



ASX Release

27 February 2014

BLACK RANGE MINERALS LIMITED

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Australia
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Australian Stock Exchange
Symbol: BLR

Contact:

Mike Haynes
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Directors / Officers:

Alan Scott
Mike Haynes
Ben Vallerine
Joseph Havlin
Ian Cunningham
Bev Nichols

Issued Capital:

1,736.4 million shares
50.7 million unlisted options

WORKING CAPITAL FACILITY

Pursuant to its Voluntary Suspension Update of 20 February 2014 (**Update**), Black Range Minerals Limited (ASX:BLR) (**the Company**) announced that it had commenced negotiations in relation to securing an extension to the completion date for its proposed acquisition of Uranium One's conventional uranium assets in the USA (**Acquisition**) and for the financing required to complete the Acquisition (**Financing**). In order to secure its interim working capital requirements the Company advises that it has agreed to restructure its existing convertible loan facilities (**CL Facilities**) with Azarga Resources Limited (**Azarga**) and enter into a new convertible loan facility (**Working Capital Facility**) with Azarga as follows:

1. The CL Facilities will be amended such that, subject to receipt of shareholder approval, the Company will be deemed to have elected to convert the applicable redemption amount of the CL Facilities to shares. In the event that Shareholder Approval is not obtained on or before 27 June 2014, the Company will be required to pay the redemption amount within 30 days of such redemption event.
2. The Working Capital Facility will provide new funding of up to \$2 million by way of an unsecured convertible loan facility, with a minimum required draw down of \$1 million. The term of the loan is 12 months and subject to shareholder approval:
 - i) Azarga may convert the applicable redemption amount to shares at any time up to the maturity date; and
 - ii) the Company will be deemed to have elected to convert any outstanding redemption amount to shares on the maturity date.

In the event that Shareholder Approval is not obtained on or before 27 June 2014, the Company will be required to pay the redemption amount within 30 days of such redemption event.

In addition, provided Azarga maintains voting power in at least 35% of the Company calculated on a fully diluted basis, that is assuming all outstanding convertible loans are converted to equity at the minimum applicable conversion prices, then it will be entitled to nominate up to two board members. This right is subject to Azarga's nominees not representing 50% or more of the total board members whilst its voting power in the Company is less than 50%.

Key terms of the Working Capital Facility, including calculation of the redemption amount and conversion price, are detailed in the attached schedule.

The Company believes it remains appropriate for its securities to remain in voluntary suspension as it considers its circumstances remain exceptional (within the meaning of Guidance Note 16). In particular the Company believes that given the significance the Acquisition and Financing has to the Company's future operations and strategy, trading in the Company's securities can not be undertaken on a fully informed basis until those negotiations are complete. Further, reinstatement of trading before completion of these negotiations could impact the success of the Financing and therefore the Company's ability to complete the Acquisition.

For further information please contact:

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SCHEDULE – SUMMARY WORKING CAPITAL FACILITY TERMS

Principal	Up to \$2 million
Redemption Amount	<p>(a) 115% of the amount being redeemed or converted as the context requires where the date of the Advance was up to 6 months before the Redemption Date or Issue Date as the context requires other than where redemption occurs pursuant to a Redemption Event; or</p> <p>(b) 130% of the amount being redeemed or converted as the context requires where the date of the Advance was more than 6 months before the Redemption Date or Issue Date as the context requires or where redemption occurs pursuant to a Redemption Event despite the date of the Advance being 6 months or less before the Redemption Date.</p>
Redemption Event	<p>The first to occur of:</p> <p>(a) Shareholder approval contemplated in the Conversion Condition is not obtained; or</p> <p>(b) a shareholder meeting seeking the approval contemplated in the Conversion Condition is not held by 27 June 2014</p>
Maturity Date	12 months from the date of the first Advance
Conversion Price	The higher of the volume weighted average price of Shares trade on ASX during the 3 month period immediately following the date of the first Advance or \$0.007.
Conversion Condition	The Company obtaining all necessary regulatory and shareholder approvals pursuant to the ASX Listing Rules, Corporations Act 2001 (Cth) or any other law to allow the Company to issue Shares in satisfaction of the repayment of the outstanding amount under this Agreement.