BLACKEARTH MINERALS NL

ACN 610 168 191

NOTICE OF GENERAL MEETING

TIME: 11.30am WST

DATE: Friday 9th July 2021

PLACE: BlackEarth Minerals NL

Level 3

1138 Hay Street

West Perth WA 6005

This Notice of Meeting and accompanying Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6158 9916.

TIME AND PLACE OF MEETING AND HOW TO VOTE

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at the Company's registered office at Level 3, 1138 Hay Street, West Perth WA 6005 at **11.30am WST** on Friday 9th July 2021.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above.

VOTING ELIGIBILITY - GENERAL MEETING

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5.00 pm (WST) on Tuesday 6th July 2021.

VOTING IN PERSON

To vote in person, attend the relevant Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the relevant enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Please complete and sign the relevant enclosed Proxy Form(s) in accordance with the instructions set out on the relevant form and either:

BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

so that it is received not later than 11.30am WST on Wednesday 7th July 2021.

Proxy Forms received later than this time will be invalid.

COVID-19 INFORMATION

In light of the easing of restrictions on gatherings in Western Australia, it is currently anticipated that the Meeting will be held in person (and not by virtual means). The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and adhering to social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their votes. The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

If the Meeting cannot be held in person, the Company will make necessary arrangements as required.

If you need any further information about this form or attendance at the Meeting, please contact the Company Secretary on (08) 6158 9916.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of BlackEarth Minerals NL will be held at Level 3, 1138 Hay Street, West Perth WA 6005 at **11.30am WST** on Friday 9th July 2021.

The Explanatory Memorandum provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary unless defined elsewhere in the Explanatory Memorandum.

AGENDA

RESOLUTION 1 - RATIFICATION OF PREVIOUS UNLISTED OPTION ISSUE UNDER ASX LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders of the Company approve and ratify the prior issue of 4,500,000 Unlisted Options on 16 February 2021 with an exercise price of \$0.15 each and expiring on 9 February 2025 to LuxCarbon GmbH, Germany, for the ongoing provision of ongoing marketing, consulting and technical services to the Company"

Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the option issue or any of their respective Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all available proxies IN FAVOUR of Resolution 1.

RESOLUTION 2 – RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders of the Company approve and ratify the prior issue of 21,092,772 Shares at \$0.135 per share on 20 April 2021, to certain sophisticated and professional investors, to progress the definitive feasibility study for the Maniry Graphite Project, continued development of downstream processing plans and general working capital purposes."

Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the share issue or any of their respective Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all available proxies IN FAVOUR of Resolution 2.

RESOLUTION 3 - RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders of the Company approve and ratify the prior issue of 15,041,448 Shares at \$0.135 per share 20 April 2021, to certain sophisticated and professional investors, to progress the definitive feasibility study for the Maniry Graphite Project, continued development of downstream processing plans and general working capital purposes."

Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the share issue or any of their respective Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all available proxies **IN FAVOUR** of Resolution 3.

RESOLUTION 4 – PROPOSED ISSUE OF UNLISTED OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders of the Company approve the issue of 4,000,000 Options with an exercise price of \$0.175 each and expiring 30 March 2023 to Argonaut Securities Pty Ltd (or its nominee) for the provision of funding and corporate services."

Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all available proxies IN FAVOUR of Resolution 4.

RESOLUTION 5 – PROPOSED ISSUE OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders of the Company approve the issue of 200,000 shares at an issue prices of \$0.135 to LuxCarbon GmbH, Germany (or its nominee) pursuant to a subscription agreement dated 20 April 2021".

Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all available proxies **IN FAVOUR** of Resolution 5.

RESOLUTION 6 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DAVID ROUND UNDER INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant and issue of 2,500,000 Performance Rights to the Company's Finance Director, Mr David Round (or his nominee) pursuant to the Incentive Plan, and the issue of Shares on vesting and exercise of the Performance Rights on the terms and conditions, and in the manner, set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (which includes a Director of the Company), who is eligible to participate in the Incentive Plan, or any associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr David Round or any of his associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of Mr Round or any of his associates.

Further, a person appointed as a proxy must not vote, on the basis of that appointment, on the resolution if:

- (c) the proxy is either:
 - i. a member of the Key Management Personnel; or
 - ii. a Closely Related Party of such member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (e) the proxy is the Chair; and
- (f) the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chair intends to vote available proxies IN FAVOUR of Resolution 6.

DATED: 7 June 2021 BY ORDER OF THE BOARD

David Round COMPANY SECRETARY

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information that the Directors believe to be material to Shareholders in deciding how to vote on the Resolutions to be considered at the Meeting. The Directors recommend that Shareholders read this Explanatory Memorandum in full, together with the accompanying Notice.

GENERAL MEETING

ORDINARY BUSINESS – RESOLUTIONS

RESOLUTION 1 - RATIFICATION OF PREVIOUS UNLISTED OPTION ISSUE UNDER ASX LISTING RULE 7.1

On 17 February 2021, the Company issued 4,500,000 Unlisted Options, with an exercise price of \$0.15 each and which expire on 9 February 2025 under its 15% Placement Capacity in accordance with ASX Listing Rule 7.1. This issue of Unlisted Options did not breach Listing Rule 7.1.

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of Shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it, and so does not reduce the company's capacity to issue further securities without shareholder approval under Listing Rule 7.1.

Accordingly, under Resolution 1, the Company seeks approval from Shareholders for, and ratification of, the issue of a total of 4,500,000 unlisted options, so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

If Resolution 1 is passed, then the 4,500,000 Unlisted Options will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1. In the event that Shareholders do not approve Resolution 1, the issue of the 4,500,000 Unlisted Options will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date by 4,500,000.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

- (a) a total of 4,500,000 Unlisted Options were issued and allotted to LuxCarbon GmbH (a company incorporated in Germany) and their nominee in accordance with a Consulting Agreement to provide technical and project funding advisory services to the Company. LuxCarbon has also continued to provide ongoing advisory services to the Company regarding Joint Venture opportunities and potential offtake partners for the Company's propose mine operations and downstream processing plans. The Consulting Agreement is an ongoing agreement and no other material terms are relevant. None of the recipients of the Unlisted Options are related parties of the Company's Board or Management;
- (b) the Unlisted Options were allotted and issued under Listing Rule 7.1, each with an exercise price of \$0.15;
- (c) the Unlisted Options are issued on the same terms and conditions as the Company's existing Unlisted Options with the exception of their exercise price and expiry date and complete details are outlined at Schedule 2;
- (d) the Unlisted Options were issued on 16 February 2021 and will expire on 9 February 2025;
- (e) no funds were raised as the Unlisted Options were issued for nil consideration in consideration for services provided to the Company;
- (f) A voting exclusion statement for Resolution 1 is included in the Notice.

The Board believes that the ratification of this issue is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

The Board unanimously recommends that Shareholders vote IN FAVOUR of Resolution 1.

The Chair intends to exercise all undirected proxies IN FAVOUR of Resolution 1 where he is duly authorised to do so.

RESOLUTION 2 – RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1

On 20 April 2021, the Company issued 21,092,772 Shares at a price of \$0.135 per Share under its 15% Placement Capacity in accordance with ASX Listing Rule 7.1. This issue of Shares did not breach Listing Rule 7.1.

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of Shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it, and so does not reduce the company's capacity to issue further securities without shareholder approval under Listing Rule 7.1.

Accordingly, under Resolution 2, the Company seeks approval from Shareholders for, and ratification of, the issue of a total of 21,092,772 Shares, so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

If Resolution 2 is passed, then the 21,092,772 Shares will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1. In the event that Shareholders do not approve Resolution 5, the issue of the 21,092,772 Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue dated by 21,092,772.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

- (a) the Shares were issued and allotted to professional and sophisticated investors who were identified by the Company and the lead manager in respect of the placement and to whom the Shares could be offered without disclosure under Chapter 6D of the Corporations Act. None of the recipients are related parties of the Company;
- (b) the number of Shares allotted and issued was 21,092,772 under Listing Rule 7.1;
- (c) the Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company applied to ASX for official quotation of the Shares;
- (d) the Shares were issued on 20 April 2021;
- (e) the Shares were issued at an issue price of \$0.135 per Share;
- (f) the funds raised from the issue of the Shares are to be used by the Company to progress the feasibility study for the Maniry Graphite Project (activities as outlined below) and for working capital purposes:
 - Exploration activities at the Maniry Project
 - Hydrology and geotechnical work
 - Further bulk metallurgical test work testing
 - Independent social, community and environmental studies
 - Further testing and evaluation of downstream processing opportunities

- (g) the Shares were issued to each participant under placement letters which set out the issue price of the Shares and the number of Shares to be issued to that participant the other standard terms are not material.
- (h) A voting exclusion statement for Resolution 2 is included in the Notice.

The Board believes that the ratification of this issue is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

The Board unanimously recommends that Shareholders vote IN FAVOUR of Resolution 2.

The Chair intends to exercise all undirected proxies IN FAVOUR of Resolution 2 where he is duly authorised to do so.

RESOLUTION 3 – RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1A

On 20 April 2020, the Company issued 15,041,448 Shares at a price of \$0.135 per Share under its 10% placement capacity in accordance with ASX Listing Rule 7.1A. This issue of Shares did not breach Listing Rule 7.1A.

Listing Rule 7.1A provides that, unless an exemption applies, a company must not, without prior approval of Shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 10% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1A if the issue did not breach Listing Rule 7.1A and the company's members subsequently approve it, and so does not reduce the company's capacity to issue further securities without shareholder approval under Listing Rule 7.1.

Accordingly, under Resolution 3, the Company seeks approval from Shareholders for, and ratification of, the issue of a total of 15,041,448 fully paid Shares so as to limit the restrictive effect of Listing Rule 7.1A on any further issues of Equity Securities in the next 12 months.

If Resolution 3 is passed, then the 15,041,448 Shares will not be included in calculating the Company's 10% placement capacity under Listing Rule 7.1. In the event that Shareholders do not approve Resolution 3, the issue of the 15,041,448 Shares will be included in calculating the Company's 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue dated by 15,041,448.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

- (a) the Shares were issued and allotted to professional and sophisticated investors who were identified by the Company and the lead manager in respect of the placement and to whom the Shares could be offered without disclosure under Chapter 6D of the Corporations Act. None of the recipients are related parties of the Company;
- (b) the number of Shares allotted and issued was 15,041,448 under Listing Rule 7.1A;
- (c) the Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company applied to ASX for official quotation of the Shares;
- (d) the Shares were issued on 20 April 2021;
- (e) the Shares were issued at an issue price of \$0.135 per Share;
- (f) the funds raised from the issue of the Shares are to be used by the Company to progress the feasibility study for the Maniry Graphite Project (activities as outlined below) and for working capital purposes:
 - Exploration activities at the Maniry Project

- Hydrology and geotechnical work
- Further bulk metallurgical test work testing
- Independent social, community and environmental studies
- Further testing and evaluation of downstream processing opportunities;
- (g) the Shares were issued to each participant under placement letters which set out the issue price of the Shares and the number of Shares to be issued to that participant the other standard terms are not material.
- (h) A voting exclusion statement for Resolution 3 is included in the Notices.

The Board believes that the ratification of this issue is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months.

The Board unanimously recommends that Shareholders vote IN FAVOUR of Resolution 3.

The Chair intends to exercise all undirected proxies IN FAVOUR of Resolution 3 where he is duly authorised to do so.

RESOLUTION 4 – PROPOSED ISSUE OF UNLISTED OPTIONS

On 20 April 2021, the Company raised over A\$4.89m as part of a placement made to sophisticated investors. Argonaut Securities Pty Ltd acted as Managers to the issue and the Company agreed to pay the Manager a management fee of 6% of the total amount raised under capital raising. In addition, the Company agreed to issue 4,000,000 unlisted options to Argonaut Securities Pty Ltd or its nominee(s) under the Capital Raising. The Company is now seeking approval to issue up to 4,000,000 options to Argonaut Securities Pty Ltd or its nominees as part of their fees for managing the Company's recent equity raisings.

ASX Listing Rules

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of Shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Any Equity Securities which a company has issued, or agreed to issue, with the approval of Shareholders under ASX Listing Rule 7.1 will not count towards the 15% in 12 months limitation. The options proposed to be issued under this resolution will be Equity Securities for the purposes of Listing Rule 7.1. By issuing these options with shareholder approval, these options will not form part of the 15% annual placement capacity.

If Resolution 4 is passed, the Company can issue the Options pursuant to the agreement with Argonaut Securities Pty Ltd without the issue being considered in the calculation of the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issue. If Resolution 4 is not passed, the Company will not be able to issue the Options proposed under this Resolution..

11.3 Regulatory Requirements

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to the issue of the Options:

- (a) the Options will be issued to Argonaut Securities Pty Ltd and/or nominees/s;
- (b) a maximum of 4,000,000 Options will be issued with an exercise price of \$0.175 and valid until 30 March 2023;
- (c) a summary of the material terms of the Options are included in Schedule 3;
- (d) it is intended that the issue will occur on one date and no later than 3 months after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

- (e) the Options will be issued for nil cash consideration;
- (f) no funds will be raised by the issue of the Options. Any funds raised from the exercise of the Options will be used for working capital;
- (g) Argonaut Securities Pty Ltd was engaged pursuant to a mandate letter dated 10 March 2021 to coordinate the capital raising, liaise directly with investors, identify and coordinate the participation of new investors and assist with market communication as required, among other services. The mandate letter contemplates the following fees:
 - a management fee of 6% of funds raised (excluding GST); and
 - the options contemplated by Resolution 4; and
- (h) a voting exclusion statement in respect of Resolution 4 is included in the Notice.

The Board unanimously recommends that Shareholders vote IN FAVOUR of Resolution 4.

The Chair intends to exercise all undirected proxies IN FAVOUR of Resolution 4 where he is duly authorised to do so.

RESOLUTION 5 - PROPOSED ISSUE OF SHARES

On 20 April 2021, the Company raised over A\$4.89m as part of a placement made to sophisticated investors. The Company is now seeking approval to issue up to 200,000 shares to LuxCarbon Gmbh and/or their nominees on the same terms of the issue of shares on 20 April 2021 and pursuant to a subscription agreement dated 15 April 2021.

ASX Listing Rules

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of Shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Any Equity Securities which a company has issued, or agreed to issue, with the approval of Shareholders under ASX Listing Rule 7.1 will not count towards the 15% in 12 months limitation. The options proposed to be issued under this resolution will be Equity Securities for the purposes of Listing Rule 7.1. By issuing these Shares with shareholder approval, these options will not form part of the 15% annual placement capacity.

If Resolution 5 is passed, the Company can issue the Shares pursuant to the agreement with LuxCarbon GmbH without the issue being considered in the calculation of the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issue. If Resolution 5 is not passed, the Company will not be able to issue the Shares under this Resolution.

11.3 Regulatory Requirements

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to the issue of the Shares:

- (a) the Shares will be issued to to LuxCarbon Gmbh and/or nominees/s;
- (b) A maximum of 200,000 Shares will be issued;
- (c) The Shares will be full paid ordinary shares ranking pari passu with existing fully paid ordinary shares;
- (d) It is intended that the issue will occur on one date and will be no later than 3 months after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The shares will be issued for \$0.135 per share; The funds raised from the issue of the Shares are to be used by the Company to progress the feasibility study for the Maniry Graphite Project (activities as outlined below) and for working capital purposes:
 - Exploration activities at the Maniry Project;

- Hydrology and geotechnical work;
- Further bulk metallurgical test work testing;
- Independent social, community and environmental studies; and
- Further testing and evaluation of downstream processing opportunities; and
- (f) A voting exclusion statement in respect of Resolution 5 is included in the Notice.

The Board unanimously recommends that Shareholders vote IN FAVOUR of Resolution 5.

The Chair intends to exercise all undirected proxies IN FAVOUR of Resolution 5 where he is duly authorised to do so.

RESOLUTION 6 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR DAVID ROUND UNDER INCENTIVE PLAN

At the Company's 2018 Annual General Meeting, the Company received Shareholder approval to issue securities under an Incentive Plan to certain key directors or executives of the Company, as determined by the Board from time to time.

The Company proposes to issue a total of 2,500,000 Performance Rights to Mr David Round (or his nominees) under the Incentive Plan pursuant to Resolution 6.

The issue of the Performance Rights is designed to provide consistency for all key personnel. The issue of Performance Rights to all Directors is intended to act as an incentive for key personnel and to retain personnel so that they may materially contribute to the achievement of the Company's key goals and plans.

The Performance Rights will be issued for no consideration and no consideration is payable on the conversion of the Performance Rights into Shares.

The Company is cognisant of the requirement to preserve cash, while providing the principal drivers of Shareholder value with appropriate incentives.

The object of Resolution 6 is to provide the Mr David Round with a mechanism to participate in the future development of the Company and to incentivise his future involvement with the Company.

The Directors believe that the success of the Company in the future will depend in large part upon the skills of the people engaged to manage the Company's operations. Accordingly, it is important that the Company is able to attract and retain people of the highest calibre. The Directors consider that the most appropriate means of achieving this is to provide directors and employees with an opportunity to participate in the Company's future growth and an incentive to contribute to that growth.

The following tables identify the hurdles to which conversion of the various tranches of Performance Rights are linked (which must be satisfied by 30 November 2023) as well as the total number of Performance Rights to be issued and the distribution of those Performance Rights to Mr David Round (or his nominees).

Hurdle and issue	Performance Rights
Tenure update – grant of mining licence including all relevant mining approvals	1,000,000
2. Positive Feasibility Study and Financial Investment Decision	1,500,000
<u>Total</u>	2,500,000

The Board considers that the incentive represented by the grant of Performance Rights is a cost effective and efficient alternative when compared to other forms of incentive such as cash, bonuses or increased remuneration.

The Board has examined the individual remuneration packages of the Directors to determine the fairness and reasonableness of the remuneration package. As part of the examination, the Board has reviewed the remuneration packages of industry executives and non-executives in similar roles. The Board considers the grant to Mr Round is appropriate in the circumstances for the reasons set out below.

Based on its examination, the Board has concluded that the totality of Mr Round's remuneration packages, including the equity component of these 2,500,000 Performance Rights now to be considered for approval by Shareholders, is fair and reasonable in the circumstances of the Company given its size and stage of development, market practice of other companies in the mineral exploration industry and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of Mr Round's significant management experience and knowledge of the mineral exploration industry.

Listing Rule 10.14

Shareholder approval of the grant of the Performance Rights the subject of Resolution 6 is sought for the purposes of ASX Listing Rule 10.14.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the Company,
- (b) an Associate of a director of the Company; or
- (c)a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders,

unless it obtains the approval of its Shareholders.

The proposed grant to Mr Round of up to 2,500,000 Performance Rights in accordance with the terms of the Incentive Plan falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 6 is approved, the Company will be able to proceed with the grants to Mr Round up to 2,500,000 Performance Rights (each in their respective number) in accordance with the terms of the Incentive Plan. Further, as shareholder approval under Listing Rule 7.1 is not required for issues of securities that have received shareholder approval under Listing Rule 10.14, the grant of Performance Rights to Mr Round (and any subsequent acquisition of securities upon exercise of those Performance Rights) will not be included in the calculation of the Company's 15% Placement Capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Round (as the case may be) under the Incentive Plan.

Information required by Listing Rule 10.15

Based on a Black Scholes assessment, the valuation of the proposed issue of Performance Rights is as follows –

Value of Issue

Director	Hurdle 1	Hurdle 2
David Round	\$21,910	\$32,865
<u>Total</u>	\$21,910	\$32,865

Below is a summary of the key input criteria in respect of the valuation.

Type of Security	Hurdle 1	Hurdle 2
Share price at valuation	\$0.12	\$0.12
Exercise (Strike) Price	n/a	n/a
Time to Maturity (in years)	4.00	4.00
Annual Risk Free Rate	6.00%	6.00%
Annualized Volatility	125.00%	125.00%
Rights Value / Price	\$0.02191	\$0.02191

For the purposes of the approval sought under ASX Listing Rule 10.14, and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Performance Rights to Mr Round.

- (a) The Performance Rights are proposed to be issued to Mr Round, who is a Director of the Company.
- (b) The maximum number of Performance Rights that may be granted to Mr Round are as set out in the tables above.
- (c) The Performance Rights are being issued under the Incentive Plan adopted by Shareholders at the Company's general meeting on 30 November 2018 for nil cash consideration. The Performance Rights are otherwise issued on the terms and conditions set out in the Notice of Meeting dated 31 October 2018.
- (d) The current total remuneration package (per annum) for Mr Round as at the date of this notice is:

	David Round
Salary and fees	\$250,000
Superannuation	\$23,750
<u>Total</u>	\$273,750

(e) In addition, the value of the outstanding securities currently held by Mr Round and which were issued as part of their remuneration package during 2021 are estimated to be as follows:

Estimated value of Remuneration in FY21	David Round
Performance Rights	\$131,996
Bonus	\$30,000
Total	\$161,996

- (f) Shareholders are referred to the Remuneration Report for the year ended 30 June 2020 for full details of the remuneration arrangements for Mr Round.
- (g) 15,700,000 Performance Rights have previously been issued under the Incentive Plan to persons referred to in ASX Listing Rule 10.14. Messrs Revy, Round and Bauk have previously been awarded the following Performance Rights at no cost under the incentive plan:
 - a. Mr Revy: 5,000,000 Performance Rights issued 30 November 2018;
 - b. Mr Bauk: 2,500,000 Performance Rights issued 30 November 2018;
 - c. Mr Revy: 4,000,000 Performance Rights issued 18 January 2021;
 - d. Mr Bauk: 1,400,000 Performance Rights issued 18 January 2021 and
 - e. Mr Round: 2,800,000 Performance Rights issued 18 January 2021
- (h) The Performance Rights will be issued within 12 months of the date of the Meeting or such later date as the ASX Listing Rules permit. The Company currently expects that the Performance Rights will be issued soon after the meeting (subject to Shareholder approval).
- (i) The primary purpose of the grant of the Performance Rights to Mr Round is to provide a performance linked incentive component in the remuneration package of the Company's Directors and to provide a mechanism for the Directors to participate in the future development of the Company.
- (j) No loans are being provided in connection with the issue of the Performance Rights.
- (k) Details of any securities issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was

obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14, who become entitled to participate in an issue of securities under the scheme after Resolution 6 is approved and who were not named in this Notice, will not participate in the scheme until approval is obtained under Listing Rule 10.14.

(I) A voting exclusion statement for Resolution 6 is included in the Notice.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the issue of Performance Rights) to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions of Chapter 2E of the Corporations Act; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, each Director is considered to be a related party of the Company. The proposed issue of Performance Rights to Directors and/or their nominee(s) involves the provision of a financial benefit to a related party of the Company and, therefore, requires prior Shareholder approval unless an exception applies.

The Board has considered the application of Chapter 2E of the Corporations Act and formed the view that the arm's length and reasonable remuneration exceptions provided by sections 210 and 211 of the Corporations Act are relevant and applicable in the circumstances. Accordingly, the Company has not sought the approval of the Shareholders for the proposed issue of the Performance Rights to Mr Round who is a Director under Chapter 2E of the Corporations Act.

Further information about the Performance Rights and their terms are outlined in Schedule 4.

For the avoidance of doubt, the Company confirms that the issue of Performance Rights conforms with ASX Listing Rules and the requirements of Guidance Note 19 and specifically all of the base requirements listed within Guidance Note 19.

Directors' Recommendation for Resolution 6

Mr David Round declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. <u>The Directors (other than Mr David Round) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 6.</u>

The Chair intends to exercise all undirected proxies **IN FAVOUR** of Resolution 6.

SCHEDULE 1 - DEFINITIONS

In this Notice of Meeting and Explanatory Memorandum, unless the context otherwise requires, the following terms bear the following meanings:

\$ means Australian dollars.

15% Placement Capacity means the placement capacity of the Company as determined by ASX Listing Rule 7.1.

Additional 10% Placement Facility means the additional placement capacity of the Company, if approved by Shareholders in a general meeting, as determined by ASX Listing Rule 7.1A.

ASX means ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX.

Chairman means the chairman of the Meeting.

Company means BlackEarth Minerals NL ACN 610 168 191.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which accompanies and forms part of the Notice.

General Meeting means the meeting of Shareholders convened by the Notice or any meeting adjourned therefrom.

Incentive Plan means the incentive plan adopted by Shareholders at the Company's general meeting on 30 November 2018.

Listing Rules or ASX Listing Rules means the listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of this Notice.

Notice of Meeting or Notice means this Notice of General Meeting, including this Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Section means a section of the Notice.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of a Share.

WST means Western Standard Time, being the time in Perth, Western Australia.

SCHEDULE 2

BLACKEARTH MINERALS NL TERMS AND CONDITIONS OF UNLISTED OPTIONS FEBRUARY 2021

- 1. No monies will be payable for the issue of the Unlisted Options ("Options").
- 2. A certificate will be issued for the Options.
- The Options will expire on 9 February 2025 ("Expiry Date") and may be exercised prior to the Expiry Date ("Exercise Period").
- 4. Subject to conditions 12 and 13 the Option is a right in favour of the Option holder to subscribe for one fully paid ordinary share in the capital of the Company ("Share").
- 5. Shares allotted to Option holders on exercise of the Options will be issued at a price of \$0.15 each ("Exercise Price").
- 6. The Exercise Price of Shares the subject of the Options will be payable in full on exercise of the Options.
- 7. Options will be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to:
 - (a) exercise all or a specified number of Options (minimum of 500,000); and
 - (b) pay the subscription monies in full for the exercise of each Option.
- 8. The notice must be accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by him.
- 9. The Company will allot the resultant Shares and deliver the share certificate or holding statement within ten business days of the exercise of the Option.
- 10. Options will not be listed for official quotation on the Australian Securities Exchange Limited ("ASX").
- 11. The Options will not be transferable unless consent is provided by the Company.
- 12. There will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company in accordance with the requirements of the Listing Rules of the Australian Stock Exchange.
- 13. In the event of a bonus issue the number of Shares over which the Options are exercisable may be increased by the number of Shares which the option holders would have received if the Options had been exercised before the record date for the bonus issue.
- 14. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry date, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules.
- 15. Shares allotted pursuant to an exercise of Options will rank, from the date of allotment, equally with existing ordinary fully paid Shares of the Company in all respects.
- 16. The Company will in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation.
- 17. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

SCHEDULE 3

BLACKEARTH MINERALS NL TERMS AND CONDITIONS OF UNLISTED OPTIONS JUNE 2021

- 1. No monies will be payable for the issue of the Unlisted Options ("Options").
- 2. A certificate will be issued for the Options.
- 3. The Options will expire on 30 March 2023 ("Expiry Date") and may be exercised prior to the Expiry Date ("Exercise Period").
- 4. Subject to conditions 12 and 13 the Option is a right in favour of the Option holder to subscribe for one fully paid ordinary share in the capital of the Company ("Share").
- 5. Shares allotted to Option holders on exercise of the Options will be issued at a price of \$0.175 each ("Exercise Price").
- 6. The Exercise Price of Shares the subject of the Options will be payable in full on exercise of the Options.
- 7. Options will be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to:
 - a. exercise all or a specified number of Options (minimum of 500,000); and
 - b. pay the subscription monies in full for the exercise of each Option.
- 8. The notice must be accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by him.
- 9. The Company will allot the resultant Shares and deliver the share certificate or holding statement within ten business days of the exercise of the Option.
- 10. Options will not be listed for official quotation on the Australian Securities Exchange Limited ("ASX").
- 11. The Options will not be transferable unless consent is provided by the Company.
- 12. There will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company in accordance with the requirements of the Listing Rules of the Australian Stock Exchange.
- 13. In the event of a bonus issue the number of Shares over which the Options are exercisable may be increased by the number of Shares which the option holders would have received if the Options had been exercised before the record date for the bonus issue.
- 14. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry date, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules.
- 15. Shares allotted pursuant to an exercise of Options will rank, from the date of allotment, equally with existing ordinary fully paid Shares of the Company in all respects.
- 16. The Company will in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation.
- 17. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

A summary of the terms of the Plan is set out below:

- (a) (**Eligible Participant**): Eligible Participant means a person that:
 - (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) (**Purpose**): The purpose of the Plan is to:
 - (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
 - (ii) link the reward of Eligible Participants to Shareholder value creation;
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities; and
 - (i) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.
- (c) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) (Eligibility, invitation and application): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
 - On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company.
 - The Board may accept an application from an Eligible Participant in whole or in part.
 - If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.
 - Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any

arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) (Vesting of Convertible Securities): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) (Exercise of Convertible Securities and cashless exercise): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. More than one signed Notice of Exercise can be delivered by a Participant in relation to a holding of Convertible Securities from the date of a Vesting Notice until he earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) (Delivery of Shares on exercise of Convertible Securities): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (j) (Forfeiture or non forfeiture of Convertible Securities): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest or remain non forfeited.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

Good Leaver Where an Eligible Participant (who, or whose nominated party, holds Convertible Securities) becomes a Good Leaver, unless the Board determines otherwise vested Convertible Securities that have not been exercised will continue

in force and remain exercisable until the Expiry Date and unvested Convertible Securities will be forfeited unless the Board determines otherwise. A Good Leaver means an Eligible Participant (who, or whose nominated party, holds Convertible Securities) who ceases employment, office or engagement with any Group Company ceases and who is not a Bad Leaver, and includes where an Eligible Participant's employment, office or engagement ceases due to death, permanent incapacity, mental incapacity, redundancy, resignation, retirement or any other reason the Board decides.

A **Bad Leaver** Unless the Board determines otherwise, where an Eligible Participant (who, or whose nominated party, holds Convertible Securities) becomes a Bad Leaver unvested Convertible Securities will be forfeited and vested Convertible Securities that have not been exercised will be forfeited on the date of the cessation of employment or office of such Participant in accordance with clause 10. A Bad Leaver means an Eligible Participant (who, or whose nominated party, holds Convertible Securities) whose employment, office or engagement with a Group Company ceases in any of the following circumstances: (i) the Eligible Participant's employment or engagement is terminated, or the Eligible Participant is dismissed from office, due to serious and wilful misconduct; a material breach of the terms of any contract of employment, engagement or office entered into by a Group Company and the Eligible Participant; gross negligence; or any other conduct justifying termination of employment, engagement or office without notice either under the Eligible Participant's contract of employment or engagement or office, or at common law; (ii) the Eligible Participant ceases his or her employment or engagement or office for any reason, and breaches a post-termination restriction contained in the Eligible Participant's employment contract; or (iii) the Eligible Participant becomes ineligible to hold his or her office for the purposes of Part 2D.6 (disqualification from managing corporations) of the Corporations Act.

Discretion The Board may decide (on any conditions which it thinks fit) that some or all of the Participant's Convertible Securities will not be forfeited at that time, but will be forfeited at the time and subject to the conditions it may specify by written notice to the Participant.

- (k) (Change of control): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) (Rights attaching to Plan Shares): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (m) (**Disposal restrictions on Plan Shares**): If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (n) (Adjustment of Convertible Securities): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction,

return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (o) (Participation in new issues): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (p) (Amendment of Plan): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(q) (Plan duration): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



BLACKEARTH MINERALS NL | ACN 610 168 191

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.30am (WST) on Wednesday, 7 July 2021,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below. YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/loginsah

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

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STEP 1 - How to vote			
APPOINT A PROXY: I/We being a Shareholder entitled to atter Friday, 9 July 2021 at BlackEarth Minera			oe held at 11.30am (WST) on
Appoint the Chair of the Meeting (Chair provided below the name of the person person is named, the Chair, or the Chair's and subject to the relevant laws as the pro-	or body corporate you are appoin nominee, to vote in accordance with	ting as your proxy or failing the the following directions, or, if no	e person so named or, if no
The Chair intends to vote undirected propulates indicated otherwise by ticking the Chair's voting intention. AUTHORITY FOR CHAIR TO VOTE UNDIR Where I/we have appointed the Chair as in Chair to exercise my/our proxy on Rescrete Resolution 6 is connected directly or indirectly.	"for"," against" or "abstain" box you RECTED PROXIES ON REMUNERA' ny/our proxy (or where the Chair be blution 6 (except where I/we have	will be authorising the Chair to FION RELATED RESOLUTIONS comes my/our proxy by default), indicated a different voting in	vote in accordance with the I/we expressly authorise the tention below) even though
STEP 2 – Your voting direction Resolutions			For Against Abstain
Ratification of previous Unlisted Option Issue un	nder ASX Listing Rule 7.1		
2. Ratification of previous Share Issue under ASX	Listing Rule 7.1		
Ratification of previous Share Issue under ASX	Listing Rule 7.1A		
1. Proposed Issue of Unlisted Options			
5. Proposed Issue of Shares			
Approval of Issue of Performance Rights to Day	vid Round under Incentive Plan		
STEP 3 – Signatures and contact	details		
Individual or Securityholder 1	Securityholder 2	Securityholder 3	
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secr	etary
Email Address:			

Contact Daytime Telephone Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).