiry 31/7/2020) 4. Performance Rights (Expiry 31 January 2023)
Number acquired	Refer Part 2
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	<ol style="list-style-type: none"> 1. 50,000 Options (Ex \$3.00/ Exp 31/03/2020) 2. 15,000 Options (Ex \$0.079/ Exp 31/08/2020) 3. 100,000 Unquoted Options (Ex \$0.95/ Expiry 31/07/2020) 4. 50,000 Performance Rights (Exp 31/01/2023)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Offer made by the Company subject to shareholder approval at the next general meeting pursuant to the Employee Share Plan (Offer).
Nature of interest	Indirect
Name of registered holder (if issued securities)	Mr Mathew Joseph Whyte and Mrs Sarah Louise Whyte <M&S Whyte Family A/C>
Date of change	9 July 2019

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	50,000 Performance Rights (subject to shareholder approval)
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$18,000 Based on share price on date of Offer
Interest after change	50,000 Performance Rights (subject to shareholder approval)

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.