

ASX Release  
19 January 2018

## PLACEMENT FINALISED - Appendix 3B/Change in Directors' Interests

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Tanzanian graphite developer **Black Rock Mining (ASX:BKT)** ("Black Rock or the "Company") confirms that further to the placement announcement on 6 November 2017 and the Shareholder General Meeting held on 3 January 2018, that it has completed the placement of 9 million shares at 6 cents per share to directors and advisors.

Find attached an Appendix 3B for the placement and Change in Directors' interests.

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### For more information:

Gabriel Chiappini  
**Director**  
**Black Rock Mining**

+61 9320 7550  
gabriel@blackrockmining.com.au

**Black Rock Mining Ltd**  
ACN 094 551 336  
ASX: BKT

**Issued Capital**  
443.7m Shares  
67.2m Options  
3.4m Performance Rights

**Australian Registered Office**  
Level 1, 35 Havelock Street  
West Perth, WA 6005  
Ph: +61 8 9320 7550  
E: info@blackrockmining.com.au

**Tanzanian Office**  
**Mahenge Resources Ltd**  
202 Village Walk Building  
Toure Drive, PO Box 80003  
Dar es Salaam Tanzania

**Directors**  
Richard Crookes  
John de Vries  
Stephen Copulos  
Gabriel Chiappini

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, 04/03/13

Name of entity

**Black Rock Mining Limited**

ABN

**59 094 551 336**

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  | Ord Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 9,000,000  |
| 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) |            |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|  |   |
|--|---|
| <p>4 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>Yes</p>  |
| <p>5 Issue price or consideration</p>  | <p>\$0.06 per share</p>   |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>  | <p>Working Capital for definitive feasibility study, capital raising part of placement announced in November 2017. Issue of shares noted in this announcement was approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017</p> |
| <p>6a 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 in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>  | <p>yes</p>  |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>   | <p>28 November 2017</p>   |
| <p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>  | <p>Not applicable</p>   |
| <p>6d Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>  | <p>Not applicable</p>   |

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+ See chapter 19 for defined terms.

|    |  |                  |
|----|--|------------------|
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)  | Not Applicable   |
| 6f | Number of +securities issued under an exception in rule 7.2  | Not Applicable   |
| 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. | Not applicable   |
| 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   | Not Applicable   |
| 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   | Refer Annexure 1 |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|   |  |                 |                                   |
|---|--|-----------------|-----------------------------------|
| 7 | <p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | 19 January 2018 |                                   |
|   |  | <b>Number</b>   | <b>+Class</b>                     |
| 8 | <p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>   | 443,734,698     | Ordinary fully paid shares        |
|   |  | 33,966,656      | Options \$0.075, 30 November 2018 |

| Number     | +Class  |
|------------|---|
| 3,300,003  | Options exercisable at \$0.20 expiring on 19 January 2018 |
| 2,400,000  | Performance Rights 31 December 2018                       |
| 25,000,000 | Options \$0.10 expiring 31-August-2020                    |
| 1,000,000  | Performance Rights  |
| 5,000,000  | Options \$0.20, expiring 19 April 2020                    |

|    |   |                |
|----|---|----------------|
| 10 | <p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p> | Not applicable |
|----|---|----------------|

**Part 2 - Pro rata issue**

|    |   |                |
|----|---|----------------|
| 11 | <p>Is security holder approval required?</p>            | Not applicable |
| 12 | <p>Is the issue renounceable or non-renounceable?</p>   | Not applicable |
| 13 | <p>Ratio in which the +securities will be offered</p>   | Not applicable |
| 14 | <p>+Class of +securities to which the offer relates</p> | Not applicable |

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+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

## Appendix 3B New issue announcement

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|    |   |                |
|----|---|----------------|
| 28 | Date rights trading will begin (if applicable)  | Not applicable |
| 29 | Date rights trading will end (if applicable)  | Not applicable |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                            | Not applicable |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?                    | Not applicable |
| 33 | <sup>+</sup> Issue date   | Not applicable |

### Part 3 - Quotation of securities

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

34 Type of <sup>+</sup>securities  
(tick one)

NOT APPLICABLE

(a) <sup>+</sup>Securities described in Part 1

NOT APPLICABLE

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*

NOT APPLICABLE

Entities that have ticked box 34(b)

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

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 +issue date 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

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)

|  | Number | +Class |
|--|--------|--------|
| 42 Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38) |        |        |

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+ 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 is not available now, we 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.

***Mr Gabriel Chiappini***  
Director  
19 January 2018

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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 Amended 04/03/13

#### Part 1

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>  |             |
|--|-------------|
| <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 the +issue date or date of agreement to issue  | 325,059,698 |
| <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> <p><i>Note:</i></p> <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> | 120,175,000 |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period  | Nil         |
| <b>“A”</b>   | 445,234,698 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

|   |  |
|---|--|
| <b>Step 2: Calculate 15% of “A”</b>   |  |
| “B”   | 0.15<br><i>[Note: this value cannot be changed]</i>                                      |
| <b>Multiply</b> “A” by 0.15   | 66,785,205   |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |  |
| <p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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> <p><i>Note:</i></p> <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> | 16,000,000   |
| “C”   | 16,000,000   |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |  |
| “A” x 0.15<br><br><i>Note: number must be same as shown in Step 2</i>   | 66,785,205   |
| <b>Subtract</b> “C”<br><br><i>Note: number must be same as shown in Step 3</i>  | 16,000,000   |
| <b>Total</b> [“A” x 0.15] – “C”   | 50,785,205<br><br><i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

## 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><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | 445,234,698   |
| <b>Step 2: Calculate 10% of “A”</b>  |   |
| <b>“D”</b>   | 0.10<br><br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>  | 44,523,470  |
| <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<br><br><b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – 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>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</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>“E”</b>   | 44,523,470  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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| <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><br><i>Note: number must be same as shown in Step 2</i>                               | 36,623,470   |
| <b>Subtract "E"</b><br><i>Note: number must be same as shown in Step 3</i>                             | 31,842,228   |
| <b>Total</b> ["A" x 0.10] – "E"  | 4,781,242<br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ 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> | <b>Black Rock Mining Limited</b> |
| <b>ACN:</b>            | <b>094 551 336</b>               |

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>    | <b>Gabriel Chiappini</b> |
| <b>Date of last notice</b> | 27 December 2017         |

### 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 & Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Gabriel & Rosa Chiappini<br><Gran Sasso Family a/c><br>Beneficiary  |
| <b>Date of change</b>  | 19 January 2018   |
| <b>No. of securities held prior to change</b>  | Ordinary Shares: <ul style="list-style-type: none"> <li>• 5,125,000 ordinary shares</li> </ul> Listed Options <ul style="list-style-type: none"> <li>• 266,666, \$0.075, 31-11-2018</li> </ul> Unlisted Options <ul style="list-style-type: none"> <li>• 5,000,000, \$0.10, 31 August 2020</li> </ul> |
| <b>Class</b>   | Ordinary Shares   |
| <b>Number acquired</b>   | 500,000 Shares  |
| <b>Number disposed</b>   | Nil   |

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

|   |   |
|---|---|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$0.06 per share: approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017   |
| <b>No. of securities held after change</b>  | <p>Ordinary Shares:</p> <ul style="list-style-type: none"> <li>• 5,625,000 fully paid ordinary shares</li> </ul> <p>Listed Options</p> <ul style="list-style-type: none"> <li>• 266,666, \$0.075, 31-11-2018</li> </ul> <p>Unlisted Options</p> <ul style="list-style-type: none"> <li>• 5,000,000, \$0.10, 31 August 2020</li> </ul> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off Market - approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017  |

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

+ See chapter 19 for defined terms.

Part 3 – +Closed period

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

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+ 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. Amended 01/01/11

|                       |                                  |
|-----------------------|----------------------------------|
| <b>Name of entity</b> | <b>BLACK ROCK MINING LIMITED</b> |
| <b>ABN</b>            | <b>094 551 336</b>               |

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>    | Stephen Copulos |
| <b>Date of last notice</b> | 4 January 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>   | <b>Direct and indirect</b>  |
|--|---|
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Eyeon No 2 Pty Ltd<br>(Director)<br>Citywest Corp Pty Ltd<br>(Director)<br>Eyeon Investments Pty Ltd<br>(Director)<br>Supermax Pty Ltd<br>(Director)<br>Spacetime Pty Ltd<br>(Director) |
| <b>Date of change</b>  | 19 January 2018   |

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

|   |  |
|---|--|
| <p><b>No. of securities held prior to change</b></p>  | <p>Eyeon No 2 Pty Ltd<br/>8,362,747 Ordinary Fully Paid Shares</p> <p>Supermax Pty Ltd<br/>10,316,667 Ordinary Fully Paid Shares<br/>1,291,080 Listed Options Exp 19.01.18</p> <p>Eyeon Investments Pty Ltd<br/>36,116,590 Ordinary Fully Paid Shares<br/>2,000,000 Options Exp 30.11.18<br/>5,000,000 unlisted options, \$0.10, 31-Aug-2020</p> <p>Citywest Corp Pty Ltd<br/>33,833,333 Ordinary Fully Paid Shares<br/>2,333,333 Options Exp 30.11.18</p> <p>Spacetime Pty Ltd<br/>5,166,666 Ordinary Fully Paid Shares<br/>2,333,333 Options Exp 30.11.18</p> <p>Total Ordinary shares held after change<br/>93,796,003 ORD SHARES</p> |
| <p><b>Class</b></p>   | <p>Ordinary Shares</p>   |
| <p><b>Number of shares acquired</b></p>   | <p>3,333,333</p>   |
| <p><b>Number disposed</b></p>   | <p>NIL</p>   |
| <p><b>Value/Consideration</b><br/> <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>   | <p>\$200,000 - \$0.06 per share: approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017</p>   |
| <p><b>No. of securities held after change</b></p>   | <p>Eyeon No 2 Pty Ltd<br/>8,362,747 Ordinary Fully Paid Shares</p> <p>Supermax Pty Ltd<br/>11,983,334 Ordinary Fully Paid Shares<br/>1,291,080 Listed Options Exp 19.01.18</p> <p>Eyeon Investments Pty Ltd<br/>36,949,923 Ordinary Fully Paid Shares<br/>2,000,000 Options Exp 30.11.18<br/>5,000,000 unlisted options, \$0.10, 31-Aug-2020</p> <p>Citywest Corp Pty Ltd<br/>33,833,333 Ordinary Fully Paid Shares<br/>2,333,333 Options Exp 30.11.18</p> <p>Spacetime Pty Ltd<br/>5,999,999 Ordinary Fully Paid Shares<br/>2,333,333 Options Exp 30.11.18</p> <p>Total Ordinary shares held after change<br/>97,129,336 ORD SHARES</p> |
| <p><b>Nature of change</b><br/> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p> | <p>Off Market - approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017</p>  |

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## 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<br/>(if issued securities)</b>                          |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to<br/>which interest related prior to<br/>change</b> |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b>   |  |
| <b>Interest after change</b>   |  |

## Part 3 – +Closed period

|  |    |
|--|----|
| <b>Were the interests in the securities or contracts detailed above traded during a +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>  |    |

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+ 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> <b>Black Rock Mining Limited</b> |
| <b>ACN:</b> <b>094 551 336</b>                          |

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>    | <b>Richard Crookes</b> |
| <b>Date of last notice</b> | 20 October 2017        |

### **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  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | NA  |
| <b>Date of change</b>  | 19 January 2018   |
| <b>No. of securities held prior to change</b>  | Unlisted Options<br>• 5,000,000, \$0.10, 31 August 2020 |
| <b>Class</b>   | Ordinary Shares   |
| <b>Number acquired</b>   | 500,000 Shares  |
| <b>Number disposed</b>   | Nil   |

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

|   |  |
|---|--|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$0.06 per share: approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017  |
| <b>No. of securities held after change</b>  | <p>Ordinary Shares:</p> <ul style="list-style-type: none"> <li>• 500,000 shares</li> </ul> <p>Unlisted Options</p> <ul style="list-style-type: none"> <li>• 5,000,000, \$0.10, 31 August 2020</li> </ul> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off Market - approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017   |

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

+ See chapter 19 for defined terms.

Part 3 – +Closed period

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

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+ 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> | <b>Black Rock Mining Limited</b> |
| <b>ACN:</b>            | <b>094 551 336</b>               |

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>    | <b>John de Vries</b> |
| <b>Date of last notice</b> | 27 December 2017     |

### 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 & Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Mrs de Vries (wife of director)   |
| <b>Date of change</b>  | 19 January 2018   |
| <b>No. of securities held prior to change</b>  | <b>Indirect</b><br>650,000 shares<br><b>Direct</b><br>Unlisted Options<br>5,000,000, \$0.10, 31 August 2020 |
| <b>Class</b>   | Ordinary Shares   |
| <b>Number acquired</b>   | 1,000,000   |
| <b>Number disposed</b>   | Nil   |

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

|   |  |
|---|--|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$0.06 per share: approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017              |
| <b>No. of securities held after change</b>  | <b>Indirect</b><br>1,650,000 shares<br><b>Direct</b><br>Unlisted Options<br>5,000,000, \$0.10, 31 August 2020                    |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off Market - \$0.06 per share: approved by shareholders at 3 January 2018 shareholder meeting and announced to ASX on 6-Nov-2017 |

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

+ See chapter 19 for defined terms.



Part 3 – +Closed period

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

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+ See chapter 19 for defined terms.