

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity: BlackEarth Minerals NL</b>
<b>ABN: 66 610 168 191</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Phil Hearse
<b>Date of last notice</b> <b>Date of this notice</b>	18/01/2018 22/01/2019

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct Indirect 1
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Indirect 1</b> Juat Pty Ltd ATF Hayes Hearse Superannuation Fund of which Phillip Hearse is member
<b>Date of change</b>	17/01/2019
<b>No. of securities held prior to change</b>	<b>Direct</b> 750,000 options with an exercise price of \$0.30 per option and an expiry date of 22 June 2020 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018) <b>Indirect 1</b> 1,000,000 ordinary fully paid shares 1,000,000 partly paid shares paid to \$0.0001 and unpaid \$0.2499 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018)
<b>Class</b>	Performance Rights

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	2,500,000 Performance Rights as approved by shareholders on 30 November 2018
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<b>Direct</b> 750,000 options with an exercise price of \$0.30 per option and an expiry date of 22 June 2020 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018) <b>Indirect 1</b> 1,000,000 ordinary fully paid shares 1,000,000 partly paid shares paid to \$0.0001 and unpaid \$0.2499 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018) 2,500,000 Performance Rights as approved by shareholders on 30 November 2018
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Performance Rights

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	

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<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity: BlackEarth Minerals NL</b>
<b>ABN: 66 610 168 191</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Tom Revy
<b>Date of last notice</b>	18/01/2018
<b>Date of this notice</b>	22/01/2019

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct Indirect 1
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Indirect 1</b> Thomas & Valeria Revy ATF <RevCorp Super Fund> of which Tom Revy is a member
<b>Date of change</b>	17/01/2019
<b>No. of securities held prior to change</b>	<b>Direct</b> 1,500,000 options with an exercise price of \$0.30 per option and an expiry date of 22 June 2020 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018) <b>Indirect 1</b> 2,000,000 ordinary fully paid shares 2,000,000 partly paid shares paid to \$0.0001 and unpaid \$0.2499 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018)
<b>Class</b>	Performance Rights

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<b>Number acquired</b>	5,000,000 Performance Rights as approved by shareholders on 30 November 2018
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<b>Direct</b> 1,500,000 options with an exercise price of \$0.30 per option and an expiry date of 22 June 2020 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018) 5,000,000 Performance Rights as approved by shareholders on 30 November 2018 <b>Indirect 1</b> 2,000,000 ordinary fully paid shares 2,000,000 partly paid shares paid to \$0.0001 and unpaid \$0.2499 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Performance Rights

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	

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<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

#### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity: BlackEarth Minerals NL</b>
<b>ABN: 66 610 168 191</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	George Bauk
<b>Date of last notice</b> <b>Date of this notice</b>	18/01/2018 22/01/2019

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect 1
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>Indirect 1</b> Totode Pty Ltd <Hindmarsh Investments A/C> of which George Bauk is a beneficiary
<b>Date of change</b>	17/01/2019
<b>No. of securities held prior to change</b>	<b>Indirect 1</b> 500,000 ordinary fully paid shares 500,000 partly paid shares paid to \$0.0001 and unpaid \$0.2499 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018)
<b>Class</b>	Performance Rights
<b>Number acquired</b>	2,500,000 Performance Rights as approved by shareholders on 30 November 2018
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil

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<b>No. of securities held after change</b>	<b>Indirect 1</b> 500,000 ordinary fully paid shares 500,000 partly paid shares paid to \$0.0001 and unpaid \$0.2499 (subject to escrow restrictions until 24 months from the date of quotation of 19 January 2018) 2,500,000 Performance Rights as approved by shareholders on 30 November 2018
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Performance Rights

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

### Part 3 – <sup>+</sup>Closed period

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



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<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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