

16 September 2019

## ASX Announcement

### Appendix 3B and Cleansing Notice

Please find attached an Appendix 3B in respect of the issue of 170,759,875 shares pursuant to ASX Listing Rule 7.1 and the issue of 240,115,125 shares pursuant to ASX Listing Rule 7.1A, in relation to the share placement announced to ASX on 12 September 2019.

A cleansing notice in relation to the issue is also attached.

#### **Issue of Securities Pursuant to Listing Rule 7.1A**

The Company provides the following Listing Rule 7.1A disclosure in respect of the issue of 240,115,125 ordinary fully paid shares at \$0.01 per Share, in accordance with Listing Rule 3.10.5A.

**(a) Details of the dilution to the existing holders of ordinary securities caused by the issue.**

Number of shares held by existing shareholders before the Issue	4,167,127,462
Number of Shares on issue after the Issue	4,407,242,587
% dilutionary effect of Issue on existing shareholders before the Issue	5.8%

**(b) Where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate.**

The Placement Shares were issued to sophisticated investors in a timely manner not considered to be achievable by a pro-rata issue.

The Company advises that it has provided eligible shareholders with the opportunity to subscribe for shares at the same price pursuant to a Share Purchase Plan.

#### **BOARD OF DIRECTORS**

Milan Jerkovic - Executive Chairman  
 Greg Fitzgerald – Non-Executive Director  
 Tony James – Non Executive Director

#### **ASX CODE**

BLK

#### **CORPORATE INFORMATION**

4,407M Ordinary Shares  
 674M Quoted Options  
 176M Unquoted Options

#### **PRINCIPAL AND REGISTERED OFFICE**

L3 1 Altona Street  
 West Perth WA 6005

#### **POSTAL ADDRESS**

PO Box 1412 West Perth WA 6872

[www.blackhamresources.com.au](http://www.blackhamresources.com.au)

**E:** [info@blackhamresources.com.au](mailto:info@blackhamresources.com.au)

**P:** +61 8 9322 6418

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**(c) Details of any underwriting arrangements, including any fees payable to the underwriter.**

No underwriting arrangements or underwriting fees payable were incurred in connection with the Issue.

**(d) Any other fees or costs incurred in connection with the issue.**

Total fees payable in relation to the total placement amount to \$239,100.

**Blackham Resources Limited**

Dan Travers  
Company Secretary

For further information on Blackham please contact:

**Milan Jerkovic**  
**Executive Chairman**  
**Blackham Resources Limited**  
**Office: +618 9322 6418**

**Jim Malone**  
**Investor Relations Manager**  
**Blackham Resources Limited**  
**Office: +61 419 537 714**

# 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  | Ordinary fully paid shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 410,875,000                         |
| 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) |                                     |

4	Do the <sup>+</sup> securities rank equally in all respects from the <sup>+</sup> issue date with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?	Yes
	<p>If the additional <sup>+</sup>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>	
5	Issue price or consideration	1.0 cents per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares issued pursuant to a share placement announced to ASX on 12 September 2019.
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2018
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	170,759,875
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	240,115,125
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	Nil

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<sup>+</sup> 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.

Yes, issued at 1.0 cents per share issued 16/9/19.  
75% of 15 day VWAP to 11/9/19 is 0.98 cents.  
Source of VWAP calculation – Orient Capital.

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

Refer Annexure 1

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.

16 September 2019

	Number	+Class
8	4,407,242,587	Fully paid ordinary shares
	673,638,562	Quoted options exercisable at \$0.03 and expiring on 12 October 2020

	Number	+Class
9	200,000	\$0.57 Options expiring on 31 December 2019
	2,000,000	\$0.308 Options expiring on 29 February 2020
	17,908,759	ZEPO’s (with vesting conditions measured over a 3 year period ending 31 December 2020) expiring on 31 December 2021
	95,336,145	ZEPO’s (with vesting conditions measured over a 3 year period ending 30 June 2022) expiring on 30 June 2023
	1	Convertible Note 1

72,000,000	Unlisted options exercisable at \$0.08 at any time in the period from 14 February 2019 to 13 February 2024
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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 +securities will be offered

14 +Class of +securities to which the offer relates

15 +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

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.

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 +security holders

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+ See chapter 19 for defined terms.

25	If the issue is contingent on +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)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+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 +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

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)

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

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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 16 September 2019  
(Company Secretary)

Print name: Dan Travers

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>+</sup>eligible entities

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

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	1,265,518,664
<b><i>Add</i></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> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>	75,000,000 shares issued 26/9/18 – approved by shareholders (30/11/18) 1,609,257 shares issued on exercise of unlisted options (5/12/18) 11,637 shares issued on exercise of quoted options (6/12/18) 27,777,778 shares issued to repay convertible note 15/2/19 – approved by shareholders (30/11/2018) 1,720,916,438 shares issued pursuant to entitlement issue (15/4/19) 1,567,536 shares issued on exercise of unlisted options (15/4/19) 71,428,571 shares issued to repay convertible note 21/6/19 – approved by shareholders (30/11/2018) 107,142,858 shares issued to repay convertible note 10/7/19 – approved by shareholders (30/11/2018) 107,142,857 shares issued to repay convertible note 16/7/19 – approved by shareholders (30/11/2018) 83,333,334 shares issued to repay convertible note 26/8/19 – approved by shareholders (30/11/2018) 144,444,445 shares issued to repay convertible note 30/8/19 – approved by shareholders (30/11/2018)

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

<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	3,605,893,375

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	540,884,006
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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> <p><i>Note:</i></p> <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>	<p>5,000,000 shares issued to lead manager of entitlement issue (15/4/19)</p> <p>100,000,000 quoted options issued to lead manager of entitlement issue (15/4/19)</p> <p>265,000,000 shares issued pursuant to Mining Services Agreement (20/6/19)</p> <p>170,759,875 placement shares (16/9/19)</p>
<b>“C”</b>	540,759,875
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	540,884,006
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	540,759,875
<b>Total</b> [“A” x 0.15] – “C”	124,131

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<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>	3,605,893,375
<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>	360,589,337
<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>• <i>This applies to equity securities – 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>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</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	392,857 consideration shares issued for consulting services (26/9/18)  6,423,474 shares issued pursuant to controlled placement agreement (15/2/19)  113,657,881 deferred consideration shares (16/7/19)  240,115,125 placement shares (16/9/19)
<b>“E”</b>	360,589,337
<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>	360,589,337
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	360,589,337
<b>Total [“A” x 0.10] – “E”</b>	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

16 September 2019

The Manager  
Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir or Madam

**BLACKHAM RESOURCES LIMITED  
SECONDARY TRADING NOTICE – NOTIFICATION PURSUANT  
TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001**

This notice is given by Blackham Resources Limited (ACN 119 887 606) (“Blackham”) under Section 708A(5)(e) of the Corporations Act 2001 (Cth) (“the Act”).

Blackham advises that it issued on 16 September 2019 410,875,000 new shares, at \$0.01 per share (Shares) pursuant to a share placement announced to ASX on 12 September 2019.

Blackham gives notice under Section 708A(5)(e) of the Act that:

- (a) The Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) As a disclosing entity, Blackham is subject to regular reporting and disclosure obligations;
- (c) As at the date of this notice, Blackham has complied with the provisions of Chapter 2M as they apply to Blackham and Section 674 of the Act; and
- (d) As at the date of this notice, there is no information that is ‘excluded information’ within the meaning of Section 708A(7) and 708A(8) of the Act which is required to be disclosed by Blackham under Section 708A(6)(e) of the Act.

**Blackham Resources Limited**



Dan Travers  
Company Secretary