

29 November 2019

Company Announcements Office  
Australian Stock Exchange  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Dear Sir

## RESULTS OF ANNUAL GENERAL MEETING

The resolutions tabled at today's annual general meeting of shareholders were passed on a show of hands. In accordance with Listing Rule 3.13.2, BlackEarth Minerals NL announces that the resolutions put to the meeting were carried by the requisite majority.

### Proxy results

In accordance with Section 251 AA of the Corporations Act 2001, BlackEarth Minerals NL announces the following proxy results for the Annual General Meeting:-

#### BlackEarth Minerals NL Annual General Meeting

Security Class(es):  
BEM - ORDINARY FULLY PAID SHARES  
BEMESC24 - ESCROW ORDINARY SHARES 24 FROM QUOTATION

Resolution	For		Against		Discretionary		Totals	
	Votes	Holders	Votes	Holders	Votes	Holders	Votes	Holders
1 Adoption of Remuneration Report (Non-Binding)	14,559,017	33	818,138	13	1,038,788	13	16,415,943	59
	88.69%	55.93%	4.98%	22.03%	6.33%	22.03%		
2 Re-Election of Director (Philip Hearse)	17,167,987	48	120,618	3	1,043,081	12	18,331,686	63
	93.65%	76.19%	0.66%	4.76%	5.69%	19.05%		
3 Approval of Additional 10% Placement Facility	16,567,748	35	644,483	14	1,083,081	14	18,295,312	63
	90.56%	55.56%	3.52%	22.22%	5.92%	22.22%		
4 Ratification of Previous Share Issue Under ASX Listing Rule 7.1	16,755,157	39	396,619	10	1,153,885	15	18,305,641	64
	91.53%	60.94%	2.17%	15.62%	6.30%	23.44%		
5 Ratification of Previous Options Issue Under ASX Listing Rule 7.1	16,736,657	37	405,119	11	1,153,885	15	18,295,641	63
	91.48%	58.73%	2.21%	17.46%	6.31%	23.81%		
6 Issue of Future Placement Shares	16,326,561	33	1,005,999	18	1,073,081	13	18,405,641	64
	88.70%	51.56%	5.47%	28.12%	5.83%	20.31%		
7 Director and Senior Management Fee and Remuneration Sacrifice Share Plan	14,719,202	31	612,029	16	1,084,383	12	16,415,614	59
	89.67%	52.54%	3.73%	27.12%	6.61%	20.34%		

Yours faithfully



**SIMON STORM**  
COMPANY SECRETARY