

21 February 2019

ASX Announcement

BEM launches Share Purchase Plan to raise up to \$1.2m

- Company committed to advancing the Feasibility Study
- Further drilling to follow up recent outstanding trench samples
- A\$0.5m raised through placement at A\$0.066
- SPP to provide all shareholders with the ability to participate in the current fundraising to raise up to an additional A\$1.2m

BlackEarth Minerals NL (ASX: BEM) (**BlackEarth** or the **Company**) announced on 19 February 2019 that it had secured commitments from investors to subscribe for approximately 7.6m new fully paid ordinary shares in the Company to raise gross proceeds of A\$0.5 million (**Placement**) before costs. The shares will be issued following receipt of cleared funds.

The Company is now pleased to announce a Share Purchase Plan (**SPP**) which will allow existing eligible holders of fully paid ordinary shares in the Company to apply for up to 227,272 shares (A\$14,999.95) at the same price (\$0.066 per share) as participants in the Placement.

Eligible shareholders can request their personalised SPP application form
at: www.blackearthminerals.com.au/SPP

SPP details

The SPP will involve the issue of up to 18,235,650 new fully paid ordinary shares at an issue price of \$0.066 per share to raise gross proceeds of up to \$1,203,553. The issue price represents a 20% discount to the 5-day volume weighted average price of BlackEarth shares traded on the ASX immediately prior to this release.

Each individual with a registered address in Australia or New Zealand who was registered as a holder of fully paid ordinary shares in BlackEarth at 7.00 pm (WST) on 20 February 2019 (**Record Date**) and who is not acting for the benefit or account of a person in the United States will be eligible to participate in the SPP. Eligible shareholders will be able to subscribe for up to 227,272 new fully paid ordinary shares (\$14,999.95) without incurring brokerage or other transaction costs.

If total applications for the SPP exceed \$1,203,553, the Company reserves the right to close the SPP early or scale back applications in its absolute discretion.

Further details of the SPP will be included in an SPP Offer Document (**Offer Document**). The Company currently expects to release the Offer Document on ASX and distribute it to eligible shareholders on 22 February 2019.

Use of proceeds

Depending on the final amount raised through the SPP, the total aggregate funds raised by the Placement and the SPP will, together with the Company's existing funds, be used to fund some or all of the following [work to progress the feasibility study for the Maniry Graphite Project]:

- Drilling to Measured Resource status (up to est. A\$1M);

- Hydrology and geotechnical work (up to est. A\$300k);
- Further bulk metallurgical test work and detailed concentrate product testing (up to est. A\$700k); and
- Independent social, community and environmental studies (up to est. A\$250k).

Indicative timetable

The timetable below is indicative only and subject to change. The Company reserves the right to alter the below dates in its absolute discretion and without prior notice, subject to the ASX Listing Rules and the Corporations Act. All times are in Australian Western Standard Time.

Event	Date
Record Date of SPP	20 February 2019 (7.00pm)
Announcement date of SPP	21 February 2019
Despatch of SPP Offer Document	22 February 2019
SPP opening date	25 February 2019
SPP closing date	18 March 2019
Issue of shares under SPP	22 March 2019

Not for release in the United States

This announcement has been prepared for publication in Australia and may not be released in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

Forward Looking Statements

This release may include forward-looking statements, which may be identified by words such as "expects", "anticipates", "believes", "projects", "plans", and similar expressions. These forward-looking statements are based on BlackEarth's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of BlackEarth, which could cause actual results to differ materially from such statements. There can be no assurance that forward-looking statements will prove to be correct. BlackEarth makes no undertaking to subsequently update or revise the forward-looking statements made in this release, to reflect the circumstances or events after the date of that release.

CONTACTS

Tom Revy	BlackEarth Minerals NL	08 6145 0289 0411 475 376
Reach Markets	SPP Advisors	03 8080 5795
Jane Morgan	Investor and Media Relations	0405 555 618

BlackEarth encourages investors to update their contact details to stay up to date with Company news and announcements here: <http://www.blackearthminerals.com.au/update-details/>

For more information – www.blackearthminerals.com.au