



Quarterly Activities Report June 2015

ASX ANNOUNCEMENT

31 July 2015

Highlights

Corporate

- Finalised and despatched the Scheme Booklet in advance of the shareholder meeting to be held at 10am on 25 August 2015 to vote on the Scheme, pursuant to which Western Uranium Corporation is seeking to acquire 100% of Black Range
- Pursuant to the Scheme, Black Range shareholders will receive 1 Western share for every 750 Black Range shares
- The Offer represents a 106% premium to Black Range's share price at the time the Offer was announced and a 224% premium to Black Range's share price on 30 July 2015

Hansen/Taylor Ranch Uranium Project

- Continued to acquire baseline environmental data and to advance mine permitting activities

Ablation

- Pursuant to the agreement to dissolve the Ablation JV, Black Range has secured a 100% interest in a 25-year license under which Black Range can develop, market and utilise Ablation worldwide, for use at both its own projects as well as for projects owned by other parties
- Black Range has taken sole possession of all of the existing Ablation equipment, including the pilot-scale plant and the 5tph Ablation Unit
- Minor modifications have been made to the 5tph Unit in advance of undertaking further testwork

Corporate

On 29 January 2015 Black Range Minerals Limited (ASX:BLR) ("**Black Range**" or "**the Company**") entered into an agreement with Western Uranium Corporation ("**Western**"), pursuant to which Western agreed to offer to acquire all of the issued shares of Black Range ("**the Offer**") by way of a Scheme of Arrangement ("**Scheme**"). Under the Offer, Black Range shareholders will receive 1 new Western share for every 750 Black Range shares held. During the March 2015 quarter, Black Range and Western entered into a definitive Merger Implementation Agreement that formalised the terms and conditions of the Offer.

Based on closing share prices immediately preceding receipt of the Offer, the Offer valued Black Range at \$18.5 million or A\$0.00617 per share, representing a 106% premium to Black Range's closing price immediately prior to



the Offer. Based on the respective closing prices at 30 July 2015, the Offer represents a 224% premium to Black Range's share price.

On 16 July 2015, Black Range announced that the Federal Court of Australia had made orders for the convening of the Scheme meeting ("**Scheme Meeting**"), pursuant to which the Company will seek shareholder approval for the Scheme. The Scheme Meeting will be held at 10am on 25 August 2015.

On 23 July 2015, Black Range announced that the Scheme booklet had been despatched to shareholders.

Board Recommendation

Black Range's Board unanimously recommend that shareholders approve the Scheme in the absence of a superior proposal, on the basis that the Offer is considered to be the most compelling alternative available to Black Range shareholders at the current time, in terms of creating future value for shareholders. In particular:

- the Offer will provide Black Range shareholders with the opportunity to become part of a larger uranium company, which offers short term production opportunities and the potential to accelerate the commercialisation of its interest in the Ablation technology via a field trial at the Sunday Mine Complex;
- the combined entity would control a more diversified asset base, including a combined uranium mineral resource base of >95 million pounds of U₃O₈ across 9 projects;
- Western's management team has considerable experience in the uranium industry, and includes George Glasier who was the founder of Energy Fuels Inc. and served as its CEO from 2006 – 2010; and
- Western's access to further financial backing should provide a higher level of funding certainty in the current difficult market environment.

Each of Black Range's directors and officers intend to vote in favour of the Scheme in respect of the Black Range shares over which they have voting control, in the absence of a superior proposal.

Black Range's two major shareholders, Azarga Resources Limited (which holds ~18.3% of Black Range's shares) and Siebel's Hard Asset Fund (which holds ~16.4% of Black Range's shares) are both also supportive of the Scheme.

Hansen/Taylor Ranch Uranium Project

During the June quarter Black Range continued to acquire baseline environmental data that will be required for mine permitting. It also continued to advance other mine permitting activities.

Ablation Joint Venture

During the previous quarter agreement was reached to dissolve the 50:50 joint venture between Ablation Technologies, LLC and Black Range (Mineral Ablation, LLC; the "**Ablation JV**"). In consideration for the dissolution Black Range has been assigned a 100% interest in a 25-year license to Ablation Technologies, LLC's ablation technology and related patents ("**Ablation**") under which Black Range will have the right to develop, market and utilise Ablation worldwide, for use at both its own projects as well as for projects owned by other parties.

Black Range can continue to develop, market and utilise Ablation worldwide.



Pursuant to the dissolution agreements, Black Range has now taken sole possession of all of the Ablation equipment that has been manufactured to date, including the pilot-scale Ablation plant that has been utilised for the vast majority of testwork undertaken previously, as well as the semi-commercial scale Ablation unit that has nominal capacity of five tons per hour (the “5tph Unit”).

During the quarter Black Range made minor modifications to the 5tph Unit in advance of undertaking further testwork in the near term.

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Caution Regarding Forward Looking Statements

This announcement contains forward looking statements which involve a number of risks and uncertainties. These forward looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. The forward looking statements are made as at the date of this announcement and the Company disclaims any intent or obligation to update publicly such forward looking statements, whether as the result of new information, future events or results or otherwise.



Schedule of Mining Tenements

Project	Location	Licence(s)	Ownership Interest
Hansen/Taylor Ranch Uranium Project (includes the Hansen, Boyer, Taylor, North Hansen, High Park and Devils Hole deposits)	Colorado, USA	Taylor Ranch (Private Mineral Lease) Boyer Ranch (Private Mineral Lease) 2 State Sections (Sec. 16 UR3324 State Lease) (Sec 36.UR3322 State Lease) 197 US Federal Claims Hansen (Private Mineral Interest)	100% 100% 100% 100% BLR owns 24.5% of the Hansen Deposit with two options to acquire the remaining 75.5% of the mineral rights
Jonesville Coal Project	Alaska, USA	2 State Leases (ADL229336 & ADL324600)	100%
Bullen Property	Colorado, USA	Freehold title – surface and mineral rights	100%
Disposed of during quarter	Nil		
Acquired during quarter	Nil		