
BLACK ROCK MINING LIMITED**ACN 094 551 336****NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 2:00 pm (WST)

DATE: 28 October 2019

PLACE: The Park Business Centre, 45 Ventnor Ave, West Perth. WA, 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 26 October 2019.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR IAN MURRAY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 14.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Ian Murray, a Director who was appointed as an additional Director on 2 May 2019, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GABRIEL CHIAPPINI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Gabriel Chiappini, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – RATIFICATION OF MARCH 2019 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 46,146,163 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 5 – RATIFICATION OF AUGUST 2019 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,000,001 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 6 – ISSUE OF SHORT TERM INCENTIVE TO MANAGING DIRECTOR, MR JOHN DE VRIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 535,714 Shares to Mr John de Vries (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr John de Vries (and his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – PARTICIPATION OF MR RICHARD CROOKES IN PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 642,857 Shares to Mr Richard Crookes (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Crookes (or his nominee) or any of their associates (**Resolution 7 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 7 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – PARTICIPATION OF MR JOHN DE VRIES IN PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 285,714 Shares to Ian Murray (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr de Vries (or his nominee) or any of their associates (**Resolution 8 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 8 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 9 – PARTICIPATION OF MR IAN MURRAY IN PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,285,714 Shares to Mr Ian Murray (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Murray (or his nominee) or any of their associates (**Resolution 9 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 9 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 – PARTICIPATION OF MR GABRIEL CHIAPPINI IN PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 642,857 Shares to Mr Gabriel Chiappini (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Chiappini (or his nominee) or any of their associates (**Resolution 10 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 10 Excluded Party, it is cast by the

person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 11 – ISSUE OF OPTIONS TO RELATED PARTY – MR JOHN DE VRIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,600,000 Options to Mr John de Vries (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr de Vries (or his nominee) or any of their associates (**Resolution 11 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 11 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. RESOLUTION 12 – ISSUE OF OPTIONS TO RELATED PARTY – MR RICHARD CROOKES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,400,000 Options to Mr Richard Crookes (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Crookes (or his nominee) or any of their associates (**Resolution 12 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person**

as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 12 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

14. RESOLUTION 13 – ISSUE OF OPTIONS TO RELATED PARTY – MR IAN MURRAY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,600,000 Options to Mr Ian Murray (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Murray (or his nominee) or any of their associates (**Resolution 13 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 13 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

15. RESOLUTION 14 – ISSUE OF OPTIONS TO RELATED PARTY – MR GABRIEL CHIAPPINI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,600,000 Options to Mr Gabriel Chiappini (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Chiappini (or his nominee) or any of their associates (**Resolution 14 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 14 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 14 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

16. RESOLUTION 15 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 27 September 2019

By order of the Board

Gabriel Chiappini
Director/Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Return of Proxies

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 2.00pm (WST) on 26 October 2019. Any proxy form received after that time will not be valid for the scheduled meeting.

- Online** At www.investorvote.com.au
- By mail** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
- By fax** 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)
- By mobile** Scan the QR Code on your proxy form and follow the prompts
- Custodian** For Intermediary Online subscribers only (custodians) please visit
- voting** www.intermediaryonline.com to submit your voting intentions

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.blackrockmining.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR IAN MURRAY

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ian Murray, having been appointed by other Directors on 2 May 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Mr Murray graduated with a Bachelor of Commerce (BCom) in 1987 from the University of Cape Town, a member of both the South African Institute of Chartered Accountants and the Institute of Chartered Accountants of Australia and New Zealand, and is a member of the Australian Institute of Company Directors. He has held senior management positions for companies such as KPMG, Price Waterhouse, Bioclones, DRDGold Ltd, and Gold Road Resources.

More recently, as Chief Executive Officer and Managing Director, he successfully delivered Gold Road Resources' (ASX:GOR) Gruyere Project, and has significant African experience through DRDGold. Mr Murray was recently appointed as a Non-Executive director of Geopacific Resources Ltd (appointed 9 September 2019).

3.3 Independence

Mr Murray has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected the Board considers Mr Murray will be an independent director.

3.4 Board recommendation

The Board supports the election of Mr Murray and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GABRIEL CHIAPPINI

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Gabriel Chiappini, who has served as a Director since 21 March 2012 and was last re-elected on 28 November 2017, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Mr Chiappini is an experienced ASX director and has been active in the capital markets for 17 years.

Mr Chiappini has assisted in raising in excess of AUD \$400m in funding and has provided investment and divestment guidance to a number of companies. Mr Chiappini specialises in start-up companies and assists companies with their growth and strategic direction. Mr Chiappini is a member of the Australian Institute of Company Directors and Chartered Accountants Australia & New Zealand.

Mr Chiappini held directorships with the following listed companies in the 3 year immediately prior to the date of this report:

Company	Date Appointed	Date Resigned
Invictus Energy	12 August 2015	Current
Eneabba Gas Limited	26 September 2016	Current
Fastbrick Robotics Limited (Now called FBR Limited)	15 December 2011	9 August 2018
Scotgold Resources Limited	27 May 2016	20 May 2017
Global Geoscience Limited (Now called Loneer Limited)	3 November 2015	23 May 2017

4.3 Independence

Mr Chiappini has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If re-elected the Board considers Mr Chiappini will be an independent Director.

4.4 Board recommendation

The Board supports the election of Mr Chiappini and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

5.1 General

On 18 March 2019, the Company announced that it had completed a capital raising of \$3,000,000 (before costs) through the issue of 46,146,163 Shares at an issue price of \$0.065 per Share (**March Placement Shares**) to sophisticated and professional investors (**March Placement**). All of the March Placement Shares were issued under the Company's 7.1A capacity.

On 16 August 2019, the Company announced that it had completed a capital raising of an additional \$3,000,000 (before costs), to be completed through the issue of 42,857,144 Shares at an issue price of \$0.07 per Share (**August Placement Shares**) (**August Placement**). 37,000,001 of the August Placement Shares have been issued under the Company's 7.1 Capacity.

Resolutions 4 and 5 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares pursuant to the March Placement and the August Placement respectively (**Ratification**).

Further, subject to Shareholder approval being obtained under Resolutions 6 – 10 (inclusive), it is intended that the Directors of the Company will be issued the remaining 5,857,143 August Placement Shares. Refer to Section 7.1 for further information.

5.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of the August Placement Shares (being the subject of Resolution 5), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A;
- and

(b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue of the March Placement Shares (being the subject of Resolution 4), the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

5.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 78,125,000 Shares were issued on the following basis:
 - (i) 46,146,163 March Placement Shares issued pursuant to ASX Listing Rule 7.1A; and
 - (ii) 37,000,001 August Placement Shares issued pursuant to ASX Listing Rule 7.1.
- (b) the issue price was:
 - (i) \$0.065 per Share under the issue of the March Placement Shares pursuant to ASX Listing Rule 7.1A; and
 - (ii) \$0.07 per Share under the issue of the August Placement Shares pursuant to ASX Listing Rule 7.1.
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors. None of these subscribers are related parties of the Company; and
- (e) as announced on 18 March 2019 and 22 August 2019, the funds raised from this issue were used for the further project development of the Company's Mahenge Graphite Project, including final engineering and design and financing activities of the Mahenge Graphite Plant.

6. RESOLUTION 6 – ISSUE OF SHORT TERM INCENTIVE TO MANAGING DIRECTOR, MR JOHN DE VRIES

6.1 General

As announced on 10 September 2019, Mr John de Vries was appointed Managing Director of the Company and assumed the title of Managing Director & Chief Executive officer.

As part of the Mr de Vries' performance evaluation, the Board have agreed to award Mr de Vries with a short term incentive bonus of \$75,000, which is to be paid 50% in cash and 50% in Shares (**Incentive Shares**). The Incentive shares are being issued at deemed value of \$0.07 per Share which is the same value of the August Placement Shares.

The Company has agreed, subject to obtaining Shareholder approval, to issue up to 535,714 Incentive Shares to Mr de Vries (or his nominee) on the terms and conditions set out below.

Resolution 6 seeks Shareholder approval for the grant of the Incentive Shares to Mr de Vries (or his nominee).

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Incentive Shares constitutes giving a financial benefit and Mr de Vries is a related party of the Company by virtue of being a Director.

The Directors (other than Mr de Vries who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Incentive Shares because the Directors (with Mr de Vries not present) considered that the short term incentive, and the issues of these Shares, reflected recognition of the work Mr de Vries has done to build the Company and its projects and therefore represent reasonable remuneration.

6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Incentive Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

6.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Incentive Shares will be granted to Mr John de Vries (or his nominee);

- (b) the maximum number of Incentive Shares to be issued will be 535,714 shares;
- (c) the Incentive Shares will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Incentive Shares will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the Incentive Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Incentive Shares to Mr de Vries (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7. RESOLUTIONS 7 TO 10 – PARTICIPATION OF DIRECTORS IN PLACEMENT

7.1 General

As noted in Section 5.1 above, subject to obtaining Shareholder approval, the Directors of the Company wish to participate in the August Placement. The Directors seek the following shareholder approvals:

- (a) Resolution 7 seeks Shareholder approval for the issue of up to 642,857 Shares to Mr Richard Crookes (or his nominee) arising from the participation by Mr Crookes (or his nominee) in the August Placement;
- (b) Resolution 8 seeks Shareholder approval for the issue of up to 285,714 Shares to Mr John de Vries (or his nominee) arising from the participation by Mr de Vries (or his nominee) in the August Placement;
- (c) Resolution 9 seeks Shareholder approval for the issue of up to 4,285,714 Shares to Mr Ian Murray (or his nominee) arising from the participation by Mr Murray (or his nominee) in the Placemen; and
- (d) Resolution 10 seeks Shareholder approval for the issue of up to 642,857 Shares to Mr Gabriel Chiappini (or his nominee) arising from the participation by Mr Chiappini (or his nominee) in the Placement,

(together, the **Related Party Shares**).

A summary of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is set out in Sections 6.2 and 6.3 above respectively.

The issue of the Related Party Shares constitutes giving a financial benefit and Messrs Crookes, de Vries, Murray and Chippiani, who are related parties of the Company by virtue of being Directors.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances although note that the terms of the issue are the same as unrelated investors in the August Placement

7.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11):

- (a) the related parties are Messrs de Vries, Crookes, Murray and Chiappini (or each of their nominees) who are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Related Party Shares to be issued is 5,857,143, comprised of:
 - (i) 642,857 Shares to Mr Crookes (or his nominee);
 - (ii) 285,714 Shares to Mr de Vries (or his nominee);
 - (iii) 4,285,714 Shares to Mr Murray (or his nominee); and
 - (iv) 642,857 Shares to Mr Chiappini (or his nominee).
- (c) the Related Party Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.07 per Related Party Share, being the same as all other August Placement Shares;
- (e) the funds raised will be used for the same purposes as all other funds raised under the August Placement as set out in Section 5.4(e);
- (f) the Related Party Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the value of the Related Party Shares will be the issue price of \$0.07 per Share; and
- (h) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options	Performance Rights
John de Vries	3,212,500	5,000,000 ² 5,000,000 ³	-
Richard Crookes	2,062,500	5,000,000 ² 2,500,000 ³	-
Ian Murray	1,508,706	Nil	-
Gabriel Chiappini	6,250,000	5,000,000 ² 2,500,000 ³	-

Notes:

1. Fully paid ordinary shares in the capital of the Company.
 2. Unlisted Options exercisable at \$0.10 each on or before 31 August 2020.
 3. Unlisted Options exercisable at \$0.10 each on or before 7 November 2021.
- (i) the remuneration and emoluments (including share-based payments) from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
John de Vries	\$512,116	\$432,379
Richard Crookes	\$169,433	\$137,368
Ian Murray	\$20,692	-
Gabriel Chiappini	\$108,366	\$128,250

- (j) if the maximum number of Related Party Shares are issued to the Related Parties, a total of 5,857,143 Shares would be issued (in addition to the 37,000,001 Shares issued under the August Placement announced on 22 August 2019). This will increase the number of Shares on issue from 622,550,852 to 628,407,995 (assuming no Options are exercised and no other Shares are issued including those contemplated than the Resolutions of this Notice) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.93% comprising of less than 0.05% by Mr de Vries, 0.10% by Mr Crookes, 0.68% by Mr Murray and 0.10% by Mr Chiappini;
- (k) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.115	15 and 16 May 2019
Lowest	\$0.031	30 and 31 October 2018, 1 November 2018 and 10 December 2018
Last	\$0.067	13 September 2019

- (l) Mr Crookes declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 7 be passed. However, in respect of Resolutions 8, 9 and 10, Mr Crookes recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as the Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (m) Mr de Vries declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 8 be passed. However, in respect of Resolutions 7, 9 and 10, Mr de Vries recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (n) Mr Murray declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 7 be passed. However, in respect of Resolutions 7, 8 and 10, Mr Murray recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as Shares issued to non-related party participants in the

August Placement and as such the giving of the financial benefit is on arm's length terms;

- (o) Mr Chiappini declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 10 be passed. However, in respect of Resolutions 7, 8 and 9, Mr Chiappini recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (p) with the exception of Mr Crookes, no other Director has a personal interest in the outcome of Resolution 7;
- (q) with the exception of Mr de Vries, no other Director has a personal interest in the outcome of Resolution 8;
- (r) with the exception of Mr Murray, no other Director has a personal interest in the outcome of Resolution 9;
- (s) with the exception of Mr Chiappini, no other Director has a personal interest in the outcome of Resolution 10; and
- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 7 to 10.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

8. RESOLUTIONS 11 TO 14 – ISSUE OF OPTIONS TO RELATED PARTIES – DIRECTORS

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 9,200,000 Options (exercisable at \$0.15 per Option on or before the date that is three years from the date of issue (**Related Party Options**) to the Directors in the following apportionments:

- (a) Resolution 11 seeks shareholder approval for the issue of 3,600,000 Related Party Options to Mr John de Vries;
- (b) Resolution 12 seeks shareholder approval for the issue of 2,400,000 Related Party Options to Mr Richard Crookes;
- (c) Resolution 13 seeks shareholder approval for the issue of 1,600,000 Related Party Options to Mr Ian Murray; and
- (d) Resolution 14 seeks shareholder approval for the issue of 1,600,000 Related Party Options to Mr Gabriel Chiappini.

A summary of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is set out in Sections 6.2 and 6.3 above respectively.

The grant of Related Party Options constitutes giving a financial benefit and Messrs John de Vries, Richard Crookes and Gabriel Chiappini, who are related parties of the Company by virtue of being Directors.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Options to the Directors.

8.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

- (a) the related parties are Messrs de Vries, Crookes, Murray and Chiappini (or each of their nominees) who are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Related Party Options to be issued is 9,200,000, comprised of:
 - (i) 3,600,000 Related Party Options to be issued to Mr de Vries (or his nominee);
 - (ii) 2,400,000 Related Party Options to be issued to Mr Crookes (or his nominee);
 - (iii) 1,600,000 Related Party Options to be issued to Mr Murray (or his nominee); and
 - (iv) 1,600,000 Related Party Options to be issued to Mr Chiappini (or his nominee).
- (c) the Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Related Party Options will be issued for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Related Party Options are set out in Schedule 1;
- (f) the value of the Related Party Options is set out in Schedule 2;
- (g) the relevant interests of the Related Parties in securities of the Company are set out in Section 7.2(h) above;
- (h) the remuneration and emoluments (including share-based payments) from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out in Section 7.2(i) above;
- (i) if the maximum number of Related Party Options granted to the Directors are exercised, a total of 9,200,000 Shares would be issued. This will increase the number of Shares on issue from 622,550,852 to 631,750,852 (assuming no Options are exercised and no other Shares are issued including those contemplated noted within the Resolutions of this Notice) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 9,200,000 comprising 3,600,000 by Mr de Vries, 2,400,000 by Mr Crookes, 1,600,000 by Mr Murray and 1,600,000 by Mr Chiappini;

- (j) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out in Section 7.2(k) above;
- (k) Mr de Vries declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 11 be passed. However, in respect of Resolutions 12, 13 and 14, Mr de Vries recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (l) Mr Crookes declines to make a recommendation to Shareholders in relation to Resolution 12 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 12 be passed. However, in respect of Resolutions 11, 13 and 14, Mr Crookes recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as the Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (m) Mr Murray declines to make a recommendation to Shareholders in relation to Resolution 13 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 12 be passed. However, in respect of Resolutions 12, 11 and 14, Mr Murray recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (n) Mr Chiappini declines to make a recommendation to Shareholders in relation to Resolution 14 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 14 be passed. However, in respect of Resolutions 12, 11 and 13, Mr Chiappini recommends that Shareholders vote in favour of those Resolutions as the Related Party Shares will be issued on the same terms as Shares issued to non-related party participants in the August Placement and as such the giving of the financial benefit is on arm's length terms;
- (o) with the exception of Mr de Vries, no other Director has a personal interest in the outcome of Resolution 11;
- (p) with the exception of Mr Crookes, no other Director has a personal interest in the outcome of Resolution 12;
- (q) with the exception of Mr Murray, no other Director has a personal interest in the outcome of Resolution 13;
- (r) with the exception of Mr Chiappini, no other Director has a personal interest in the outcome of Resolution 14; and
- (s) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 11 to 14.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTION 15 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$41,710,907.08 (based on the number of Shares on issue and the closing price of Shares on the ASX on 13 September 2019 and excluding any restricted securities that may be on issue).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: BKT).

If Shareholders approve Resolution 15, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 15 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 15 for it to be passed.

9.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 15:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 9.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 15 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 13 September 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0335 50% decrease in Issue Price	\$0.067 Issue Price	\$0.1005 50% increase in Issue Price
628,943,709	Shares issued - 10% voting dilution	62,894,370	62,894,370	62,894,370
(Current Variable A)	Funds raised	\$2,106,961	\$4,213,922	\$6,320,884.19
943,415,564	Shares issued - 10%	94,341,556	94,341,556	94,341,556

	voting dilution			
(50% increase in Variable A)	Funds raised	\$3,160,442	\$6,320,883	\$9,481,326.38
1,257,887,418	Shares issued - 10% voting dilution	125,788,741	125,788,741	125,788,741
(100% increase in Variable A)	Funds raised	\$4,213,922	\$8,427,845	\$12,641,768.47

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 628,943,709 Shares on issue comprising:
 - (a) 622,550,852 existing Shares as at the date of this Notice of Meeting; and
 - (b) 6,392,857 Shares which will be issued if Resolutions 6 to 10 are passed at this Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 13 September 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for continued development of the Company's Mahenge Graphite Project (it is proposed that funds would be used for project development, expanding the management team and Tanzanian

operations, offtake and marketing initiatives, securing financing and ongoing project administration and general working capital. The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(f) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 7 November 2018 (**Previous Approval**).

The Company has issued 46,146,153 Shares pursuant to the Previous Approval, being the March Placement Shares whose Ratification is the subject of Resolution 4.

During the 12 month period preceding the date of the Meeting, the Company otherwise issued a total of 100,169,154 Shares and 27,000,000

Options which, together with the Equity Securities issued under the Previous Approval, represents approximately 23.14% of the total diluted number of Equity Securities on issue in the Company on 28 October 2018.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 3.

9.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 14.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 9.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

August Placement means the placement of 42,857,144 Shares issued to sophisticated and professional investors at \$0.07 per Share to raise \$3,000,000.

August Placement Shares means the Shares issued under the August Placement.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Change of Control means:

- (a) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- (b) a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Black Rock Mining Limited (ACN 094 551 336).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Shares means

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Managing Director means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

March Placement means the placement of 46,146,163 Shares issued to sophisticated and professional investors at \$0.065 per Share to raise \$3,000,000.

March Placement Shares means the Shares issued under the March Placement.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Ratification has its meaning given to it in Section 5.1.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (m), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 28 October 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Conditions for Vesting**

(i) the Options will vest in equal tranches on the following dates:

(A) 28 October 2020;

(B) 28 October 2021; and

(C) 28 October 2022,

(each a **Vesting Condition**).

(ii) The Options will only vest if:

(A) the relevant Vesting Condition has been satisfied;

(B) a good leaver exception applies (eg due to death, total and permanent disability, retirement or redundancy, terminal illness, severe financial hardship); or

(C) a Change of Control event occurs.

(e) **Exercise Period**

The exercise period for Options will commence when the Options have vested in accordance with the Vesting Condition and will end on the Expiry Date (**Exercise Period**).

(f) **Cessation of Employment or Engagement**

Where the holder of an Option ceases employment or engagement (as applicable) with the Company:

(i) all unvested Options will lapse on the date the holder's employment ceases unless the Board in its sole and absolute discretion determines otherwise; and

(ii) all vested Options that have not been exercised will continue in force and remain exercisable, for a period of 3 months from the date the holder's employment ceases.

(g) **Lapse of Options**

Unless the Board determines otherwise in its sole and absolute discretion, unvested Options will lapse on the earlier of:

- (i) the cessation of employment, engagement or office of a holder in accordance with clause (h); or
- (ii) the Expiry Date.

(h) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(i) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(j) **Change of Control Event**

- (i) Subject to clause (j)(ii), a Change of Control event occurs where:
 - (A) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - (B) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (C) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or
 - (D) the Company enter into agreements to its main business undertaking or the principal assets (whether or not in the form of shares in the Company) of the Company to a person, or a number of persons, and those agreements become unconditional; or
 - (E) the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons.
- (ii) Unless determined by the Board in accordance with clause (j)(i)(E), the Company's admission to the official list of the ASX or recognised stock

exchange, either by way of initial public offering or acquisition by a listed company, will not be deemed a Change in Control Event.

On the occurrence of a Change of Control Event all unvested Options will vest and become exercisable in accordance with this clause (j) with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the holder is terminated or ceases in connection with the Change of Control Event.

In the case of clause (j)(i)(D), where the Company agrees to sell or dispose of its main business undertaking or principal assets for cash (**Business Sale**) and the Company decides not to distribute the cash proceeds of the Business Sale to Shareholders, the Company, with the consent of the holder, may cancel or buy-back vested Options for a price per Option that is equal to the net proceed of the Business Sale divided by the number of Shares on issue, less the Exercise Price.

The Company shall give written notice of any Change of Control Event to each holder. Upon the giving of any such notice a holder may exercise any of their vested Options within the Exercise Period by delivery to the registered office of the Company or such other address as determined by the Board of:

- (i) a signed Notice of Exercise;
- (ii) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price; and
- (iii) the Option certificate, or documentary evidence satisfactory to the Board that the Option certificate was lost or destroyed.

(k) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (k)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(l) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(m) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(n) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(o) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(p) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 11 to 14 have been valued by internal management.

Using the Binomial Options Pricing Model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	
Valuation date	<i>10 September 2019</i>
Market price of Shares	7 cents per share
Exercise price	15 cents
Expiry date (length of time from issue)	3 years from date of issue
Risk free interest rate	1%
Volatility (discount)	100%
Indicative value per Related Party Option	3.3899 cents per option
Total Value of Related Party Options	
- <i>John de Vries</i>	\$54,238
- <i>Richard Crookes</i>	\$81,357
- <i>Ian Murray</i>	\$54,238
- <i>Gabriel Chiappini</i>	\$54,238

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 3 – ISSUES OF EQUITY SECURITIES SINCE 28 OCTOBER 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 5 November 2018 Appendix 3B – 8 November 2018	220,000	Shares ⁴	Peter Nesveda & Joan Woodington	Nil cash consideration	Consideration: Issued as consideration in accordance with a consulting agreement. Current value ³ = \$14,740
	1,000,000	Unquoted Options ⁵	Raymond Hekima	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current value ³ = \$31,885
Issue – 20 November 2018 Appendix 3B – 22 November 2018	15,625,000	Shares ⁴	Directors Gabriel Chiappini, Richard Crookes, Stephen Copulos and John de Vries (or their nominees) as approved by Shareholders on 7 November 2018	\$0.032 (representing a discount to Market Price of 5.88%)	Amount raised = \$500,000 Amount spent = \$500,000 Use of funds: the further development of Mahenge Graphite.
	13,000,000	Unquoted Options ⁶	Directors Gabriel Chiappini, Richard Crookes, Stephen Copulos and John de Vries (or their nominees) as approved by Shareholders on 7 November 2018	Nil cash consideration	Consideration: Nil, issued to Directors in lieu of remuneration and as a performance incentive Current value ³ : \$391,391
Issue – 13 December 2018 Appendix 3B – 14 December 2018	800,000	Shares ⁴	Steven Tambanis which converted upon the occurrence the delivery of a positive feasibility study	No issue price (non-cash consideration)	Consideration: Nil, issued on conversion of the Performance Rights Current value ³ = \$ 53,600
Issue – 18 March 2019 Appendix 3B – 18 March 2019	46,146,153	Shares ⁴	Sophisticated and institutional investors	\$0.065 per Share (being the Market Price)	Amount raised: \$2,999,500 Amount spent: \$2,250,000 Use of funds: To finance final engineering activities to complete Mahenge Graphite Mine construction. Amount remaining: \$749,500 Proposed use of remaining funds: To finance final engineering activities to complete Mahenge Graphite Mine construction.

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
	900,000	Shares ⁴	Simon Francis	Nil cash consideration	Consideration: Issued in part consideration for consulting research report. Current value ³ = \$60,300
	3,000,000	Unquoted Options ⁷	IRX Advisors Pty Ltd	Nil cash consideration	Consideration: Nil, issued as part of incentive and remuneration of consultants Current value ³ : \$96,618
	5,000,000	Unquoted Options ⁸	Melshare Nominees	Nil cash consideration	Consideration: Nil, issued as part of incentive and remuneration of consultants Current value ³ : \$177,025
	5,000,000	Unquoted Options ⁹	Divedeli Pty Ltd	Nil cash consideration	Consideration: Nil, issued as part of incentive and remuneration of consultants Current value ³ : \$61,000
Issue – 22 August 2019 Appendix 3B – 22 August 2019	37,000,001	Shares ⁴	Sophisticated and institutional investors	\$0.07 per Share (representing a premium to Market Price of 5%)	Amount raised: \$2,590,000 Amount spent: Nil Use of funds: To finance final engineering activities to complete Mahenge Graphite Mine construction. Amount remaining: \$2,590,000 Proposed use of remaining funds: To finance final engineering activities to complete Mahenge Graphite Mine construction.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
3. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.067) on the ASX on 13 September 2019. In respect of unquoted Equity Securities, the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No


account is taken of any performance conditions included in the terms of the Option other than market-based performance conditions (i.e. conditions linked to the price of Shares).


4. Fully paid ordinary shares in the capital of the Company, ASX Code: BKT (terms are set out in the Constitution).
5. Unquoted Options, exercisable at \$0.10 each, on or before 31 October 2021.
6. Unquoted Options, exercisable at \$0.10 each, on or before 7 November 2021. The full terms and conditions were disclosed in the notice of meeting for the shareholder meeting held on 7 November 2018.
7. Unquoted Options, exercisable at \$0.10 each, on or before 18 December 2021.
8. Unquoted Options, exercisable at \$0.07 each, on or before 9 July 2021.
9. Unquoted Options, exercisable at \$0.20 each, on or before 14 March 2021.



BKT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2.00pm (WST) Saturday 26 October 2019**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Black Rock Mining Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Black Rock Mining Limited to be held at The Park Business Centre, 45 Ventnor Ave, West Perth, Western Australia on Monday, 28 October 2019 at 2.00pm (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 11 - 14 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 11 - 14 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 11 - 14 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain		For	Against	Abstain	
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Participation of Mr Gabriel Chiappini in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Mr Ian Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Options to related party – Mr John De Vries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director – Mr Gabriel Chiappini	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Issue of Options to related party – Mr Richard Crookes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of March 2019 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Issue of Options to related party – Mr Ian Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of August 2019 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Issue of Options to related party – Mr Gabriel Chiappini	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Short Term Incentive Shares to Managing Director, Mr John De Vries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Participation of Mr Richard Crookes in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Participation of Mr John De Vries in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Participation of Mr Ian Murray in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

BKT

999999A



Computershare

