

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Blackham Resources Limited

ABN

18 119 887 606

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to 102,590,951 fully paid ordinary shares (New Shares) pursuant to a renounceable entitlement offer (Entitlement Offer) described in the prospectus lodged with ASX post close of trading on 29 November 2017 (Prospectus). |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The terms of the New Shares are the same as the terms for the existing fully paid ordinary shares. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes – will rank equally with existing fully paid ordinary shares.</p>
5	Issue price or consideration	\$0.12
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Funds from the Entitlement Offer will be used for the purpose described in the entity's Prospectus lodged with the ASX post close of trade on 29 November 2017</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	All securities issued under the Prospectus are expected to fall within Exception 1, Exception 2 or Exception 3 of Listing Rule 7.2
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	77,183,925
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	Proposed to be 21 December 2017 for the New Shares.

+ See chapter 19 for defined terms.

	Number	+Class	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	After the completion of the Entitlement Offer there is expected to be 461,659,279 fully paid ordinary shares on issue (based on 359,068,328 fully paid ordinary shares on issue as at the date of this Appendix 3B and the 102,590,951 New Shares expected to be issued under the entitlement offer described in the Prospectus)	Fully paid ordinary shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<div>2,000,000</div> <div>\$0.500 Options exercisable on or before 14 December 2017</div> <div>1,000,000</div> <div>\$0.300 Options exercisable on or before 3 February 2018</div> <div>16,666,667</div> <div>\$0.180 Options exercisable on or before 31 December 2017</div> <div>700,000</div> <div>\$0.256 Performance Options (with vesting conditions) measurable up to 31 December 2017</div> <div>500,000</div> <div>\$0.256 Options (with vesting condition) exercisable on or before 6 December 2017</div> <div>500,000</div> <div>\$0.465 Options exercisable on or before 8 February 2018</div> <div>175,000</div> <div>\$0.380 Options exercisable on or before 8 February 2019</div> <div>175,000</div> <div>\$0.463 Options exercisable on or before 8 February 2019</div> <div>3,000,000</div> <div>\$0.35 Options exercisable on or before 20 March 2018</div> <div>175,000</div> <div>\$0.91 Options exercisable on or before 3 July 2019</div> <div>300,000</div> <div>\$0.51 Options exercisable on or before 30 April 2018</div>

+ See chapter 19 for defined terms.

1,000,000	\$1.00 Options exercisable on or before 1 June 2019
600,000	\$0.57 Performance Options (with vesting conditions) measurable up to 31 December 2019
175,000	\$0.382 Options (with vesting condition) exercisable on or before 31 May 2020
175,000	\$0.382 Options (with vesting condition) exercisable on or before 31 May 2020
2,000,000	\$0.308 Options exercisable on or before 29 February 2020
3,000,000	Performance Rights (with vesting conditions) on or before 31 December 2017
350,000	Performance Rights (with vesting conditions) on or before 31 December 2017
250,000	Performance Rights (with vesting conditions) on or before 31 December 2017

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required? No
- 12 Is the issue renounceable or non-renounceable? Renounceable
- 13 Ratio in which the ⁺securities will be offered Two (2) New Shares for every seven (7) Shares held
- 14 ⁺Class of ⁺securities to which the offer relates Fully paid ordinary shares
- 15 ⁺Record date to determine entitlements 5 December 2017

⁺ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Fractions of New Shares will be rounded down to the nearest whole number
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	15 December 2017
20	Names of any underwriters	Barclay Wells Limited (partly underwritten up to \$3 million)
21	Amount of any underwriting fee or commission	5% of the amount underwritten.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	6 December 2017

⁺ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	30 November 2017
28	Date rights trading will begin (if applicable)	4 December 2017
29	Date rights trading will end (if applicable)	8 December 2017
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Per section 2.9 of the Prospectus, provide instructions to their stockbroker regarding the number of rights they wish to sell.
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Per section 2.9 and 4.2 of the Prospectus, complete the Entitlement and Acceptance Form for the number of New Shares you wish to accept according to the instructions on the form and send to the Company's share registry. Subsequently, provide instructions to their stockbroker regarding the number of rights they wish to sell.
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	21 December 2017

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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+ See chapter 19 for defined terms.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 29 November 2017
(Company secretary)

Print name: Mike Robbins

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	284,887,103
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	2,673,969 (option conversions) 51,470,588 (placement) 12,686,143 (2017 AGM approvals)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	0
“A”	351,681,803

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	52,752,270
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	550,000 (performance shares) 1,350,000 (options)
“C”	1,900,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	52,752,270
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	1,900,000
Total [“A” x 0.15] – “C”	50,852,270

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	351,681,803
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	35,168,180
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	8,836,525 (shares)
“E”	8,836,525
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	35,168,180
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	8,836,525
Total [“A” x 0.10] – “E”	26,331,655 <i>Note: this is the remaining placement capacity under rule 7.1A</i>