



Gold Aura Limited

A.B.N. 75 067 519 779

Tel: +61 7-38333833
Fax: +61 7-38333888

Level 6, 200 Creek Street, Brisbane

PO Box 728
Spring Hill Qld
Australia 4004

Dear Shareholders

On behalf of the board of directors of Gold Aura Limited (GOA), I am pleased to invite each shareholder to subscribe for up to a maximum of 58,824 ordinary shares (A\$5000) in GOA at 8.5 cents per share under the Share Purchase Plan (SPP).

To participate in the SPP, shareholders need to complete the enclosed application form and remit their funds before 7 October 2005.

Following the recent "in species" distribution of the Union Resources Limited (UCL) block of GOA shares to the UCL shareholders, the major shareholders of GOA are now leading institutions and resource industry investors that have the capacity to assist management build GOA into a significant resource company.

GOA is focusing its gold exploration efforts along the Central Asia Black Shale Belt and in Western China. GOA considers this belt to be a prime target for additional major gold discoveries. The belt hosts a number of world-class size gold deposits, including the largest in the world (Muruntau, 170 million ounces gold). GOA has lodged applications over some highly prospective ground along this trend and already one area (Saiyikale Project) has been granted. GOA is also actively evaluating a 30 km diameter area in Inner Mongolia considered prospective for manto vein style base metal deposits.

In addition, GOA holds tenements in both Papua New Guinea (PNG) and North Queensland, with defined gold resources. Additional exploration is likely to outline sufficient resources on which mining could be based.

SAIYIKALE PROJECT

This project involves three exploration licences covering 20 kms of strike of the Black Shale Belt in Western China. GOA has an exploration team exploring this area right now. Already they have located copper mineralisation, with assays of up to 4.1% Cu, within a major fault zone. They have also found alluvial gold workings nearby. The major fault at Saiyikale comprises a 100 metre – 200 metre wide zone of brecciated ultramafic schists and carbonaceous (black) shales. The fault zone can be traced at least 175 kms west to Kumtor Mine (17 million ounces gold).

GAMETA GOLD DEPOSIT PNG

GOA holds exploration permits over two gold deposits on Fergusson Island in PNG. The deposits occur within an area of soils, stream sediment and rock chip gold anomalism each extending over areas of around 8 – 10 square kilometres. Surface trenching and drilling have located inferred resources totalling around 800,000 ounces gold.

Of particular interest are high-grade surface trench and drill hole intersections located within the inferred resource area at the Gameta Deposit, including:

Trench samples		Drill hole samples	
Length (metres)	Gold (g/t)	Length (metres)	Gold (g/t)
32	6.7	49	4.1
28	8.5	40	3.3
25	6.0	26	6.1
48	3.1	12	9.1
		8	7.0

GOA has undertaken a Preliminary Feasibility Study into the development of several small mining pits at the Gameta Deposit. The estimated capital cost to establish a plant to produce around 50,000 ounces of gold per annum at a cash cost of around US\$220 per ounce is around A\$20 million. The life of mine would be between 4 – 7 years, depending upon the success of in-fill drilling. Recent rises in the price of gold is starting to make the development of this project quite attractive, given the exploration potential in the area. However, further drilling to outline additional high grade ore should proceed the Bankable Feasibility Study and GOA is seeking a joint venture partner to progress this project further.

NORTH QUEENSLAND

GOA holds over 300 square kilometres covering both the Croydon Goldfield and the area under cover immediately to the north. In excess of 900,000 ounces of gold have been produced from numerous small vein deposits within the Croydon field. GOA consider that the best potential for larger deposits are along major fault zones in the north and west of the field and associated with geophysical anomalies that occur under cover to the north.

GOA have test drilled a small portion of one of these major faults and outlined some high grade gold intersections, within a broad zone of 94 metres at 0.5 g/t Au. The best sections were:

Length (metres)	Au (g/t)
5	11.6
10	10.9
8	9.2

GOA plans to drill additional target areas with the aim of outlining sufficient resources on which to base a mine.

On behalf of the directors I commend this investment to you.

Yours Sincerely
GOLD AURA LIMITED



Rob Murdoch
Executive Chairman



Gold Aura Limited

A.B.N. 75 067 519 779

SHAREHOLDERS' SHARE PLAN APPLICATION FORM

I/We the above mentioned being registered as ordinary shareholder(s) in the Company as at 12th September 2005 do hereby apply for the number of Shares as stated below at an issue price of 8.5 cents (\$0.085) per Share issued in accordance with the Terms of the Gold Aura Limited Shareholders' Share Plan ("Plan") and the Constitution of the Company. I/We understand that the right under the Plan to purchase Shares is non-renounceable, that is, I/We cannot transfer my/our right to purchase Shares under the Plan to anyone else.

NUMBER OF SHARES	APPLICATION AMOUNT PER SHARE	AMOUNT ENCLOSED
	AT 8.5 CENTS (\$0.085) PER SHARE	\$ _____

IMPORTANT NOTICE

The maximum number of new shares you can apply for is 58,824 which will cost \$5,000

APPLICATION

I/We enclose payment of 8.5 cents (\$0.085) for each new fully paid ordinary share applied for. I/We hereby authorise you to place my/our name(s) on the register of members in respect of the new fully paid shares allotted to me/us and I/we agree to be bound by the Terms of the Plan and the Company's Constitution.

Payment may be made by cheque or by credit card. Please complete one of the following:

PAYMENT BY CHEQUE

Insert details of your cheque or bank cheques - please complete in BLOCK LETTERS

Name of Drawer	Cheque No.	Bank	Branch	Amount
				\$ _____

OR

PAYMENT BY CREDIT CARD

Please debit my credit card: Mastercard Bankcard Visa

Card No.:

Name on Card: _____

Expiry Date: ____/____

Signature: _____

LODGE YOUR APPLICATION AS SOON AS POSSIBLE

NOTE: Return of the Application Form, together with your cheque(s) or credit card payment for the application monies, will constitute your offer to subscribe for Shares in the Company, and your acceptance of the Terms of the Plan. **No signature is required on this form unless you wish to pay for your Shares by way of credit card, in which case the credit holder must sign in the box above where indicated.**

CERTIFICATION

By completing and returning this Application Form, with my cheque(s) or credit card payment for the application monies, I/we hereby certify that the amount of Shares subscribed for by me/us pursuant to the Gold Aura Limited Shareholders' Share Plan (being a maximum of \$5,000 worth of shares) and any **similar arrangement** at any time in the **12 months period prior to the date of my/our application** does not exceed **\$5,000**.

NOTE: FOR INSTRUCTIONS ON COMPLETING THIS APPLICATION FORM, PLEASE SEE OVERLEAF. IF YOU ARE UNSURE ON HOW TO COMPLETE THIS APPLICATION FORM, PLEASE CONTACT GOLD AURA LIMITED ON TEL: (07) 3833 3833 or FAX: (07) 3833 3888

INSTRUCTIONS TO COMPLETE APPLICATION FORM

Completion of Application Form

Insert the number of Shares you wish to subscribe for in the box headed "Number of Shares". The maximum number of Shares that you may apply for is 58,824 (\$5,000 worth of shares). No shareholder is entitled to subscribe for more than \$5,000 worth of Shares pursuant to the Gold Aura Limited Shareholders' Share Plan.

Insert the total amount of your subscription payment in the box headed "Amount Enclosed". This amount should be the number of Shares applied for, multiplied by the issue price of 8.5 cents (\$0.085) per Share applied for.

Please complete all relevant sections of the Application Form using BLOCK LETTERS.

Please see the instructions below under the heading "Payment" in relation to how you may pay for the Shares subscribed for.

How to Lodge your Application

*The completed Application Form, together with your payment for the full amount of Shares applied for, should be forwarded to the Company located at the addresses set out below and must reach that address by **5:00pm** (Brisbane time) on **7th October 2005**.*

Gold Aura Limited

*Suite 1 Level 6, 200 Creek Street
BRISBANE QLD 4000*

Postal:

*PO Box 728,
SPRINGHILL QLD 4004*

*Applications with payment by CREDIT CARD may be faxed to (07) 3833 3888. **If your Application Form is faxed in this manner, DO NOT send the originals.***

*It is recommended that you lodge your Application Form and payment as soon as possible. **Applications must be received by no later than 5:00 pm** (Brisbane time) on **7th October 2005**.*

Payment

*You may pay for the Shares applied for by cheque or by credit card. Cash payment will **not** be accepted. The amount of your payment must be equal to the total number of Shares for which you apply, multiplied by the issue price of 8.5 cents (\$0.085) each.*

Payments must be made in Australian Currency and cheque(s) must be drawn on an Australian Bank.

Complete cheque details as requested. Cheque(s) must be made payable to "Gold Aura Limited" and crossed "not negotiable".

Cheque(s) not properly drawn will be rejected. Cheques will generally be deposited on the day of receipt. If cheque(s) are dishonoured the application will be rejected.

If you wish to pay with your credit card, please complete and sign the credit card payment authorisation on the Application Form.

TERMS OF THE GOLD AURA LIMITED SHAREHOLDERS' SHARE PURCHASE PLAN

1 DEFINITIONS

In this Plan, unless the context otherwise indicates:

- 1.1 **Application Form** means the application form distributed with these Terms;
- 1.2 **ASX** means the Australian Stock Exchange Limited;
- 1.3 **Board** means the board of directors of the Company;
- 1.4 **Company** means Gold Aura Limited ABN 75 067 519 779;
- 1.5 **Eligible Shareholders** has the meaning ascribed to it in clause 2.1;
- 1.6 **Listing Rules** means the official listing rules of the ASX (as amended from time to time);
- 1.7 **Market Price** has the same meaning as that term defined in the Listing Rules;
- 1.8 **Offer** means a non-renounceable offer of up to \$5,000 worth of ordinary fully paid shares in the Company to Eligible Shareholders under the Plan;
- 1.9 **Plan** means the Gold Aura Limited Shareholders' Share Plan approved by the Board;
- 1.10 **Record Date** means 12th September 2005;
- 1.11 **Shares** means new shares in the Company issued pursuant to the Plan;
- 1.12 **Subscription Price** means 8.5 cents (\$0.085) per Share subscribed for;
- 1.13 **Terms** means the terms set out herein.

2 ELIGIBILITY TO PARTICIPATE

- 2.1 Those shareholders of the Company that will be eligible to apply for Shares under the Plan ("Eligible Shareholders") must:
 - 2.1.1 be recorded in the Company's register of Shareholders at 5:00 pm (Brisbane time) on the Record Date; and
 - 2.1.2 have an address in a jurisdiction in which it is lawful and practical for the Company to issue the Shares (in the reasonable opinion of the Board).
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer. As the Offer is non-renounceable, the rights of the Offer cannot be transferred to other parties.

3 TERMS OF ISSUE

- 3.1 Participation in the Plan is optional and is subject to these terms.
- 3.2 The Offer shall open at 9:00 am (Brisbane time) on 12th September 2005 ("Opening Date") until, subject to the discretion of the Board, 5:00pm (Brisbane time) on 7th October 2005 ("Closing Date"). The Board reserves the right to close the Offer early, or to otherwise vary the Opening Date or Closing Date, without further notice.
- 3.3 In response to the Offer, Eligible Shareholders may apply for up to 58,824 Shares for \$5,000. The maximum number of Shares that will be issued by the Company under the Plan is 8,500,000. In the event that the Company receives subscriptions for more than the maximum 8,500,000 Shares, the Company intends to accept subscriptions for Shares on a "first come first served" basis.
- 3.4 Eligible Shareholders wishing to apply for Shares under the Plan must:
 - 3.4.1 complete the Application Form;
 - 3.4.2 pay for the Shares in the manner specified on the Application Form;
 - 3.4.3 forward the completed Application Form together with payment for the Shares under the Plan to the Company at the addresses specified on the Application Form, to reach such addresses by no later than 5.00pm (Brisbane time) on the Closing Date.

- 3.5 All application monies will be deposited into a trust account and shall be refunded (without interest) by the Company if the Board for any reason set out in clause 3.6 rejects any application.
- 3.6 The Board reserves the right to reject any application for Shares, including (without limitation) if:
- 3.6.1 an Application Form is not correctly completed;
 - 3.6.2 an applicant is not an Eligible Shareholder;
 - 3.6.3 the issue of those Shares would contravene any law or the Listing Rules;
 - 3.6.4 exact payment for the number of Shares applied for is not received;
 - 3.6.5 it believes the issue of those Shares may result in a person receiving Shares with an application price totalling more than \$5,000 in any consecutive 12 month period under the Plan; or
 - 3.6.6 the applicant has not otherwise complied with the Plan.
- 3.7 The Board reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the Plan.
- 3.8 If there is a consolidation or re-organisation of the issued share capital of the Company, prior to the Closing Date, the number of Shares to be issued pursuant to and in accordance with the Plan shall be consolidated in the same ratio as the issued capital of the Company.
- 3.9 The Company intends to issue the Shares under the Plan by 14th October 2005 ("Issue Date"). The Company reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clause 3.2.
- 3.10 The Board at its sole discretion will determine the allocation of Shares.
- 3.11 The Company will apply for listing of the Shares issued pursuant to the Plan on the ASX.

4 PAYMENT FOR SHARES

- 4.1 The Eligible Shareholders may apply for up to a maximum of FIVE THOUSAND DOLLARS (\$5,000) worth of Shares under the Plan, at the Subscription Price of 8.5 cents (\$0.085) per Share.
- 4.2 The Subscription Price represents a discount of approximately 4.5% on the weighted average trading price of 8.905 cents (\$0.08905) per share for the Company's shares on the ASX, over the five (5) day period 31st August 2005 to 6th September 2005 (the "Calculation Period"), and as a result is less than the Market Price during the Calculation Period.
- 4.3 The Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price paid for the Shares may exceed the Market Price of the Shares at the Issue Date. The Company does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in the Company will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the Plan.

5 COSTS OF PARTICIPATION

- 5.1 No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for and issue of Shares under the Plan.

6 GENERAL

- 6.1 The Board may change or terminate the Plan at any time. In the event that the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the Plan, or the non-receipt of any such notice, will not invalidate the change or termination. The Board reserves the right to determine the approval procedures in the application of the Plan. If the Plan is withdrawn, all application money will be refunded without interest.
- 6.2 In addition to any rights of the Board to reject applications set out in these Terms, the Board also reserves the right to allocate fewer Shares than an Eligible Shareholder applies for, or no Shares to an Eligible Shareholder, if the Board believes that the allotment of those Shares would contravene any of the Listing Rules. In any such case, any application monies paid will be refunded to the relevant applicant(s) without interest.
- 6.3 The Company may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any applicant or application of Shares. The decision of the Company will be conclusive and binding on all persons to whom the determination relates.