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14 January 2013

Company Announcements Office Australian Stock Exchange Limited

Via e-lodgement

ISSUE OF DIRECTOR INCENTIVE OPTIONS

Following receipt of shareholder approval on 11 January 2013, Black Range Minerals Limited advises that it has issued 30,000,000 director incentive options (**Incentive Options**) with an exercise price of \$0.012 and expiry date of 10 January 2018. The Incentive Options were issued upon the terms and conditions detailed in the Notice of Meeting dated 10 December 2012.

Yours faithfully

lan Cunningham Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Black Range Minerals Limited

ABN

86 009 079 047

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to Unlisted options be issued

2 Number of *securities issued or to be issued (if known) or maximum number which may be issued

30,000,000

⁺ See chapter 19 for defined terms.

Principal terms of the +securities \$0.012 options exercisable on or before 10 3 (eg, if options, exercise price and January 2018, subject to following vesting expiry date; if partly paid conditions: +securities, the amount outstanding and due dates for (i) 7,500,000 will vest immediately; if +convertible payment; securities, the conversion price (ii) 7,500,000 will vest after Mr Haynes and dates for conversion) has completed 12 months of service as Managing Director; (iii) 7,500,000 will vest upon the Company reaching a market capitalisation of \$30,000,000; and (iv) 7,500,000 will vest upon the Company reaching a market capitalisation of \$50,000,000. Do the +securities rank equally No - the shares issued pursuant to the 4 in all respects from the date of exercise of options will rank equally with allotment with an existing +class the currently quoted shares of quoted +securities? If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment Issue price or consideration Nil 5 6 Purpose of the issue Issue of director incentive options following (If issued as consideration for shareholder approval at the General Meeting the acquisition of assets, clearly held on 11 January 2013. identify those assets)

6a Is the entity an +eligible entity Yes that has obtained security holder approval under rule 7.1A?

> If Yes, complete sections 6b - 6h in relation to the *+securities* the subject of this Appendix 3B, and comply with section 6i

- The date the security holder 6b resolution under rule 7.1A was passed
- Number of +securities issued 6c without security holder approval under rule 7.1
- Number of *+*securities issued 6d with security holder approval under rule 7.1A
- 6e Number of *+*securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of securities issued under an exception in rule 7.2
- If securities issued under rule 6g 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.
- If securities were issued under 6h rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

26 November 2012

N/A

N/A

N/A

30,000,000

N/A

273,241,638

N/A

7 Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	
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8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in section 2 if applicable)

	Number	+Class
1	1,319,136,551	ORD
K		
1		

		Number	+Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	1,500,000	Unlisted options exercisable at \$0.035 on or before 12/03/14
		1,850,000	Unlisted options exercisable at \$0.0486 on or before 15/07/14
		20,000,000	Unlisted options exercisable at \$0.0286 on or before 14/12/16
		30,000,000	Unlisted options exercisable at \$0.012 on or before 10/1/18

10 Dividend policy (in the case of a N trust, distribution policy) on the increased capital (interests)

N/A

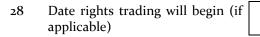
Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non- renounceable?	
13	Ratio in which the ⁺ securities will be offered	

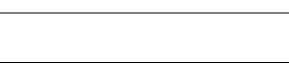
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on *security holders' approval, the date of the meeting	
_		
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	

⁺ See chapter 19 for defined terms.

27	If the entity has issued options,	
	and the terms entitle option	
	holders to participate on	
	exercise, the date on which	
	notices will be sent to option	
	holders	



- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?



33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities (*tick one*)
- (a) Securit

Securities described in Part 1

(b)

All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
- 36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000
 - 100,001 and over

A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

37

38	Number of securities for which ⁺ quotation is sought	
39	Class of ⁺ securities for which quotation is sought	
40	 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	

⁺ See chapter 19 for defined terms.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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

	Number	+Class
11		
Х		
e		

Quotation agreement

- ¹ ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

1.1. Lat

Sign here:

(Director/Company secretary)

Date: 14 January 2013

Print name:

Ian Cunningham

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⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for *eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	796,963,912	
Add the following:		
• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2	420,467,751	
Number of fully paid ordinary securities issued in that 12 month period with shareholder approval	56,470,888	
• Number of partly paid ordinary securities that became fully paid in that 12 month period	-	
 Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-	
"A"	1,273,902,551	

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
<i>Multiply</i> "A" by 0.15	191,085,383	
Step 3: Calculate "C", the amount 7.1 that has already been used	of placement capacity under rule	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:		
Under an exception in rule 7.2		
Under rule 7.1A		
 With security holder approval under rule 7.1 or rule 7.4 		
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
"C"	45,234,000	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15	191,085,383	
Note: number must be same as shown in Step 2		
Subtract "C"	45,234,000	
Note: number must be same as shown in Step 3		
<i>Total</i> ["A" x 0.15] – "C"	145,851,383	
	[Note: this is the remaining placement capacity under rule 7.1]	

⁺ See chapter 19 for defined terms.

Part 2

ire from which the placement		
1,273,902,551		
0.10		
Note: this value cannot be changed		
127,390,255		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A

"A" x 0.10	127,390,255
Note: number must be same as shown in Step 2	
Subtract "E"	-
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.10] – "E"	127,390,255
	Note: this is the remaining placement capacity under rule 7.1A

⁺ See chapter 19 for defined terms.