

23 February 2021

ASX Announcement

Notice under s.708(A)(5)(e) of the Corporations Act

On 22 February 2021, BlackEarth Minerals NL (ASX:BEM) (the 'Company') issued and allotted a total of 7,725,780 fully paid ordinary shares in the capital of the Company ('Shares') as a result of shareholders of part paid shares fully paying the balance of unpaid amounts owing on the part paid shares (raising \$462,774).

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the *Corporations Act 2001* (Cth) (the 'Act'). By giving this notice, a sale of the Shares will fall within the exemption in section 708A(5) of the Act.

Notice under section 708(A)(5)(e) of the Act

The Company has issued and allotted 7,725,780 Shares, as outlined in the Appendix 2A released today. The Company gives notice pursuant to section 708A(5)(e) of the Act that:

1. the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. as at the date of this notice, the Company has complied with:
 - a. the provisions of Chapter 2M of the Act as they apply to the Company; and
 - b. with section 674 of the Act, and
3. as at the date of this notice, there is no information to be disclosed which is "excluded information" for the purposes of sections 708A(7) and 708A(8) of the Act that investors and their professional advisers would reasonably expect to find in a disclosure document.

This announcement has been approved by the Company's Disclosure Committee for release.

Yours sincerely



David Round
Company Secretary

For more information – www.blackearthminerals.com.au