

# 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	<ol style="list-style-type: none"><li>1. Unlisted options</li><li>2. Fully paid ordinary shares</li></ol>
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ol style="list-style-type: none"><li>1. 72,000,000 Unlisted options</li><li>2. 1,609,257 Fully paid ordinary shares</li><li>3. 11,637 Fully paid ordinary shares</li></ol>
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)	<ol style="list-style-type: none"><li>1. The unlisted options are exercisable at \$0.08 at any time in the period from 14 February 2019 to 13 February 2024.</li><li>2&amp;3. The terms of the fully paid ordinary shares are the same as the terms for the existing fully paid ordinary shares.</li></ol>

---

+ See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. Unlisted options – N/A. Shares issued upon exercise of the unlisted options will rank equally with existing fully paid ordinary shares.</p> <p>2&amp;3. The terms of the fully paid ordinary shares are the same as the terms for the existing fully paid ordinary shares.</p>
5	Issue price or consideration	<p>1. Nil</p> <p>2. Nil</p> <p>3. \$0.08</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. Issued pursuant to the Lind Funding Agreement, as announced to the ASX on 25 September 2018, and as approved by shareholders by ordinary resolution at the Company's Annual General Meeting on 30 November 2018.</p> <p>2. Exercise of vested employee options.</p> <p>3. Exercise of listed options.</p>
6a	<p>Is the entity an <sup>+</sup>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 <sup>+</sup>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	30 November 2018
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	Nil
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	Nil

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	72,000,000 Unlisted options
----	---	-----------------------------

6f	Number of +securities issued under an exception in rule 7.2	1,620,894 Fully paid ordinary shares
----	---	--------------------------------------

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.	N/A
----	--	-----

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	335,534,890
----	--	-------------

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.	6 December 2018 for both unlisted options and ordinary shares
---	---	---

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Fully paid ordinary shares
	1,342,532,415	
	534,418,796	Quoted Options exercisable at \$0.08 expiring on 31 January 2019

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	1,000,000	\$1.00 Options expiring on 1 June 2019
	200,000	\$0.57 Options expiring on 31 December 2019

2,000,000	\$0.308 Options expiring on 29 February 2020
43,647,393	ZEPO's (with vesting conditions measured over a 3 year period ending 31 December 2020) expiring on 31 December 2021
1	Convertible Note 1
72,000,000	Unlisted options exercisable at \$0.08 at any time in the period from 14 February 2019 to 13 February 2024

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?	
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 <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> 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	
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 <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	
33	<sup>+</sup> Issue 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 (Shares only)

(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

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 <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="padding: 5px;">Number</th> <th style="padding: 5px;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	<sup>+</sup> Class		
Number	<sup>+</sup> Class					

## Quotation agreement

- 1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>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 6 December 2018  
(Company Secretary)

Print name: Anthony Rechichi



# 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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	359,068,328
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	983,071,230
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	1,342,139,558

---

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	201,320,934
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“C”</b>	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	201,320,934
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.15] – “C”</b>	201,320,934

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,342,139,558
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	134,213,956
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil
<b>“E”</b>	Nil
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	134,213,956
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.10] – “E”</b>	134,213,956 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b> BLACKHAM RESOURCES LIMITED
<b>ABN</b> 18 119 887 606

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Milan Jerkovic
<b>Date of last notice</b>	22 February 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"><li>1. Xavier Group P/L (Mr Jerkovic is a director)</li><li>2. Sam Investors Pty Ltd (The Milenda A/C) (Mr Jerkovic is a director)</li></ol>
<b>Date of change</b>	(A) 18 May 2018 (B) 6 December 2018
<b>No. of securities held prior to change</b>	<b>Direct</b> 3,357,248 fully paid ordinary shares. 1,553,624 quoted options exercisable at \$0.08 on or before 31/1/19.  <b>Indirect</b> <ol style="list-style-type: none"><li>1. 3,385,229 fully paid ordinary shares and 1,262,201 quoted options exercisable at \$0.08 on or before 31/1/19.</li><li>2. 595,000 fully paid ordinary shares and 212,500 quoted options exercisable at \$0.08 on or before 31/1/19.</li></ol>

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<b>Class</b>	<p>(A) Acquired: Unquoted Zero Exercise Price Options ("ZEPOs") with a \$nil exercise price, an expiry date of 31/12/20, exercisable on or before 31/12/21.</p> <p>(B) Acquired: Fully paid ordinary shares.</p> <p>Disposed: unquoted ZEPOs with a \$nil exercise price, an expiry date of 31/12/20, exercisable on or before 31/12/21.</p>
<b>Number acquired</b>	<p>(A) 10,000,000 unquoted ZEPOs with a \$nil exercise price, a vesting expiry date of 31/12/20, exercisable on or before 31/12/21. The ZEPOs were issued following a resolution carried on a show of hands by shareholders at the Company's General Meeting held on 11 May 2018.</p> <p>(B) 1,609,257 fully paid ordinary shares on the exercise of ZEPOs which vested.</p>
<b>Number disposed</b>	<p>(A) N/A</p> <p>(B) 1,609,257 ZEPOs which vested (and were exercised, as above).</p> <p>2,140,743 ZEPOs which lapsed.</p>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<p>(A) Up to \$530,000 upon meeting performance hurdles, based on a valuation of \$0.053 per option, as disclosed in the Notice of Meeting for the General Meeting announced on 11 April 2018.</p> <p>(B) Acquired fully paid ordinary shares: Nil consideration paid, valued at \$69,198 (based on 04/12/18 closing share price of \$0.043).</p> <p>Disposed ZEPOs (1,609,257 ZEPOs exercised, and 2,140,743 ZEPOs lapsed): Nil consideration, valued at \$161,250 (based on 04/12/18 closing share price of \$0.043).</p>

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	<p><b>Direct</b> 4,966,505 fully paid ordinary shares. 1,553,624 quoted options exercisable at \$0.08 on or before 31/1/19.</p> <p>6,250,000 unquoted Zero Exercise Price Options ("ZEPOs") with a \$nil exercise price, an expiry date of 31/12/20, exercisable on or before 31/12/21.</p> <p><b>Indirect</b> 1. 3,385,229 fully paid ordinary shares and 1,262,201 quoted options exercisable at \$0.08 on or before 31/1/19.</p> <p>2. 595,000 fully paid ordinary shares and 212,500 quoted options exercisable at \$0.08 on or before 31/1/19.</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>(A) Issue of employee options issued following a resolution carried on a show of hands by shareholders at the Company's General Meeting held on 11 May 2018.</p> <p>(B) Exercise of vested employee options and lapsing of unvested employee options.</p>

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

---

<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b> BLACKHAM RESOURCES LIMITED
<b>ABN</b> 18 119 887 606

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Bryan Dixon
<b>Date of last notice</b>	22 February 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Warrior Strategic P/L, Warrior Finance P/L and Warrior Super Fund (companies and trusts in which Bryan Dixon has a relevant interest)
<b>Date of change</b>	18 May 2018
<b>No. of securities held prior to change</b>	<b>Direct</b> Nil  <b>Indirect</b> 10,430,000 fully paid ordinary shares 3,725,000 quoted options exercisable at \$0.08 on or before 31/1/19
<b>Class</b>	Unquoted Zero Exercise Price Options ("ZEPOs") with a \$nil exercise price, a vesting expiry date of 31/12/20, exercisable on or before 31/12/21.
<b>Number acquired</b>	10,000,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Up to \$530,000 upon meeting performance hurdles, based on a valuation of \$0.053 per option, as disclosed in the Notice of Meeting for the General Meeting announced on 11 April 2018.

+ See chapter 19 for defined terms.



## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held after change</b>	<b>Direct</b> Nil  <b>Indirect</b> 10,430,000 fully paid ordinary shares 3,725,000 quoted options exercisable at \$0.08 on or before 31/1/19 10,000,000 unquoted Zero Exercise Price Options ("ZEPOs") with a \$nil exercise price, an expiry date of 31/12/20, exercisable on or before 31/12/21.
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of employee options issued following a resolution carried on a show of hands by shareholders at the Company's General Meeting held on 11 May 2018.

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

<sup>+</sup> See chapter 19 for defined terms.