

# 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	<table><tr><td>1.</td><td>Listed options (New Options)</td></tr><tr><td>2.</td><td>Listed options (New Options)</td></tr><tr><td>3.</td><td>Zero Exercise Price Options (ZEPO's)</td></tr><tr><td>4.</td><td>Zero Exercise Price Options (ZEPO's)</td></tr><tr><td>5.</td><td>Fully paid ordinary shares</td></tr></table>	1.	Listed options (New Options)	2.	Listed options (New Options)	3.	Zero Exercise Price Options (ZEPO's)	4.	Zero Exercise Price Options (ZEPO's)	5.	Fully paid ordinary shares
1.	Listed options (New Options)											
2.	Listed options (New Options)											
3.	Zero Exercise Price Options (ZEPO's)											
4.	Zero Exercise Price Options (ZEPO's)											
5.	Fully paid ordinary shares											
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<table><tr><td>1.</td><td>32,472,730 New Options</td></tr><tr><td>2.</td><td>10,000,000 New Options</td></tr><tr><td>3.</td><td>20,000,000 ZEPO's</td></tr><tr><td>4.</td><td>31,596,895 ZEPO's</td></tr><tr><td>5.</td><td>29,750 shares</td></tr></table>	1.	32,472,730 New Options	2.	10,000,000 New Options	3.	20,000,000 ZEPO's	4.	31,596,895 ZEPO's	5.	29,750 shares
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+ See chapter 19 for defined terms.

<p>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)</p>	<p>The New Options will be exercisable at \$0.08 on or before 31 January 2019.</p> <p>The ZEPO's will be performance hurdle tested at the end of the 3 year period ending 31/12/20. The ZEPO's expire on 31/12/21 with a Nil exercise price. Performance hurdles metrics are:</p> <ul style="list-style-type: none"> <li>• BLK share price versus ASX Gold Index;</li> <li>• Reserves increased; and</li> <li>• Resources maintained</li> </ul> <p>Shares issued on conversion of BLK listed options</p>
<p>4 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No – subject to the satisfaction of ASX requirements, the New Options will be quoted Shares issued upon exercise of New Options and will rank equally with existing Shares.</p> <p>No – subject to the satisfaction of ASX requirements, the ZEPO's will be quoted Shares issued upon exercise of ZEPO's and will rank equally with existing Shares.</p> <p>Yes – Shares will rank equally with existing fully paid Shares.</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> <li>1. New Options – Nil</li> <li>2. New Options – Nil</li> <li>3. ZEPO's – Nil</li> <li>4. ZEPO's – Nil</li> <li>5. Shares - \$0.08</li> </ol>

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+ See chapter 19 for defined terms.

6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1 – Issued under Lead Manager &amp; Orion Offer (contained in Prospectus dated 22/1/18)</p> <p>The New Options to be issued to Zenix Nominees P/L (subsidiary of Hartleys Ltd) as lead manager and arranger for the Entitlement Offer. Approved by shareholders at the general meeting on 11/5/18</p> <p>2 – New Options to be issued to a consultant for past and future advisory services in North America. Approved by shareholders at the general meeting on 11/5/18</p> <p>3 – ZEPO's to be issued to employees under the BLK EOP. Approved by shareholders at the general meeting on 11/5/18.</p> <p>4 – ZEPO's to be issued to employees under the BLK EOP.</p> <p>5 – Shares to be issued on conversion of BLK listed options</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	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>Approved by shareholders at general meeting on 11/5/18:</p> <p>42,472,730 New Options 20,000,000 ZEPO's</p>
6f	Number of +securities issued under an exception in rule 7.2	<p>31,596,895 ZEPO's 29,750 Shares</p>

+ See chapter 19 for defined terms.

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
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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
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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

91,274,520
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7 +Issue dates

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.

Cross reference: item 33 of Appendix 3B.

18 May 2018
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8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		1,265,518,664	Fully paid ordinary shares
		534,430,433	Quoted Options exercisable at \$0.08 expiring on 31 January 2019

9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		3,000,000	\$0.35 Options expiring on 20 March 2018
		300,000	\$0.51 Options expiring on 30 April 2018
		175,000	\$0.380 Options expiring on 8 February 2019
		175,000	\$0.463 Options expiring on 8 February 2019
		1,000,000	\$1.00 Options expiring on 1 June 2019

+ See chapter 19 for defined terms.

175,000	\$0.91 Options expiring on 3 July 2019
600,000	\$0.57 Options expiring on 31 December 2019
2,000,000	\$0.308 Options expiring on 29 February 2020
175,000	\$0.382 Options (with vesting condition) expiring on 31 May 2020
175,000	\$0.382 Options (with vesting condition) expiring on 31 May 2020
51,596,895	ZEPO's (with vesting conditions measured over a 3 year period ending 31 December 2020) expiring on 31 December 2021

- 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?

- 12 Is the issue renounceable or non-renounceable?

- 13 Ratio in which the <sup>+</sup>securities will be offered

- 14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates

- 15 <sup>+</sup>Record date to determine entitlements

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

- 17 Policy for deciding entitlements in relation to fractions



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<sup>+</sup> See chapter 19 for defined terms.

18	Names of countries in which the entity has <sup>+</sup> 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.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	

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<sup>+</sup> See chapter 19 for defined terms.

- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

## 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

### 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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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

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<sup>+</sup> See chapter 19 for defined terms.

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

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)

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

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+ 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: 14 May 2018  
(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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	338,477,691
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	517,969 (option conversions) 29,750 (listed option conversions) 3,982,232 (shares) 6,703,911 (shares) 8,836,525 (shares) 8,750,000 (shares)
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	367,298,078

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	55,094,712
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	550,000 (performance shares)
<b>“C”</b>	<b>550,000</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	55,094,712
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	550,000
<b>Total [“A” x 0.15] – “C”</b>	<b>54,544,712</b>

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+ See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	367,298,078
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	36,729,808
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>“E”</b>	Nil
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	36,729,808
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.10] – “E”</b>	36,729,808 <i>Note: this is the remaining placement capacity under rule 7.1A</i>