



Aeon Metals Limited

(formerly Aussie Q Resources Limited)
ABN 91 121 964 725

Level 7, 88 Pitt Street, Sydney, NSW 2000, Australia
P.O. Box 8155, Gold Coast MC. Qld 9726, Australia
P: 61 7 5574 3830 F: 61 7 5574 3568
W: aeonmetals.com.au
E: info@aeonmetals.com.au

ASX Code - AQR

ASX Release
1 July 2015

Pro Rata Non-Renounceable Underwritten Rights Offer Cleansing Notice pursuant to section 708AA(2)(f) of the Corporations Act 2001

This notice is given by Aeon Metals Limited (ASX : AQR) (**Aeon**) under section 708AA(2)(f) of the *Corporations Act* 2001 (Cth) (**Act**), as notionally modified by ASIC Class Order 08/35.

The directors of Aeon refer to the ASX Announcement, Offer Document and Appendix 3B lodged with the ASX on 30 June 2015 in relation to its fully underwritten non-renounceable pro rata Rights Offer to Eligible Shareholders of up to 43,479,028 New Shares (subject to roundings) on the basis of 1 (one) New Share for every 7 (seven) existing Shares held by Eligible Shareholders on the Record Date at an issue price of A\$0.075 per New Share to raise approximately A\$3,260,927 (before costs) (**Rights Offer**).

The Offer Document will be mailed to eligible shareholders on 14 July 2015 together with a personalised Entitlement and Acceptance Form.

For the purposes of section 708AA(7) of the Act, Aeon advises as follows:

1. The New Shares will be offered for issue under the Rights Offer without disclosure to investors under Part 6D.2 of the Act, as modified by CO 08/35;
2. Aeon is providing this notice under section 708AA(2)(f) of the Act, as modified by CO 08/35;
3. As at the date of this notice, Aeon has complied with:
 - the provisions of Chapter 2M of the Act as they apply to Aeon; and
 - section 674 of the Act;
4. As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by CO 08/35;
5. Having regard to the composition of Aeon's share register, the terms of the Rights Offer and the underwriting arrangements in place for the Rights Offer, Aeon does not believe that any person will increase their percentage shareholding in Aeon pursuant to the Rights Offer in a way which will have any material impact on the control of Aeon.

The potential effects that the issue of the New Shares under the Rights Offer will have on the control of Aeon are as follows:

- The Rights Offer is being made to all Shareholders (**Eligible Shareholders**). If all Eligible Shareholders take up their entitlements under the Rights Offer, the Rights Offer will have no effect on the control of Aeon and all Eligible Shareholders will hold the same percentage interest in Aeon;
- If there is a shortfall, Eligible Shareholders who do not take up all of their full entitlements of Shares under the Rights Offer will be diluted relative to those shareholders who subscribe for some or all of their entitlement;
- In respect of any shortfall, Eligible Shareholders who have taken up their full entitlement will be able to top up their shareholding, by subscribing for New Shares (**Additional New Shares**) to be issued from the shortfall pool (**Top-Up Offer**). However, Aeon will only issue such Additional New Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Additional New Shares will not increase the Eligible Shareholders voting power in contravention of the takeover prohibition in section 606 of the Act (that is, the 20% voting power threshold); and
- The Underwriter and the Sub-Underwriter in conjunction with Aeon will endeavour to place the shortfall not allocated under the Top-Up Offer to various other institutional and high net worth parties (**Shortfall Offer**).
- The Sub-Underwriter is OCP Asia (Hong Kong) Limited, a related entity of Centar SP3 Ltd and OL Master Ltd (both existing Shareholders) (together '**OCP**'). In the event the Sub-Underwriter was to take-up the entire sub underwritten commitment of 40,030,103 Shares itself, which would include the Entitlements of its two existing shareholders, the relevant interest of OCP (the Sub-Underwriter and Centar SP3 Ltd and OL Master Ltd) would be 25.67%. Aeon understands that OCP could rely on the "rights issue" exception (contained in section 611 item 10) to section 606 of the Corporations Act (which prohibits certain acquisitions of relevant interests in a company's voting shares) in the event its voting power in Aeon increases as outlined above. The Offer Document contains various scenarios illustrating how the relevant interest of OCP might increase as a consequence of the Rights Offer and its sub underwriting commitment.

Dated 1 July 2015

Stephen J Lonergan
Company Secretary