
BLACK ROCK MINING LIMITED
ACN 094 551 336
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am
DATE: 23 November 2020
PLACE: The Park Business Centre
45 Ventnor Avenue
WEST PERTH WA 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am on 21 November 2020.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD CROOKES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Richard Crookes, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – ISSUE OF OPTIONS TO RELATED PARTY – MR JOHN DE VRIES

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Mr John de Vries (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – MR RICHARD CROOKES

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Richard Crookes (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – MR IAN MURRAY

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Ian Murray (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – MR GABRIEL CHIAPPINI

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Gabriel Chiappini (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES TO DIRECTOR IN LIEU OF FEES – MR RICHARD CROOKES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,357,887 Shares to Mr Richard Crookes (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO DIRECTOR IN LIEU OF FEES – MR IAN MURRAY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 896,205 Shares to Mr Ian Murray (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO DIRECTOR IN LIEU OF FEES – MR GABRIEL CHIAPPINI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 896,205 Shares to Mr Gabriel Chiappini (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO DIRECTOR IN LIEU OF FEES – MR JOHN DE VRIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,685,268 Shares to Mr John de Vries (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 12 – ADOPTION OF INCENTIVE SHARE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Share Plan and for the issue of securities under that Share Plan, on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 13 – APPROVAL TO ISSUE PLAN SHARES TO DIRECTOR IN LIEU OF FEES – RICHARD CROOKES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon the passing of Resolution 12, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue that number of Shares to Mr Richard Crookes (or his nominee) that, when multiplied by the issue price, will satisfy up to \$82,125 of his cash remuneration for the 12-month period 1 October 2020 to 30 September 2021 on the terms and conditions set out in the Explanatory Statement.”

14. RESOLUTION 14 – APPROVAL TO ISSUE PLAN SHARES TO DIRECTOR IN LIEU OF FEES – IAN MURRAY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon the passing of Resolution 12, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for

the Company to issue that number of Shares to Mr Ian Murray (or his nominee) that, when multiplied by the issue price, will satisfy up to \$54,202 of his cash remuneration for the 12-month period 1 October 2020 to 30 September 2021 on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE PLAN SHARES TO DIRECTOR IN LIEU OF FEES – GABRIEL CHIAPPINI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to and conditional upon the passing of Resolution 12, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue that number of Shares to Mr Gabriel Chiappini (or his nominee) that, when multiplied by the issue price, will satisfy up to \$54,202 of his cash remuneration for the 12-month period 1 October 2020 to 30 September 2021 on the terms and conditions set out in the Explanatory Statement."

16. RESOLUTION 16 – APPROVAL TO ISSUE PLAN SHARES TO DIRECTOR IN LIEU OF FEES – JOHN DE VRIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to and conditional upon the passing of Resolution 12, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue that number of Shares to Mr John de Vries (or his nominee) that, when multiplied by the issue price, will satisfy up to \$246,375 of his cash remuneration for the 12-month period 1 October 2020 to 30 September 2021 on the terms and conditions set out in the Explanatory Statement."

17. RESOLUTION 17 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 40,816,327 Shares on the terms and conditions set out in the Explanatory Statement."

Dated: 15 October 2020

By order of the Board

**Gabriel Chiappini
Director & Company Secretary**

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Issue of Options to Related Party – Mr John de Vries</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolutions 4 – 7 Excluded Party).</p>
<p>Resolution 5 – Issue of Options to Related Party – Mr Richard Crookes</p>	<p>However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 4 – 7 Excluded Party.</p>
<p>Resolution 6 – Issue of Options to Related Party – Mr Ian Murray</p>	<p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p>
<p>Resolution 7 – Issue of Options to Related Party – Mr Gabriel Chiappini</p>	<ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolutions 4 – 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 8 – Approval to issue Shares to Director in lieu of fees – Mr Richard Crookes</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolutions 8 – 11 Excluded Party).</p>
<p>Resolution 9 – Approval to issue Shares to Director in lieu of fees – Mr Ian Murray</p>	<p>However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 8 – 11 Excluded Party.</p>
<p>Resolution 10 – Approval to issue Shares to Director in lieu of fees – Mr Gabriel Chiappini</p>	<p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p>
<p>Resolution 11 – Approval to issue Shares to Director in lieu of fees – Mr John de Vries</p>	<ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolutions 8 – 11 Excluded Party, the</p>

	<p>above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 12 – Adoption of Incentive Share Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 13 – Approval to issue Plan Shares to Director in lieu of fees – Mr Richard Crookes	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 14 – Approval to issue Plan Shares to Director in lieu of fees – Mr Ian Murray	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 15 – Approval to issue Plan Shares to Director in lieu of fees – Mr Gabriel Chiappini	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 16 – Approval to issue Plan Shares to Director in lieu of fees – Mr John de Vries	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 4 – Issue of Options to Related Party – Mr John de Vries	Mr John de Vries (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Issue of Options to Related Party – Mr Richard Crookes	Mr Richard Crookes (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Issue of Options to Related Party – Mr Ian Murray	Mr Ian Murray (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Issue of Options to Related Party – Mr Gabriel Chiappini	Mr Gabriel Chiappini (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

Resolution 8 – Approval to issue Shares to Director in Lieu of Fees – Mr Richard Crookes	Mr Richard Crookes (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue Shares to Director in Lieu of Fees – Mr Ian Murray	Mr Ian Murray (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue Shares to Director in Lieu of Fees – Mr Gabriel Chiappini	Mr Gabriel Chiappini (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to issue Shares to Director in Lieu of Fees – Mr John de Vries	Mr John de Vries (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Adoption of Incentive Share Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 13 – Approval to issue Plan Shares to Director in lieu of fees – Mr Richard Crookes	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Richard Crookes) or an associate of that person or those persons.
Resolution 14 – Approval to issue Plan Shares to Director in lieu of fees – Mr Ian Murray	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Ian Murray) or an associate of that person or those persons.
Resolution 15 – Approval to issue Plan Shares to Director in lieu of fees – Mr Gabriel Chiappini	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Gabriel Chiappini) or an associate of that person or those persons.
Resolution 16 – Approval to issue Plan Shares to Director in lieu of fees – Mr John de Vries	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr John de Vries) or an associate of that person or those persons.
Resolution 17 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely participants in the placement) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9389 4415.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.blackrockmining.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD CROOKES

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Richard Crookes who has served as a Director since 16 October 2017 and was last re-elected on 7 November 2018, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Crookes has over 30 years' experience in the resources and investments industries. He is a geologist by training having worked in the industry most recently as the Chief Geologist and Mining Manager of Ernest Henry Mining in Australia (now Glencore).

Mr Crookes was most recently an Investment Director at EMR Capital and prior to that he was an Executive Director in Macquarie Bank's Metals Energy Capital (MEC) division where he managed all aspects of the Bank's principal investments in mining and metals companies as well as the origination of numerous project finance transactions. Mr Crookes has extensive experience in deal origination, evaluation, structuring, and completing investment entry and exits for both private and public resource companies in Australia and overseas, as well as execution of Project Finance transactions in Africa.

Mr Crookes held directorships with the following listed companies in the 3 years immediately prior to the date of this report:

Company	Date appointed	Date Resigned
Highfield Resources Limited	April 2013	Current
Lithium Power International Ltd	November 2018	Current

3.3 Independence

Mr Crookes has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If re-elected the Board considers Mr Crookes will be an independent Director.

3.4 Board recommendation

The Board has reviewed Mr Crookes's performance since his appointment to the Board and considers that Mr Crookes's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Crookes and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (ii) the development of the Company's current business;
- (iii) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition); and
- (iv) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 25 September 2020, being \$0.058 (**Closing Price**).

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.029	\$0.058	\$0.087
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	715,904,582 Shares	71,590,458 Shares	\$2,076,123	\$4,152,246	\$8,304,493
50% increase	1,073,856,873 Shares	107,385,687 Shares	\$3,114,184	\$6,228,369	\$12,456,739
100% increase	1,431,809,164 Shares	143,180,916 Shares	\$4,152,246	\$8,304,493	\$16,608,986

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 715,904,582 Shares on issue comprising:
 - 709,069,017 existing Shares as at the date of this Notice of Meeting; and
 - 6,835,565 Shares which will be issued if Resolutions 8 to 11 are passed at this Meeting.
- The issue price set out above is the Closing Price of the Shares on the ASX on 25 September 2020.
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 October 2019 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 28 October 2019, the Company has not issued any Equity Securities pursuant to the Previous Approval.

5. RESOLUTIONS 4 TO 7 - ISSUE OF OPTIONS TO RELATED PARTIES – DIRECTORS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 11,000,000 Options (**Related Party Options**) to Messrs de Vries, Crookes, Murray and Chiappini (or their respective nominees) (**Related Parties**) on the terms and conditions set out below.

Resolutions 4 to 7 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Related Party Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Related Party Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options. Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;
or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Related Party Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 to 7 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 7 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 to 7 are not passed, the Company will not be able to proceed with the issue of the Related Party Options.

5.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 to 7:

- (a) the Related Party Options will be issued to the following persons:
 - (i) Mr John de Vries (or his nominee) pursuant to Resolution 4;
 - (ii) Mr Richard Crookes (or his nominee) pursuant to Resolution 5;
 - (iii) Mr Ian Murray (or his nominee) pursuant to Resolution 6; and
 - (iv) Mr Gabriel Chiappini (or his nominee) pursuant to Resolution 7,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Related Party Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 11,000,000 comprising:
 - (i) 5,000,000 Related Party Options to Mr John de Vries (or his nominee) pursuant to Resolution 4;
 - (ii) 2,000,000 Related Party Options to Mr Richard Crookes (or his nominee) pursuant to Resolution 5;
 - (iii) 2,000,000 Related Party Options to Mr Ian Murray (or his nominee) pursuant to Resolution 6; and
 - (iv) 2,000,000 Related Party Options to Mr Gabriel Chiappini (or his nominee) pursuant to Resolution 7;
- (c) the exercise price of the options will be calculated at a 45% premium to the five-day volume weighted average price of the Company's Shares (**Five Day VWAP**) for the five trading days up to and including the date that the Meeting is held. The terms and conditions of the Related Party Options are set out in Schedule 1;
- (d) the Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any

ASX waiver or modification of the Listing Rules) and it is intended that issue of the Related Party Options will occur on the same date;

- (e) the issue price of the Related Party Options will be nil. The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options);
- (f) the purpose of the issue of the Related Party Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the Related Party Options are unquoted Options. The Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder for the following reasons:
 - (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed;
- (h) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;

- (i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year	FY ended 30 June 2020
John de Vries ^{1 5}	\$328,500	\$328,500
Richard Crookes ^{2 5}	\$109,500	\$109,500
Ian Murray ^{3 5}	\$72,270	\$72,270
Gabriel Chiappini ^{4 5}	\$72,270	\$72,270

Notes:

1. Comprising Directors' fees of \$303,500 and a superannuation payment of \$25,000.
 2. Comprising Directors' fees of \$100,00 and a superannuation payment of \$9,500.
 3. Comprising Directors' fees of \$66,000 and a superannuation payment of \$6,270.
 4. Comprising Directors' fees of \$72,270.
 5. Refer to Section 6.1 below for further details of the Board's temporary fee reduction. Remuneration for FY18, FY19 & FY20 includes the value under accounting standards of options issued to directors as approved by shareholders, please refer to the "Temporary Fee Reduction" table below for the FY20 analysis.
- (j) the value of the Related Party Options and the pricing methodology is set out in Schedule 2;
- (k) the Related Party Options are not being issued under an agreement;
- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options ²
John de Vries	4,286,049	8,625,121
Richard Crookes	2,918,436	5,113,079
Ian Murray	6,156,571	4,962,151
Gabriel Chiappini	7,317,412	4,524,555

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:BKT).
2. Each of the Directors' current Option holdings are comprised of:

Related Party	Exercisable at \$0.10 expiring 7/11/21	Exercisable at \$0.15 expiring 28/10/22	Exercisable at \$0.084 expiring 10/8/23
John de Vries	4,286,049	3,600,000	252,121
Richard Crookes	2,500,000	2,400,000	213,079
Ian Murray	3,000,000	1,600,000	362,151
Gabriel Chiappini	2,500,000	1,600,000	424,555

3. The relevant interests of the Relevant Parties will, subject to Shareholder approval of Resolutions 7 to 11, increase as a result of the issue of Director Fee Shares to the Related Parties. Further details of the proposed issue of Director Fee Shares are set out in Section 6 below.
- (m) if the Related Party Options issued to the Related Parties are exercised, a total of 11,000,000 Shares would be issued. This will increase the number of Shares on issue from 682,943,708 (being the total number of Shares on issue as at the date of this Notice) to 693,943,708 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.01585%, comprising 0.00721% by Mr John de Vries, 0.00288% by Mr Richard Crookes, 0.0028% by Mr Ian Murray and 0.0028% by Mr Gabriel Chiappini

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	0.081	9 June 2020
Lowest	0.026	13 March 2020
Last	0.058	25 September 2020

- (o) each Director has a material personal interest in the outcome of Resolutions 4 to 7 on the basis that all of the Directors (or their respective nominees) are to be issued Related Party Options should Resolutions 4 to 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 7 of this Notice;
- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 to 7; and
- (q) a voting exclusion statement is included in Resolutions 4 to 7 of the Notice.

6. RESOLUTIONS 8 TO 11 – APPROVAL TO ISSUE SHARES TO DIRECTORS IN LIEU OF FEES

6.1 General

As announced on 27 March 2020, as a result of COVID-19 and to preserve existing cash reserves in light of the turbulent state of the financial market, the Directors agreed to reduce the cash remuneration levels set out in their respective remuneration packages to 25%, as of 1 April 2020.

In the Company's entitlement issue prospectus dated 7 July 2020 (**Prospectus**), the Directors expressed an interest to convert some or all of their accrued fees for the period of 1 April 2020 until 30 June 2020 into Shares in the Company at the conversion price of \$0.042, being the offer price of Shares offered under the Prospectus (**Director Fee Shares**).

As at the date of this Notice, the Directors have not yet ended their temporary fee reduction as they do not consider it appropriate to do so at this stage. The Directors have agreed to convert some or all of their accrued Director fees (and, in the case of Mr de Vries, his accrued annual executive salary) for the period of 1 April 2020 to 30 September 2020 into Director Fee Shares.

The below table sets out the total amount of fees accrued and unpaid between 1 April 2020 and 30 September 2020, as well as the maximum number of Director Fee Shares which may be issued to each Director in the event that they elect to convert all of their accrued and unpaid fees into Director Fee Shares.

	Fees accrued ¹	Director Fee Shares proposed to be issued ²
Richard Crookes	\$57,031	1,357,887
Ian Murray	\$37,641	896,205
Gabriel Chiappini	\$44,235 ³	896,205
John de Vries	\$154,781	3,685,268

Notes:

1. Director fees accrued and unpaid during the period of 1 April 2020 and 30 September 2020.
2. Accrued Director fees, converted into Shares at a price of \$0.042.
3. Due to an underpayment in Director fees to Mr Chiappini, he will be paid \$6,954 in cash for the portion of Director's fees that are not settled by the issue of Shares.

It is the intention of the Company that any Director fees accrued after 30 September 2020 will be converted into Shares pursuant to a Share Plan, subject to Shareholder approval of Resolution 12.

Resolutions 8 to 11 seek Shareholder approval for the issue of the Director Fee Shares to Messrs Crookes, Murray, Chiappini and de Vries (or their respective nominees) (**Director Fee Recipients**).

6.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out above at Section 5.2.

The issue of Director Fee Shares to the Director Fee Recipients constitutes giving a financial benefit and each of the Director Fee Recipients is a related party of the Company by virtue of being a Director.

As the Director Fee Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Fee Shares. Accordingly, Shareholder approval for the issue of Director Fee Shares to the Director Fee Recipients is sought in accordance with Chapter 2E of the Corporations Act.

6.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Director Fee Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 8 to 11 seek the required Shareholder approval for the issue of the Director Fee Shares under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolutions 8 to 11 are passed, the Company will be able to proceed with the issue of the Director Fee Shares to the Director Fee Recipients within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Fee Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Fee Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 8 to 11 are not passed, the Company will not be able to proceed with the issue of the Director Fee Shares and the Company will be required to repay the unpaid accruals of Director fees to each of Messrs Crookes, Murray, Chiappini and de Vries.

6.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 8 to 11:

- (a) the Director Fee Shares will be issued to the following persons:
 - (i) Mr Richard Crookes (or his nominee) pursuant to Resolution 8;
 - (ii) Mr Ian Murray (or his nominee) pursuant to Resolution 9;
 - (iii) Mr Gabriel Chiappini (or his nominee) pursuant to Resolution 10; and

- (iv) Mr John de Vries (or his nominee) pursuant to Resolution 11,
each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Director Fee Shares to be issued to the Director Fee Recipients (or their respective nominees) is 6,835,565, comprising:
 - (i) 1,357,887 Director Fee Shares to Mr Richard Crookes (or his nominee) pursuant to Resolution 8;
 - (ii) 896,205 Director Fee Shares to Mr Ian Murray (or his nominee) pursuant to Resolution 9;
 - (iii) 896,205 Director Fee Shares to Mr Gabriel Chiappini (or his nominee) pursuant to Resolution 10; and
 - (iv) 3,685,268 Director Fee Shares to Mr John de Vries (or his nominee) pursuant to Resolution 11;
- (c) the Director Fee Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (e) the Fee Conversion Shares will be issued for nil cash consideration in satisfaction of the conversion of the accrued Director fees owing to the Director Fee Recipients. The Company will not receive any consideration for the issue of the Shares;
- (f) the purpose of the issue of the Director Fee Shares is to convert the unpaid fees owing to the Directors in lieu of paying those accruals in cash, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if the accruals were satisfied in cash;
- (g) the current and estimated total remuneration packages for the Director Fee Recipients is set out in Section 5.5(i) above;
- (h) the value of the Director Fee Shares (based on the deemed issue price per Share of \$0.042) is as follows:
 - (i) \$57,031 for the Director Fee Shares to be issued to Mr Richard Crookes (or his nominee) pursuant to Resolution 8;
 - (ii) \$37,641 for the Director Fee Shares to be issued to Mr Ian Murray (or his nominee) pursuant to Resolution 9;
 - (iii) \$37,641 for the Director Fee Shares to be issued to Mr Gabriel Chiappini (or his nominee) pursuant to Resolution 10; and
 - (iv) \$154,781 for the Director Fee Shares to be issued to Mr John de Vries (or his nominee) pursuant to Resolution 11.

The Company advises Shareholders that the Director Fee Shares are being issued in lieu of unpaid Director fees for the financial year ended 30 June 2020 and, as such, are not additional to the Directors' remuneration packages set out in Section 5.5(i) above;

- (i) the Shares are not being issued under an agreement
- (j) the relevant interests of the Directors of the Company as at the date of this Notice are set out at Section 5.5(l);
- (k) if the Director Fee Shares are issued, this will increase the number of Shares on issue from 668,252,690 (being the total number of Shares on issue as at the date of this Notice) to 675,088,255 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.01%, comprising 0.20% by Mr Crookes, 0.13 % by Mr Murray, 0.13% by Mr Chiappini and 0.55% by Mr de Vries;
- (l) the trading history of the Shares on the ASX in the 12 months before the date of this Notice is set out at Section 5.5(n);
- (m) each of the Directors has a material personal interest in the outcome of Resolutions 8 to 11 on the basis that each of them (or their respective nominees) are to be issued Director Fee Shares, should Resolutions 8 to 11 be passed. For this reason, the Director Fee Recipients do not believe that it is appropriate to make a recommendation on Resolutions 8 to 11 of this Notice;
- (n) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 8 to 11; and
- (o) voting exclusion statements are included in Resolutions 8 to 11 of the Notice.

7. RESOLUTION 12 – ADOPTION OF INCENTIVE SHARE PLAN

7.1 General

Resolution 12 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Incentive Share Plan" (**Share Plan**) and for the issue of Shares under the Share Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Share Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Share Plan and the future issue of Shares under the Share Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

7.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary

securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 12 is passed, the Company will be able to issue Shares under the Share Plan to eligible participants over a period of 3 years. The issue of any Shares to eligible participants under the Share Plan (up to the maximum number of Shares stated in Section 7.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Shares under the Share Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 12 is not passed, the Company will be able to proceed with the issue of Shares under the Share Plan to eligible participants, but any issues of Shares will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Shares.

7.3 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 12:

- (a) a summary of the key terms and conditions of the Share Plan is set out in Schedule 3;
- (b) the Company has not issued any Shares under the Share Plan as this is the first time that Shareholder approval is being sought for the adoption of the Share Plan; and
- (c) the maximum number of Securities proposed to be issued under the Share Plan (including the Plan Shares proposed to be issued Pursuant to Resolutions 13 to 16), following Shareholder approval, is 35,000,000.

It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

7.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 12.

8. RESOLUTIONS 13 TO 16 – APPROVAL TO ISSUE PLAN SHARES TO DIRECTORS IN LIEU OF FEES

8.1 General

As set out in Section 6.1, each of the Directors have agreed to reduce their cash remuneration levels set out in their respective remuneration packages to 25%, as

of 1 April 2020. Pursuant to Shareholder approval of Resolutions 7 to 11, each of the Directors will be authorised to convert all or some of their accrued but unpaid fees for the period of 1 April 2020 to 30 September 2020 into Director Fee Shares.

In order to ensure that the Company is able to continue to direct all funds necessary into the growth of its business and driving that business forward, the Directors would like to have the flexibility to continue to defer up to 75% of their total remuneration packages from 1 October 2020 for up to 12 months, such that:

- (a) Mr Richard Crookes may accrue up to \$82,125;
- (b) Messrs Ian Murray and Gabriel Chiappini may each accrue up to \$54,202; and
- (c) Mr John de Vries may accrue up to \$246,375,

(Accrued Fees).

Each of Messrs Crookes, Murray, Chiappini and de Vries has separately agreed that, subject to Shareholder approval, they will convert a portion of their Accrued Fees (to be determined by each Director in their absolute discretion) will into Shares pursuant to the Share Plan (**Plan Shares**) at the end of each financial quarter. The deemed issue price of the Plan Shares which will be a 10% discount to the volume weighted average price (**VWAP**) of the Company's Shares trading on ASX over that financial quarter (**Issue Price**). The Company notes that the 10% discount to the Company's VWAP is intended to compensate for the taxes attaching to the issue of the Plan Shares that the Directors will be required to pay.

Accordingly, the Company is seeking Shareholder approval to, subject to and conditional upon the adoption of the Share Plan the subject of Resolution 12, issue up to that number of Plan Shares to each of the Directors (or their respective nominees) that, when multiplied by the Issue Price, will satisfy up to their maximum Accrued Fees for that financial quarter.

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Plan Shares to the Directors (or their nominees) constitutes giving a financial benefit and the Directors are a related party of the Company by virtue of being Directors. However, the Directors note that the Plan Shares for which approval is being sought is in lieu of cash remuneration that would otherwise be payable to them and is not in addition to their cash salaries.

8.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit a director of the entity or an associated of a director of the entity to acquire equity securities under an

employee incentive scheme without the approval of the holders of its ordinary securities.

Resolutions 13 to 16 therefore seek the required Shareholder approval for the issue of the Plan Shares to the Directors under the Share Plan for the purposes of Listing Rule 10.14.

If Resolutions 13 to 16 are passed, the Company will be able to proceed with the issue of Plan Shares to the Directors under the Share Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Plan Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Plan Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 13 to 16 are not passed, the Company will not be able to proceed with the issue of the Plan Shares. If the Plan Shares cannot be issued, the Company will be required to reach an alternative arrangement with the Directors with respect to their Accrued Fees on and from 1 October 2020, including paying the Accrued Fees in cash, or holding additional meetings in order to seek Shareholder approval to issue Shares on conversion of the Accrued Fees.

8.4 Technical Information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolutions 13 to 16:

- (a) the Plan Shares will be issued to the following persons:
- (i) Richard Crookes (or his nominee) pursuant to Resolution 13;
 - (ii) Ian Murray (or his nominee) pursuant to Resolution 14;
 - (iii) Gabriel Chiappini (or his nominee) pursuant to Resolution 15; and
 - (iv) John de Vries (or his nominee) pursuant to Resolution 16,
- each of whom falls within the category set out in Listing Rule 10.11.1 and 10.14.1 by virtue of being a Director;
- (b) the maximum number of Plan Shares to be issued to each of the Directors (being the nature of the financial benefit proposed to be given) is that number of Plan Shares that, when multiplied by the Issue Price, shall be equal to:

Director	75% of total annual remuneration
John de Vries	\$246,375
Richard Crookes	\$82,125
Ian Murray	\$54,202
Gabriel Chiappini	\$54,202
TOTAL	\$436,904

However, in any event, the maximum number of Plan Shares issued shall not exceed 5% of the total number of Shares on issue at the date that an offer under the Share Plan is made, as required by the Class Order.

A worked example demonstrating the possible effect of the Company's quarterly VWAP on the number of Plan Shares that may be issued is set out at Section 8.5 below;

- (c) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year is set out at Section 5.5(i). However, as set out at Section 6.1, the Directors have only received 25% of their total remuneration packages in cash since 1 April 2020;
- (d) none of the Directors have received any Plan Shares pursuant to the Plan;
- (e) the Plan Shares are intended to be issued at the end of December 2020 for Accrued Fees owing to the Directors, and then at the end of March 2021 for Accrued Fees outstanding at that time, and then continuing at the end of each financial quarter where there are any outstanding Accrued Fees. However, in any event, no Plan Shares will be issued later than 3 years after the date of the Meeting in accordance with the Listing Rules;
- (f) the Plan Shares will be issued at the Issue Price. The Company will not receive any other consideration in respect of the issue of the Plan Shares. However, the Company will extinguish a portion of the outstanding liability to the Directors for Accrued Fees;
- (g) the purpose of the issue of the Plan Shares is, as set out in Section 6.1, to manage the cash costs of the Company during the period of uncertainty that arose as a result of the onset of the COVID-19 pandemic. The pricing of the issue of the Shares has been determined using a wide range VWAP so that the Directors do not benefit from small changes to the share price prior to the consideration of these Resolutions at the Meeting;
- (h) the Plan Shares are fully paid ordinary shares in the capital of the Company on the same terms as existing Shares on issue;
- (i) a summary of the terms of the Share Plan is set out in Schedule 3 to this Notice;
- (j) no loan is being made relating to the issue of the Shares; and
- (k) details of the Shares issued under Resolutions 13 to 16 will be published in the annual report of the Company relating to the period in which they are issued (being the financial year ended 30 June 2021 and 30 June 2022 (if applicable), along with a statement that they were issued under approval obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in any issue of securities under the Share Plan after these Resolutions are passed and who were not named in this Notice will not participate in the Share Plan until approval is obtained.

8.5 Maximum number of Shares to be issued on conversion of Director fees

Set out below is a worked example of the number of Shares that may be issued to the Directors under the Plan for the period of 1 October 2020 to 30 September 2021, assuming that the temporary fee reduction continues for a full year and that each Director converts their full fee accrual (being 75% of their total remuneration package) each quarter.

The worked example set out in the below table is based on the assumed issue prices of \$0.026, \$0.052 and \$0.078, being a 10% discount to the Closing Price; and a 50% increase and 50% decrease to the Closing Price.

Maximum Director fee accrual ⁴		Number of Plan Shares issued on conversion of Director fees ^{1 2}		
		Deemed Issue Price ³		
		\$0.026	\$0.052	\$0.078
		50% decrease	Issue Price	50% increase
John de Vries	\$246,375	9,475,961	4,737,980	158,653
Richard Crookes	\$82,125	3,158,653	1,579,326	1,052,884
Ian Murray	\$54,202	2,084,692	1,042,346	694,897
Gabriel Chiappini	\$54,202	2,084,692	1,042,346	694,897
TOTAL	\$436,904	16,803,998	8,401,998	5,601,331

Notes:

1. Rounded to the nearest whole number.
2. Assuming that the temporary fee reduction continues from 1 October 2020 until 30 September 2021 and that each Director converts all accrued fees into Shares under the Share Plan.
3. The Company notes that the above workings are an example only and the actual deemed issue price may differ. This will differ the maximum number of Shares that will be issued.
4. Based on 75% of each Director's total proposed remuneration for the financial year ended 30 June 2021.

9. RESOLUTION 17 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

9.1 General

On 5 October 2020, the Company announced that it had completed a placement to sophisticated investors, institutional investors and existing shareholders of 40,816,327 Shares at an issue price of \$0.049 per Share to raise \$2,000,000 (**Placement Shares**). The Placement Shares were issued on 12 October 2020.

The Company engaged the services of Blue Ocean Equities Pty Ltd (ACN 151 186 935) (**Blue Ocean**), (AFSL 412 765), to lead manage the issue of the Placement Shares. The Company agreed to pay a total fee of \$120,000 to Blue Ocean (being, 6% of the amount raised under the issue of the Placement Shares, comprising of a 3% management fee and a 3% selling fee (**Capital Raising Fee**)).

9.2 Listing Rule 7.1

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

9.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 17 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

9.4 Technical information required by Listing Rule 14.1A

If Resolution 17 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 17 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 17 being passed at this Meeting.

9.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 17:

- (a) the Placement Shares were issued to sophisticated and institutional investors who are clients of Blue Ocean. The recipients were identified through a bookbuild process, which involved Blue Ocean seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 40,816,327 Placement Shares were issued, which are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 12 October 2020;
- (e) the issue price was \$0.049 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the issue of the Placement Shares was to raise \$2,000,000, which will be applied towards progressing Black Rock's due diligence-related costs associated with the Strategic Alliance & Development Agreement with the POSCO Group and to the Company's ongoing negotiations with the Government of Tanzania on the Free Carried Interest Agreement; and
- (g) the Placement Shares were not issued under an agreement.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

Associated Body Corporate means

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Black Rock Mining Limited (ACN 094 551 336).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement Shares has the meaning given in section 9.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Share Plan means the incentive share plan the subject of Resolution 12 as summarised in Schedule 3.

Variable A means "A" as set out in the formula in Listing Rule 7.1.A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS & CONDITIONS OF RELATED PARTY OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (m), the amount payable upon exercise of each Option will be a 45% premium to the Company's Five Day VWAP for the five trading days up to and including the date that the Meeting is held. (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire on or before the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Conditions for Vesting**

(i) The Options will vest in equal tranches on the following dates:

(A) 30 June 2021; and

(B) 30 June 2022,

(each a **Vesting Condition**).

(ii) The Options will only vest if:

(A) the relevant Vesting Condition has been satisfied;

(B) a good leaver exception applies (eg due to death, total and permanent disability, retirement or redundancy, terminal illness, severe financial hardship); or

(C) a Change of Control event occurs.

(e) **Exercise Period**

The exercise period for Options will commence when the Options have vested in accordance with the Vesting Condition and will end on the Expiry Date (Exercise Period).

(f) **Cessation of Employment or Engagement**

Where the holder of an Option ceases employment or engagement (as applicable) with the Company:

(i) all unvested Options will lapse on the date the holder's employment ceases unless the Board in its sole and absolute discretion determines otherwise; and

(ii) all vested Options that have not been exercised will continue in force and remain exercisable, for a period of 3 months from the date the holder's employment ceases.

(g) **Lapse of Options**

Unless the Board determines otherwise in its sole and absolute discretion, unvested Options will lapse on the earlier of:

- (i) the cessation of employment, engagement or office of a holder (as set out in clause (h)) in accordance with clause (i); or
- (ii) the Expiry Date.

(h) **Good Leaver and Bad Leaver**

Should the holder cease to be employed or engaged by the Company and:

- (i) the holder is a bad leaver (as determined by the Board in its absolute discretion), the holder will have 30 days to exercise any vested Options, otherwise they will lapse; or
- (ii) the holder is not a bad leaver (as determined by the Board in its absolute discretion), the Board has discretion to determine the period in which any vested Options will remain exercisable.

(i) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(j) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(k) **Change of Control Event**

- (i) Subject to clause (j)(ii), a Change of Control event occurs where:
 - (A) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - (B) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (C) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or

- (D) the Company enter into agreements to its main business undertaking or the principal assets (whether or not in the form of shares in the Company) of the Company to a person, or a number of persons, and those agreements become unconditional; or
 - (E) the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons.
- (ii) Unless determined by the Board in accordance with clause (j)(i)(E), the Company's admission to the official list of the ASX or recognised stock 32 exchange, either by way of initial public offering or acquisition by a listed company, will not be deemed a Change in Control Event.

On the occurrence of a Change of Control Event all unvested Options will vest and become exercisable in accordance with this clause (j) with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the holder is terminated or ceases in connection with the Change of Control Event.

In the case of clause (j)(i)(D), where the Company agrees to sell or dispose of its main business undertaking or principal assets for cash (Business Sale) and the Company decides not to distribute the cash proceeds of the Business Sale to Shareholders, the Company, with the consent of the holder, may cancel or buyback vested Options for a price per Option that is equal to the net proceed of the Business Sale divided by the number of Shares on issue, less the Exercise Price.

The Company shall give written notice of any Change of Control Event to each holder. Upon the giving of any such notice a holder may exercise any of their vested Options within the Exercise Period by delivery to the registered office of the Company or such other address as determined by the Board of:

- (iii) a signed Notice of Exercise;
- (iv) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price; and
- (v) the Option certificate, or documentary evidence satisfactory to the Board that the Option certificate was lost or destroyed.

(l) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (k)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(m) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(n) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(o) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(p) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(q) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 4 to 7 to have been valued by the Company using the binomial option pricing model.

Using the binomial options pricing model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	
Valuation date	5 October 2020
Market price of Shares	5.8 cents
Exercise price	45% above market price = 8.41 cents based on a share price of 5.8 cents on 5 October 2020
Expiry date (length of time from issue)	3 years
Risk free interest rate	1.0%
Volatility (discount)	90%
Indicative value per Related Party Option	2.8856 cents
Total Value of Related Party Options	\$317,416
- John de Vries (Resolution 4)	\$144,280
- Richard Crookes (Resolution 5)	\$57,712
- Ian Murray (Resolution 6)	\$57,712
- Gabriel Chiappini (Resolution 7)	\$57,712

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes. In addition, no discount has been applied for the relevant vesting terms.

SCHEDULE 3 – KEY TERMS AND CONDITIONS OF INCENTIVE SHARE PLAN

The material terms and conditions of the Incentive Share Plan (**Share Plan**) are summarised below:

- (a) **Eligibility:** Participants in the Share Plan may be:
- (i) a Director (whether executive or non-executive) of the Company or any Associated Body Corporate of the Company (each, a **Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,
- who is declared by the Board to be eligible to receive Plan Shares under the Share Plan (**Eligible Participant**).
- (b) **Offer:** The Board may, from time to time, at its absolute discretion, make a written offer to any Eligible Participant to apply for a certain amount of Plan Shares upon the terms set out in the Share Plan and upon such additional terms and conditions as the Board determines. For the avoidance of any doubt, the Eligible Participant is not required to apply for the full amount of Plan Shares specified in the written offer, and may instead apply for a lesser amount of Plan Shares.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Plan Shares offered by the Company under the Share Plan, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** The issue price of each Share will be determined by the Board in its absolute discretion, which may be a nominal or nil amount.
- (e) **Restriction Conditions:** Shares may be subject to restriction conditions (such as satisfying or waiving vesting conditions) which must be satisfied before the Shares can be sold, transferred, or encumbered.
- (f) **Forfeiture of Shares:** Except as otherwise provided by this Share Plan, a Share will be forfeited, and the Company must, subject to the Corporations Act and the ASX Listing Rules, buy back and cancel a Share under Part 2J.1 of the Corporations Act where:
- (i) an unauthorised dealing in, or hedging of, the Share occurs, as governed by the Share Plan or an applicable trust deed;
 - (ii) a vesting condition in relation to the Share is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its


absolute discretion, unless the Board exercises its discretion to waive the vesting condition under the Share Plan;


- (iii) a person ceases to be a Participant, and, at that time, there is a vesting condition in relation to that Share that is unsatisfied or is incapable of satisfaction in the opinion of the Board, unless the Board:
 - (A) exercises its discretion to waive that vesting condition; or
 - (B) in its absolute discretion, resolves to allow the vesting condition to continue to apply to the Share Plan after the person ceases to be a Participant;
 - (iv) the Board deems that a Share is forfeited due to fraud, dishonesty or other improper behaviour of the Participant under the Share Plan (fraud and related matters); or
 - (v) the Company undergoes a change in control or a winding up resolution or order is made, and the Board does not waive the vesting condition .
- (g) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the buy-back of the Participant's Shares in accordance with the Plan.
- (h) **Quotation of Shares:** If Shares of the same class as those issued under the Share Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 5 business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
- (i) **Rights attaching to Shares:** A participant will, from and including the issue date, be the legal owner of the Plan Shares issued under the Share Plan and will be entitled to dividends and to exercise voting rights attached the Shares.
- (j) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (k) **Amendments:** Subject to express restrictions set out in Share Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Share Plan, or the terms or conditions of any Plan Shares granted under the Share Plan including giving any amendment retrospective effect.
- (l) **Trustee:** In the Board's absolute discretion, may determine that the Plan Shares offered to the Participant be held by a trustee on trust for the benefit of the Participant and be held for the benefit of the Participant in accordance with the Share Plan, the offer and any trust deed entered into for the purpose of the Share Plan.

BKT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AWST) on Saturday, 21 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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



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Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Black Rock Mining Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Black Rock Mining Limited to be held at The Park Business Centre, 45 Ventnor Ave, West Perth, WA 6005 on Monday, 23 November 2020 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 4 to 16 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 4 to 16 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 4 to 16 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

