

5 October 2022

Company Announcements Platform
Australian Securities Exchange
Level 4
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir/Madam

NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT

This notice is given by BlackEarth Minerals Limited (ASX:BEM) (**Company**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) in relation to the issue of 5,400,000 Shares issued on 28 September 2022 upon the conversion of Performance Rights on issue in the Company.

The Corporations Act restricts the on-sale of securities issued without disclosure under Chapter 6D of the Corporations Act, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, any sale of the new shares will fall within the exemption contained in section 708A(5)(e) of the Corporations Act.

The Company hereby gives notice pursuant to section 708A(5)(e) of the Corporations Act that:

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

This announcement has been authorised for lodgement to ASX by the Board.

Yours sincerely



David Round
Finance Director / Co Sec