



Gold Aura Limited

A.B.N. 75 067 519 779



23 September 2008

PROPOSED MERGER WITH PREMIER MINING PTY LIMITED

Gold Aura Limited (“GOA”) today announced that it has signed a Merger Implementation Agreement (“MIA”) with Premier Mining Pty Ltd (“PMPL”) and its shareholder Premier Minerals Limited (“PML”).

The MIA proposes the acquisition by GOA of the entire issued capital of PMPL in consideration for the issue of ordinary shares by GOA to PML.

The key terms of the MIA are as follows;

- GOA will acquire the entire issued share capital of PMPL.
- The consideration for the acquisition will comprise the issue of a total number of ordinary shares in GOA to PML representing approximately eighty-seven percent (87%) of the entire combined equity of GOA on completion. The consideration shares will rank *pari passu* with all other shares on issue at the date of completion of the proposed merger.
- The proposed merger is subject to a number of conditions including regulatory approvals, the completion of, to GOA and PMPL’s reasonable satisfaction, respective due diligence investigations, shareholder approval by GOA shareholders and an independent expert appointed by GOA opining that the proposed merger is in the best interests of GOA shareholders.
- Upon completion of the transaction GOA's current chairman Greg Starr will be appointed to the key role of CEO and Executive Director of the merged entity. Ken Chapple will continue in a senior executive capacity, although not on the board. The new board will include the appointment of Alan Grant as Chairman, Graeme Robertson, Robert Miller and Colin Grant as directors. Mr James Collins-Taylor will retire as a director.

Shareholder approval for the proposed merger will be sought at a meeting of GOA shareholders and an explanatory memorandum setting out further details of the proposed merger will be sent to GOA shareholders in advance of the meeting.

Further particulars of the terms of the Merger Implementation Agreement are set out in the Appendix to this announcement.

Premier Mining Pty Limited (PMPL) is a wholly owned subsidiary of Premier Minerals Ltd. Premier Minerals Limited is an unlisted public company incorporated in Singapore specifically established as an investment group to become an active participant in the expanding Mineral Resources markets of the Asian region. PMPL owns resource tenements in Australia, summarised as follows:

Project/Deposit	Size
“TiO “Rutile/Feldspar Project. Chillagoe Queensland	4 granted and adjoining Mining Leases totaling 137 hectares covering 4.7kms with high grade pure rutile and premium grade feldspar
“Chillagoe Gold” gold, silver, copper, lead, zinc and antimony Chillagoe, Queensland	4 granted MLs covering 480ha and 4 EPMs covering 66 km2 containing 37 base metal/polymetallic targets
“Way Way” Molybdenum, Wolfram Prospect Way Way, New South Wales	Granted ELA covering 7 units

In addition to these mining assets, PMPL has significant cash assets available that will be incorporated within the proposed merger. The proposed merger enhances GOA’s existing asset base that currently comprises the Croydon Zinc Project, Fergusson Island (PNG) Gold Project and Brazilian Gold Project assets.

“The consolidation of Premier’s Australian resources with that of Gold Aura gives rise to a diverse range of mineral targets that can be commercially brought to production quickly. Premier views this merger as an exciting opportunity for both Premier and Gold Aura shareholders,” Alan Grant, Chairman PML commented.

“A merger with Premier will transform GOA into a well funded, near term mineral producer, with a focus in the highly prospective area of North Queensland. The combination will create a company with near term production at Chillagoe, Ferguson Island and Brazil together with exciting longer term exploration potential at the Croydon Zinc Project,” Greg Starr, Chairman GOA added.

About Gold Aura

Gold Aura’s principal activity is the global exploration for world class mineral resources. Its current focus is evaluation of the polymetallic mineralisation discovered at Croydon, the resource infill drilling program at Gameta in PNG and the commencement of exploration at Sao Chico in Brazil.

For further information please contact:

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APPENDIX

Further information about the Proposed Merger

Conditions Precedent

Completion of the Proposed Merger is conditional upon:

- ASIC and ASX providing all necessary consents and approvals for the Proposed Merger;
- GOA shareholders approving the Proposed Merger including the issue of the consideration shares;
- GOA being reasonably satisfied with the results of its due diligence investigations regarding PMPL and the satisfaction of any further conditions imposed as a result of such due diligence;
- PMPL being reasonably satisfied with the results of its due diligence investigations regarding GOA and the satisfaction of any further conditions imposed as a result of such due diligence;
- an independent expert, appointed by GOA, opining that the Proposed Merger is in the best interests of GOA shareholders;
- usual prescribed events not occurring with respect to either GOA or PMPL prior to completion;
- there being no material adverse change regarding either GOA or PMPL prior to completion;
- warranties provided by GOA and PMPL being true and correct up to completion;
- the consolidation of GOA's pre-existing ordinary share capital by a factor of approximately 20;
- the execution of a Share Purchase Agreement for the acquisition of the entire issued capital of PMPL from its shareholder, being PML; and,
- a loan of up to \$500,000.00 to GOA to fund merger related expenses and to maintain assets up until completion of the proposed merger.

Share Purchase Agreement

The share purchase agreement will contain representations and warranties from the Vendors, being PML, concerning PMPL and its business.