



Sale of Small Holdings of Shares

11 August 2015

Black Rock Mining Limited ("**Company**") (ASX:BKT) is pleased to announce that it has entered into an agreement ("**Agreement**") with 2 sophisticated investors ("**Purchaser**") under which the Purchasers have agreed to make an offer to buy the ordinary shares of shareholders who hold shares in the Company valued at less than a "marketable parcel" (defined in the ASX Listings Rules as a parcel of securities of not less than \$500) ("**Small Holding**") who do not elect to retain their shareholding.

The sale will be offered to shareholders with holdings of 11,112 fully paid ordinary shares in the Company or less, based on the Company's closing share price of \$0.045 on the record date of 10 August 2015 ("**Record Date**"). The price for each share sold through this facility will be at a ten percent discount to the simple average of the last sale prices of Black Rock Mining shares on ASX for each of the ten trading days immediately preceding the end of the notice periods to the relevant shareholders.

The Company has instituted this sale to assist shareholders with Small Holdings to sell their shares without having to use a broker or pay brokerage, and to reduce the administrative costs with maintaining a large number of Small Holdings. The Company will pay for the costs of the sale for shareholders who wish to sell their Small Holdings. Any individual taxation consequences arising from the sale of a Small Holding will be the shareholder's responsibility.

Attached is a copy of the letter that will be mailed to shareholders who held a Small Holding on the Record Date. Shareholders can choose to retain their Small Holdings by following the instructions in the letter.

For further information please contact:

Mr. Steven Tambanis

Managing Director

Office: +61 8 9320 7550

Email: st@blackrockmining.com.au

About Black Rock Mining

Black Rock Minerals Limited is an Australian based company listed on the Australian Securities Exchange. The Company has graphite tenements in the Mahenge region, Tanzania and is drilling its Epanko North prospect to determine a JORC compliant resource.

The company is building a skill and knowledge base to become an explorer, developer and diversified holder of graphite resources.

Shareholder value will be added by:

- *identifying and securing graphite projects with economic potential*
- *focussing on ground that can be commercialised quickly by converting into JORC compliant resources; and*
- *taking these resources into production*

Our focus is on establishing a JORC resource at Epanko North, Mahenge, whilst further exploring and drilling the Kituti, Ulanze, Cascade and Ndololo prospects.



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11 August 2015

Dear Black Rock Mining Shareholder,

Notice of Intention to sell Shares of Less than Marketable Parcel

The Board of Directors of Black Rock Mining Limited (ASX: BKT) ("Black Rock Mining") are pleased to announce the Company will commence the process for the sale of ordinary shares ("shares") for holders who hold less than a "marketable parcel" (as defined in the ASX Listing Rules as a parcel of securities of not less than \$500 in value) ("Less Than Marketable Parcel") ("Less Than Marketable Parcel Sale").

This offer applies to shareholders who at 5:00pm (WST) on 10 August 2015 ("Record Date") were holders of shares in Black Rock Mining valued at less than \$500 based on the closing price of Black Rock Mining shares of \$0.045 cents per share on the Record Date. Our records show that you are the holder of less than a marketable parcel as at the Record Date and accordingly your shareholding is eligible to participate in this share sale facility.

Black Rock Mining is offering this facility as it provides the following benefits:

- holders of less than a marketable parcel have the opportunity to sell their shares without incurring any brokerage or handling costs which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- the expense and administration involved in maintaining shareholders with less than a marketable parcel is reduced.

The Company has approximately 2,756 shareholders of which approximately 1,888 hold less than a marketable parcel of shares that in aggregate represent approximately 2.4% of all issued shares.

You may choose to sell all of your holding or retain your existing holding as explained below.

1. Sell all of your Less Than Marketable Parcel

If you wish to sell your shares without incurring brokerage or handling costs, you do not need to take any action. Black Rock Mining is authorised under Clause 3 of its Constitution to sell your shares following the Closing Date of 30 September 2015 ("Closing Date").

Unless you take one of the steps outlined in section 2 of this letter by the Closing Date, Black Rock Mining will issue a further notice of its intention to sell your Less Than Marketable Parcel ("Second Notice") and if you do not complete and return the Share Retention Form within five business days of the date of the Second Notice, and you still hold a Less Than Marketable Parcel at the date immediately following the expiry date in the Second Notice ("Date of Effect"), Black Rock Mining will be entitled to sell your shares under this facility. Your shares will be pooled with other shares under this facility and sold as soon as practicable after the Date of Effect.



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Black Rock Mining will appoint an execution-only broker on behalf of shareholders to effect any sales under this facility. The price ("Authorised Price") you receive for each share sold through this facility will be the simple average of the last sale prices of Black Rock Mining shares on ASX for each of the ten trading days immediately preceding the date of any offer received by Black Rock Mining less a ten per cent (10%) discount.

You will be paid your sale proceeds in Australian dollars by cheque sent by post as soon as practicable following completion of the sale to your address as shown on the share register at the time the payment is made.

All costs associated with the sale of your shares will be borne by the Company. No brokerage will be payable by you.

If your shares are held in a CHESS holding, Black Rock Mining may, after the Date of Effect initiate a holding adjustment to move your shares to the issuer sponsored sub-register for the purpose of this facility.

Any tax consequences arising from the sale of your shares will be your responsibility.

2. Retain your existing holding (Exemption from Clause 3)

If you wish to retain your existing holding then you must:

- correctly complete, sign and return the enclosed Share Retention Form so that it is received by 5.00pm WST on 30 September 2015, being the Closing Date of this facility.

You may also:

- arrange to have multiple holdings consolidated into the one holding which has at least \$500 in value on the Date of Effect. As an example, using the share price at the Record Date, being \$0.045, you would need to hold 11,112 or more shares in one holding on the Date of Effect (this number is indicative only and is subject to changes in the share price between the Record Date and Date of Effect); or
- make your own arrangements outside this facility to purchase additional shares so that on the Date of Effect you are the registered holder of shares of at least \$500 in value under the holder number stated on the Share Retention Form. As an example, using the share price at the Record Date, being \$0.045, you would need to hold 11,112 or more shares on the Date of Effect (this number is indicative only and is subject to changes in the share price between the Record Date and Date of Effect).

If you successfully take one of these steps, Black Rock Mining will not be entitled to sell your shares.

Important information

Black Rock Mining reserves the right to vary, delay or terminate this sale facility by notice to the ASX.

Black Rock Mining is not bound to sell any or all of the shares that may be available for it to sell under this facility, and there is no guarantee that Black Rock Mining will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date, depending on movements in the market price of the shares and on the Company appointed brokers' ability to procure purchasers.



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If you have a Less Than Marketable Parcel as at the Record Date, then unless you take one of the steps outlined in section 2 of this letter by the Closing Date, Black Rock Mining will issue a Second Notice to you of its intention to sell your Less Than Marketable Parcel and if you do not complete and return the Share Retention Form within five business days of the date of the Second Notice, and you still hold a Less Than Marketable Parcel at the Date of Effect, Black Rock Mining will be entitled to sell your shares under this facility.

Black Rock Mining does not make any recommendation or provide any advice to you regarding whether to sell your holding under this facility or retain your existing holding.

If you require advice as to whether to sell your shares, please consult your legal, financial or taxation adviser.

For further information, please contact the Company on +61 8 9320 7550 between the hours of 8.30am and 5.00pm WST Monday to Friday.

Yours faithfully

On behalf of the Board of Directors of Black Rock Mining Limited

Steven Tambanis
Managing Director

000001 000 BKT
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

**Return your Form to the
Company's
share registry:**

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

📞 **Phone:**
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Share Retention Form

🔔 **If you wish to retain your shares, your form must be received by Friday x December XXXX**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Black Rock Mining Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Black Rock Mining Limited, do not complete or return this form. If you have more than one shareholding on Black Rock Mining Limited's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

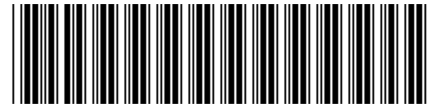
Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



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Share Retention Form

STEP 1**Shareholding Details**

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at Friday x December
XXXX:

2000

For your security keep your SRN/
HIN confidential.

STEP 2**Signature of Shareholder(s)***This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2**Director****Shareholder 3**

Director/Company Secretary
(cross out titles as applicable)

STEP 3**Contact Details**

Contact
Name

Contact
Daytime
Telephone

Date / /

Email
Address

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

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