

19 September 2019

ASX Announcement

## SHARE PURCHASE PLAN OFFER

As announced on 12 September 2019, Blackham Resources Limited (ASX: BLK) (“**Blackham**” or the “**Company**”) is conducting a non-underwritten share purchase plan (“**SPP**”) offer.

The Company confirms that the attached SPP Offer documents will be issued to shareholders with a registered address in Australia or New Zealand, and who were registered holders of Blackham shares as at 7.00pm (Sydney time) on 11 September 2019 (“**Eligible Shareholders**”), today.

A cleansing notice given pursuant to the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 was issued on 16 September 2019.

The details of the SPP are as follows:

- The SPP entitles Eligible Shareholders to purchase up to \$30,000 worth of shares at an issue price of \$0.01 each (“**Issue Price**”).
- Eligible Shareholders have a choice of subscribing for one of the following 4 options:

	<b>Subscription Amount (\$A)</b>	<b>New Shares to be issued calculated at the Issue Price</b>
Option A	\$5,000 (minimum)	500,000
Option B	\$10,000	1,000,000
Option C	\$20,000	2,000,000
Option D	\$30,000 (maximum)	3,000,000

- If the maximum number of shares are issued, the SPP would raise \$3 million. The Company intends to use funds raised under the SPP primarily for key mine development work programs that will underpin Blackham’s FY20 production, including pre-production activities at the Williamson open pit, new tailings storage facility and rod mill refurbishment, and for general working capital.
- The Directors reserve the right to issue fewer shares than Eligible Shareholders apply for.

If total demand for the SPP exceeds \$3 million, the Company reserves the right to close the SPP early and scale back applications in its absolute and sole discretion. When determining the amount (if any) by which to scale back an SPP application, the Company may consider a number of factors, including the size of an applicant’s shareholding in the Company, the extent to which an applicant has sold or bought additional shares in the Company after the SPP record date and the date on which an application was made.

### BOARD OF DIRECTORS

Milan Jerkovic – Executive Chairman  
 Greg Fitzgerald – Non-Executive Director  
 Tony James – Non-Executive Director

### CORPORATE INFORMATION

4,407M Ordinary Shares  
 674M Quoted Options  
 187M Unquoted Options

### POSTAL ADDRESS

PO Box 1412 West Perth WA 6872

[www.blackhamresources.com.au](http://www.blackhamresources.com.au)

### ASX CODE BLK

### PRINCIPAL AND REGISTERED OFFICE

L3 1 Altona Street  
 West Perth WA 6005

**E:** [info@blackhamresources.com.au](mailto:info@blackhamresources.com.au)

**P:** +61 8 9322 6418

**F:** +61 8 9322 6429

- The proposed timetable for the SPP is detailed below however the Directors reserve the right to vary the dates and times without notice.

Key Date	Event	Description
11 September 2019	Record Date	Date to identify security holders who may participate in the SPP (Eligible Shareholders).
12 September 2019	Announcement	Date on which the Company announced the SPP.
19 September 2019	Despatch SPP documentation	SPP offer materials dispatched to Eligible Shareholders
20 September 2019	Opening Date	SPP Offer opens
4 October 2019	Closing Date	SPP Offer closes. Applications must be received by <b>5pm Sydney Time</b> on the Closing Date
8 October 2019	Issue Date	Shares issued
9 October 2019	Beginning of Trading	Shares to begin trading on ASX
9 October 2019	Despatch Date	Holding statements sent to shareholders

- Registered holders of fully paid ordinary shares in the Company at 7pm Sydney Time on 11 September 2019 with a registered address in either Australia or New Zealand will be eligible to participate in the SPP. However, investors who hold their shares via Australian or New Zealand nominees but are not themselves residents of Australia or New Zealand will not be eligible to participate in the SPP. In particular, US residents will not be able to participate.
- The SPP is also being offered to Eligible Shareholders who are custodians to participate in the SPP on behalf of eligible beneficiaries, subject to the terms and conditions of the SPP, which will be set out in the SPP offer document.
- The issue of shares under the SPP is not underwritten and will not require shareholder approval.

Eligible Shareholders are encouraged to read the SPP Offer documentation before applying to participate in the SPP.

For further information on Blackham please contact:

**Milan Jerkovic**

Executive Chairman, Blackham Resources Limited  
 +61 8 9322 6418

**Jim Malone**

Investor Relations, Blackham Resources Limited  
 +61 419 537 714

19 September 2019

Dear Shareholder

### Share Purchase Plan

On behalf of the Board of Blackham Resources Limited (ACN 119 887 606) (**Company**), I am pleased to offer eligible shareholders the opportunity to participate in the Company's Share Purchase Plan (**Plan**), by subscribing for up to \$30,000 worth of fully paid ordinary shares in the Company (**Shares**) (subject to any scale back) without having to pay brokerage or other transaction costs, and subject to the enclosed terms and conditions (**Offer**).

The Plan provides you with the opportunity to increase your holding of Shares at the price of \$0.01 per Share, being a 14.6% discount to the volume weighted average price of Shares traded during the five ASX trading days immediately prior to the announcement of the Offer on 12 September 2019.

The Company is seeking to raise up to \$3,000,000, which will be used for key mine development work programs that will underpin Blackham's FY20 production, including pre-production activities at the Williamson open pit, new tailings storage facility and rod mill refurbishment, and for general working capital.

The Offer is made without a prospectus or other disclosure document under the *Corporations Act 2001* (Cth) (**Corporations Act**) in reliance on ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Instrument 2019/547**).

The key terms of the Offer are summarised immediately below. However, you should carefully read the full terms and conditions of the Offer (**Terms and Conditions**) attached. If you accept the Offer, you will be bound by these Terms and Conditions.

### Summary of key Offer terms

#### 1. Shareholders Eligible to Participate in the Plan

The Offer is only made to Eligible Shareholders, which means you were required to be registered as a holder of Shares:

- (a) as at 7.00pm (Sydney time) on 11 September 2019 (**Record Date**); and
- (b) whose registered address is in Australia or New Zealand (provided that if your registered address is in New Zealand you must also hold Shares in the Company on the Offer opening date).

The Offer is also made to Eligible Shareholders who are "custodians" (as defined in Instrument 2019/547) to participate in the Offer on behalf of certain eligible beneficiaries, subject to the Terms and Conditions.

Participation in the Offer is optional. However, you cannot transfer your rights to purchase Shares under the Offer to anyone else.

2. Issue price

The issue price is \$0.01 per Share (**Issue Price**), which represents a discount of:

- (a) 16.67% to the closing price of \$0.012 per Share on ASX on the Record Date (being the last trading day prior to announcement of the Offer); and
- (b) 14.6% to the five day volume weighted average price of Shares sold on ASX over the last five days on which sales in the Shares were recorded before the Offer was announced.

3. Application amounts

You may apply for Shares in parcels with a dollar value of \$5,000, \$10,000, \$20,000 or \$30,000.

4. Scale back

If the Company receives applications in excess of the maximum amount to be raised as determined by the Board (which will not exceed \$3,000,000), the Company reserves the right to scale back applications. Therefore, you may receive less than the parcel of Shares that you apply for. If this happens, excess funds will be refunded to you without interest.

5. Offer period

The Offer will open on 20 September 2019 and will remain open until 4 October 2019 (unless extended) (**Closing Date**).

6. Applications Form and payments

To apply for Shares under the Offer you can either:

- (a) Make payment by BPay® in accordance with the instructions on the Application Form. Eligible Shareholders based outside Australia cannot use BPay® unless they have an Australian bank account; or
- (b) Complete and return the enclosed personalised application form (**Application Form**), together with a cheque or money order in accordance with the instructions on the Application Form.

To receive bank payment details to make application payments from overseas please contact Jim Malone by telephone on +61 419 537 714.

Application Forms must be received by the Company's share registry, or a payment made by BPay® must be received by the Company by the Closing Date.

Once an Application Form has been received it cannot be recalled.

The Offer does not take into account the individual investment objectives, financial situation, tax position or the particular needs of any Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult with your financial or other professional adviser. Neither this document, nor the Offer, is a recommendation to purchase Shares.

You should be aware that the market price of Shares on ASX may rise and fall between the date of the Offer, and the date that the Shares are issued pursuant to the Offer. As a result, it is possible that up to or after the issue date of the Shares under the Offer, you may be able to buy Shares at a lower price than the Issue Price.

By accepting the Offer and applying for Shares under the Plan, each Eligible Shareholder acknowledges that Shares are a speculative investment and the price of Shares on the ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the price and/or value of the Shares received under the Plan may rise or fall accordingly.

If you have any questions in relation to the Offer, please contact Jim Malone by telephone on +61 419 537 714, Gerry Connolly by telephone on +61 481 124 822, or consult your financial or other professional adviser.

Thank you for your continued support.

Yours faithfully

**Milan Jerkovic**  
Executive Chairman  
Blackham Resources Limited

# Share Purchase Plan Terms and Conditions

## 1. General

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### 1.1 Important information

- (a) Please read these Terms and Conditions carefully, as you will have agreed to be bound by them if you accept the Offer.
- (b) If you are in any doubt as to whether you should participate in the Offer, or how such participation will affect you (including taxation implications), you should contact your professional adviser without delay.
- (c) Neither the Company nor any of its Directors make any recommendation in relation to the Offer.

### 1.2 Offer

The Offer entitles Eligible Shareholders (as defined in section 2 below) to subscribe for a maximum of \$30,000 of Shares in accordance with, and subject to, the following Terms and Conditions (**Offer**).

### 1.3 Interpretation

- (a) All monetary amounts in these Terms and Conditions are expressed in Australian dollars, and all references to time are references to time in Perth, Western Australia time.
- (b) The terms and conditions of the Plan prevail to the extent of any inconsistency with the enclosed personalised application form (**Application Form**).

### 1.4 Instrument 2019/547

The Offer is made without a prospectus or other disclosure document in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Instrument 2019/547**).

## 2. Eligibility and participation

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### 2.1 Eligible Shareholders

This Offer is made to you if you:

- (a) were a registered holder of Shares at 7.00pm (Sydney time) on 11 September 2019 (**Record Date**); and
- (b) whose registered address, as recorded in the Company's register of members was either:
  - (i) Australia; or
  - (ii) New Zealand,(each an **Eligible Shareholder**).

## 2.2 Joint holders

- (a) For the purposes of determining your eligibility, if two or more persons are registered on the Company's register of shareholders as jointly holding Shares, they are taken to be a single registered holder of Shares.
- (b) An agreement, acknowledgment or certification given by any joint holder of Shares is taken to be an agreement, acknowledgment or certification given by all joint holders.

## 2.3 Custodians

Subject to these Terms and Conditions (in particular, section 6), Eligible Shareholders who are Custodians may participate in the Plan on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

## 2.4 Directors and employees

- (a) Directors and employees of the Company may be Eligible Shareholders.
- (b) Directors of the Company may participate in the Offer without shareholder approval on the same terms and conditions as all other Eligible Shareholders.

## 2.5 Non-renounceable

If you are an Eligible Shareholder, your right to subscribe for Shares under the Offer is personal to you and non-renounceable. You cannot transfer your rights to another person.

## 2.6 Participation optional

Participation in the Offer by an Eligible Shareholder is optional.

# 3. Offer period

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## 3.1 Opening Date

The Offer opens on 20 September 2019 (**Opening Date**).

## 3.2 Closing Date

- (a) The Offer closes at 5.00pm (Sydney time) on 4 October 2019, unless extended (**Closing Date**).
- (b) The Company reserves the right to extend the Closing Date at any time by making an announcement to ASX.

# 4. Issue price and market risk

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## 4.1 Issue Price

The issue price for a Share under the Offer is \$0.01 (**Issue Price**). The Issue Price represents a discount of:

- (a) 16.67% to the closing price of \$0.012 per Share on ASX on the Record Date

(being the last trading day prior to announcement of the Offer); and

- (b) 14.6% to the five day volume weighted average price of Shares sold on ASX over the last five days on which sales in the Shares were recorded before the Offer was announced.

The Issue Price is fixed, regardless of any change in the market price of Shares during the Offer period. Before deciding whether to accept the Offer, you should refer to the current market price of Shares, which can be obtained from the financial pages of major Australian metropolitan newspapers, or the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX Code: BLK).

#### 4.2 Market risk

***The market price of Shares may rise or fall between the date of this Offer and the date when the Shares are issued to you under the Offer. This means that the price you pay per Share under this Offer may be greater than or less than the price of Shares at the time the Shares are issued to you pursuant to this Offer. As a result, the number of Shares that you receive may be more or less than the number you might calculate using the market price of Shares on the date that they are issued. It also means that it is possible that up to or after the issue date of the Shares under the Offer, you may be able to buy Shares at a lower price than the Issue Price. In deciding whether you want to participate in this Offer, and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.***

***Once an Application Form has been received it cannot be recalled.***

### 5. Applying for Shares under the Offer

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#### 5.1 Share parcels

If you are an Eligible Shareholder you can apply for Shares as follows:

- (a) You may apply for Shares with a value of \$5,000, \$10,000, \$20,000 or \$30,000.
- (b) The number of Shares is rounded up to the nearest whole number after dividing the dollar amount by the Issue Price.
- (c) You may not apply for more than \$30,000 worth of Shares in aggregate under the Offer, even though you may receive more than one Offer, or Offers in more than one capacity. This includes through joint holdings, multiple share accounts or any holding in which you have a beneficial interest.

#### 5.2 Applications

If you want to apply for Shares under the Offer you should either:

- (a) **pay directly via BPay®** on the Internet or by telephone, using the details on the Application Form. You must use the specific Biller Code and the unique reference number shown on your Application Form which is required to identify your holding. Eligible Shareholders based outside Australia cannot apply using BPay® unless they have an Australian bank account. The Application Form does not need to be returned if paying via BPay®. You should be aware that

your own financial institution may implement earlier cut-off times for electronic payments, and you should take this into consideration when making any electronic payment. It is your responsibility to ensure that the funds submitted through BPay® are received by the Company by the Closing Date; or

- (b) **deliver the completed Application Form and a cheque or money order** in Australian dollars and drawn on an Australian bank made payable to “Blackham Resources Limited” to either of the following addresses:

**Mailing Address:**

Blackham Resources Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

**Hand Delivery Address:**

Blackham Resources Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

***(Please do not use this address for mailing purposes)***

The completed Application Form and cheque or money order must be received by the Closing Date.

To receive bank payment details to make application payments from overseas please contact Jim Malone by telephone on +61 419 537 714.

You should note that:

- (c) Your application for Shares will be unconditional and may not be withdrawn even if the market price of Shares has fallen.
- (d) No brokerage or other transaction costs will be payable by Eligible Shareholders for the issue of the Shares under the Offer.

### 5.3 Payment terms

- (a) Please do not send cash. Receipts for payment will not be issued. Application money will not bear interest under any circumstances. The Company may reject applications received after the Closing Date. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPay®.
- (b) The effect of making an application, whether you pay directly via BPay® or complete and return the Application Form, is set out in section 7.

### 5.4 Where no action is required

If you do not wish to apply for Shares under the Offer, you do not need to take any action and the Offer will lapse on the Closing Date.

## 6. Participation by Custodians

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### 6.1 Custodian Certificate

If on the Record Date you are a custodian as defined in the Instrument 2019/547 (**Custodian**) and you hold Shares on behalf of one or more persons resident in Australia or New Zealand as at the Record Date (each an **Eligible Beneficiary**), you may apply for up to a maximum of \$30,000 worth of Shares for each Eligible Beneficiary, subject to providing a custodian certificate on application for Shares pursuant to the Offer certifying:

- (a) either or both of the following:
  - (i) that the Custodian holds Shares on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
  - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more other persons (each a **Participating Beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,  
  
on the Record Date and that each Participating Beneficiary has subsequently instructed the Custodian, or the Downstream Custodian (as the case may be) to apply for Shares on their behalf under the Offer;
- (b) details of the number of Participating Beneficiaries and the name and address of each Participating Beneficiary;
- (c) in respect of each Participating Beneficiary:
  - (i) where paragraph 6(a)(i) applies - the number of Shares that the Custodian holds on their behalf and the number or the dollar amount of Shares each Participating Beneficiary instructed the Custodian to apply for on their behalf; and
  - (ii) where paragraph 6(a)(ii) applies - the number of Shares to which the beneficial interests relate and the number or the dollar amount of Shares each Participating Beneficiary instructed the Downstream Custodian to apply for on their behalf;
- (d) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
  - (i) the Shares applied for by the Custodian on their behalf under the Offer with the instructions referred to in paragraph 6(c); and
  - (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;
- (e) that a copy of this Offer document was given to each Participating Beneficiary; and

- (f) where paragraph 6(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

## 6.2 Custodian's reliance

In providing a custodian certificate under this section 6, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

## 6.3 Participating Custodians

Custodians who wish to participate on behalf of one or more Eligible Beneficiaries should email [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au) to obtain the custodian schedule.

## 6.4 Trustees and nominees

If you hold Shares as a trustee or nominee for another person, but you are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in section 5.1(c) apply.

## 7. Effect of making an application

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If you pay directly via BPay® or complete and return the Application Form you:

- (a) represent and warrant that you are an Eligible Shareholder, that you have read and understood the Terms and Conditions, and that you irrevocably and unconditionally subscribe for the Shares in accordance with these Terms and Conditions;
- (b) agree to be bound the Company's constitution;
- (c) acknowledge and agree that your application is irrevocable and unconditional (that is, that it cannot be withdrawn);
- (d) acknowledge that the market price of Shares may rise or fall between the date of this Offer and the date the Shares are issued to you under the Offer, and that the Issue Price you pay for the Shares may exceed the market price of the Shares on the date they are issued to you under the Offer;
- (e) represent and warrant that you will comply with all applicable foreign securities laws and acknowledge that failure to comply may result in violations of applicable securities laws;
- (f) certify, acknowledge and agree that if you are applying on your own behalf (and not as a Custodian) that the total of the application price for the following does not exceed \$30,000:
  - (i) the Shares the subject of the application;
  - (ii) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application;

- (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
  - (iv) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;
- (g) certify, acknowledge and agree that if you are a Custodian applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, that:
- (i) you are a Custodian (as that term is defined in Instrument 2019/547);
  - (ii) you held Shares on behalf of an Eligible Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Offer and that that Eligible Beneficiary has been given a copy of this document;
  - (iii) you are not applying for Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the Offer; and
  - (iv) the information in the Custodian Certificate submitted with your application form is true, correct and not misleading;
- (h) authorise the Company (and each of its officers and agents) to correct any error in your Application Form and to complete the Application Form by inserting any missing details;
- (i) accept the risk associated with any refund that may be sent to you at your address as shown on the member register; and
- (j) are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured.

## **8. Issue of and quotation Shares**

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### 8.1 Issue of Shares

- (a) The Shares issued under the Offer will be issued within 10 business days after the Closing Date.
- (b) All Shares issued under the Offer will rank equally with existing fully paid ordinary shares issued in the capital of the Company.
- (c) Other terms and conditions, rights and obligations of and relating to Shares are contained in the Company's constitution.

### 8.2 Quotation of Shares

The Company will apply to ASX for the quotation of the Shares issued under the Offer.

## **9. Scale back**

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### 9.1 Scale back

The Company may in its discretion scale back your application for Shares under the Offer to the extent and in the manner it sees fit.

If total demand for the Offer exceeds \$3 million, the Company reserves the right to close the Offer early and scale back applications in its absolute and sole discretion. When determining the amount (if any) by which to scale back an application under the Offer, the Company may consider a number of factors, including the size of an applicant's shareholding in the Company, the extent to which an applicant has sold or bought additional Shares in the Company after the Record Date and the date on which an application was made.

If there is a scale back, you may receive less than the parcel of Shares for which you have applied.

### 9.2 Rounding

If a scale back produces a fractional number of Shares when applied to your parcel, the number of Shares you will be issued will be rounded up to the nearest whole number of Shares.

## **10. Dispute resolution**

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The Company may settle any difficulties, anomalies, or disputes which may arise in connection with the operation of the Plan and/or the Offer whether generally or in relation to any participant or any application for Shares in any manner it deems appropriate, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

## **11. Variation, termination and waiver**

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### 11.1 Variation

The Company reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) withdraw the Offer or suspend or terminate the Plan;
- (c) not accept an application, not issue Shares or issue Shares to a value less than that applied for under the Offer by an Eligible Shareholder (including a Custodian applying on behalf of its Participating Beneficiaries).

### 11.2 Notification to ASX

If the Company amends or varies the Terms and Conditions, withdraws, suspends or terminates the Offer it will notify ASX. The non-receipt of any such notice to ASX will not invalidate the amendment, variation, withdrawal, suspension or termination.

### 11.3 Refunds

- (a) In the event of a scale back in accordance with clause 9, the difference

between the value of the Shares you are issued (calculated using the Issue Price) and the application money you paid will be refunded to you by the Company, without interest, following the Issue Date.

- (b) If the Offer is withdrawn or terminated, all of your application monies will be refunded to you.
- (c) No interest will be paid on any money returned to you.

#### 11.4 Waiver

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

### **12. Governing law**

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- (a) These Terms and Conditions are governed by the laws in force in Western Australia.
- (b) Any dispute arising out of, or in connection with, these Terms and Conditions, or the Offer, will be determined by the courts of Western Australia. By accepting the Offer, you agree to submit to the non-exclusive jurisdiction of the courts in Western Australia.