



15 February 2017

SECONDARY TRADING NOTICE PURSUANT TO SECTION 708A(5) OF THE CORPORATIONS ACT 2001 ("Act")

On 15 February 2017, Blackham Resources Limited ("**the Company**") issued a total of 51,653,922 fully paid ordinary shares in the capital of the Company. 51,470,588 shares were issued by the Company under a placement announced to the market on 10 February 2017 and 183,334 of the shares were issued by the Company pursuant to the exercise of Blackham options by a consultant.

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, the on sale of the shares noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that, as at 15 February 2017:

- a) The Company issued a total of 51,653,922 shares without disclosure to investors under Part 6D.2 of the Act;
- b) The Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- c) There is no information:
 - a. That has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b. That investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i. The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii. The rights and liabilities attaching to the Shares.

An Appendix 3B is attached in respect of the issue of the total number of Shares.

Yours faithfully

Mike Robbins
Company Secretary



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ABN 18 119 887 606

Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Blackham Resources Limited

ABN

18 119 887 606

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | 1. Fully paid ordinary shares 2. Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 51,470,588 2. 183,334 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. Fully paid ordinary shares 2. Fully paid ordinary shares |

+ See chapter 19 for defined terms.

| | | |
|----|--|--|
| 4 | <p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 | 1 & 2. Yes – rank equally with existing fully paid ordinary shares |
| 5 | Issue price or consideration | 1. \$0.68 for gross proceeds of \$35,000,000 2. \$0.30 for gross proceeds of \$55,000 |
| 6 | <p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | 1. Issued under placement announced on 10 February 2017 2. Issued on the conversion of options issued to a consultant |
| 6a | <p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | Yes |
| 6b | The date the security holder resolution under rule 7.1A was passed | 25 November 2016 |
| 6c | Number of ⁺ securities issued without security holder approval under rule 7.1 | 41,792,315 fully paid ordinary shares |
| 6d | Number of ⁺ securities issued with security holder approval under rule 7.1A | 9,678,273 fully paid ordinary shares |
| 6e | Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Nil |
| 6f | Number of ⁺ securities issued under an exception in rule 7.2 | Nil |

⁺ See chapter 19 for defined terms.

| | | | |
|----|---|---|---|
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | Yes Issue price - \$0.68 15 day VWAP = \$0.728 (75% = \$0.546) Source – www.smh.com.au | |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/A | |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | 18,999,937 | |
| 7 | +Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B. | 15 February 2017 | |
| 8 | Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable) | Number | +Class |
| | | 338,477,691 | Fully paid ordinary shares |
| 9 | Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable) | Number | +Class |
| | | 2,500,000 | \$0.298 Options exercisable on or before 29 May 2017 |
| | | 250,000 | \$0.298 Options exercisable on or before 1 June 2017 |
| | | 100,000 | \$0.30 Options exercisable on or before 24 June 2017 |
| | | 2,000,000 | \$0.500 Options exercisable on or before 14 December 2017 |
| | | 1,000,000 | \$0.300 Options exercisable on or before 3 February 2018 |
| | | 16,666,667 | \$0.180 Options exercisable on or before 31 December 2017 |
| | | 1,550,000 | \$0.256 Options exercisable on or before 13 October 2017 |
| | | 500,000 | \$0.200 Options exercisable on or before 13 October 2017 |

+ See chapter 19 for defined terms.

| | |
|-----------|---|
| 700,000 | \$0.256 Performance Options (with vesting conditions) measurable up to 31 December 2017 |
| 500,000 | \$0.256 Options (with vesting condition) exercisable on or before 6 December 2017 |
| 500,000 | \$0.465 Options exercisable on or before 8 February 2018 |
| 175,000 | \$0.380 Options exercisable on or before 8 February 2019 |
| 175,000 | \$0.463 Options exercisable on or before 8 February 2019 |
| 3,000,000 | \$0.35 Options exercisable on or before 20 March 2018 |
| 175,000 | \$0.91 Options exercisable on or before 3 July 2019 |
| 300,000 | \$0.51 Options exercisable on or before 30 April 2018 |
| 1,000,000 | \$1.00 Options exercisable on or before 1 June 2019 |
| 600,000 | \$0.57 Performance Options (with vesting conditions) measurable up to 31 December 2019 |
| 3,000,000 | Performance Rights (with vesting conditions) on or before 31 December 2017 |
| 500,000 | Performance Rights (with vesting conditions) on or before 31 December 2017 |
| 250,000 | Performance Rights (with vesting conditions) on or before 31 December 2017 |
| 400,000 | Performance Rights (with vesting conditions) on or before 31 December 2019 |

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

N/A

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

+ See chapter 19 for defined terms.

| | | |
|----|---|--|
| 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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | |
| 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 | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do +security holders sell <i>part</i> 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) ☒ 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

+ See chapter 19 for defined terms.

100,001 and over

- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

| 38 | Number of securities for which ⁺ quotation is sought | | | | | |
|--------|---|---|--------|--------------------|--|--|
| 39 | Class of ⁺ securities for which quotation is sought | | | | | |
| 40 | <p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | | | | | |
| 41 | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p> | | | | | |
| 42 | Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38) | <table border="1"><thead><tr><th>Number</th><th>⁺Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table> | Number | ⁺ Class | | |
| Number | ⁺ Class | | | | | |
| | | | | | | |

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

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

Sign here: Date: 15 February 2017
(Company Secretary)

Print name: Mike Robbins

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Appendix 3B – Annexure 1

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

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

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|--|--|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue | 202,467,103 |
| Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> 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 | 9,815,000 (Option conversions and other) 4,500,000 (GM 27/7/15) 45,000,000 (GM 28/4/16) 25,000,000 (AGM 25/11/16) |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period | 0 |
| “A” | 286,782,103 |

+ See chapter 19 for defined terms.

| | |
|---|---|
| tep 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | 43,017,315 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 225,000 shares 1,000,000 options 41,792,315 shares |
| “C” | 43,017,315 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 <i>Note: number must be same as shown in Step 2</i> | 43,017,315 |
| Subtract “C” <i>Note: number must be same as shown in Step 3</i> | 43,017,315 |
| Total [“A” x 0.15] – “C” | 0 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|---|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | 286,782,103 |
| Step 2: Calculate 10% of “A” | |
| “D” | 28,678,210 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items | 9,678,273 shares |
| “E” | 9,678,273 |
| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
| “A” x 0.10 <i>Note: number must be same as shown in Step 2</i> | 28,678,210 |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | 9,678,273 |
| Total [“A” x 0.10] – “E” | 18,999,937 <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.



15 February 2017

ASX Announcement

Updated Information Required Under ASX Listing Rule 3.10.5A

Further to the above announcement on the \$35m Placement, Blackham Resources Limited provides the following updated information as required under ASX Listing Rule 3.10.5A in respect of the Placement shares to be issued:

- (a) Dilution to existing shareholders as a result of the issue of securities under the Placement

Number of shares on issue prior to Placement: 286,823,769

| | |
|--|-------|
| Placement issue under Listing Rule 7.1 (41,792,315 shares) | 14.6% |
| Placement issue under Listing Rule 7.1A (9,678,273 shares) | 3.3% |
| Total dilution as a result of Placement | 17.9% |

Number of shares on issue following Placement: 338,294,357

- (b) A total number of 51,470,588 shares were issued under the Placement lead by Canaccord Genuity and Petra Capital. The Placement enables Blackham to expedite the conversion of its large resource base into reserves, improve and lengthen the mine life, accelerate studies to enhance the stage 2 expansion economics and also to commit to stage 2 engineering and long lead items on finalisation of the feasibility.
- (c) No underwriting arrangements were in place for the placement.
- (d) A capital raising fee of 5% was applicable on the total gross proceeds of the placement.

Yours faithfully

Mike Robbins
Company Secretary



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