

19 February 2019

ASX Announcement

BEM secures placement to raise \$500,000

- **Placement to raise \$500,000 to fund work on feasibility study for the Maniry Graphite Project and working capital following early completion of the scoping study**

BlackEarth Minerals NL (ASX: BEM) (**BlackEarth** or the **Company**) is pleased to announce that it has successfully completed a bookbuild and secured commitments from investors in Australia to subscribe for a minimum of approximately 7.575m new fully paid ordinary shares in the Company to raise gross proceeds of A\$500,000 (**Placement**) before costs. Red Leaf Securities Pty Ltd was appointed as Lead Broker to the placement.

Placement details

The Company will issue 7,575,758 new fully paid ordinary shares at an issue price of \$0.066 per share (a 23% discount to the 5 day volume weighted average) to Australian institutional and professional investors to raise minimum gross proceeds of \$500,000 before costs.

The new shares will be placed within the Company's 15% placement capacity under ASX Listing Rule 7.1 (7,575,758 shares) and without disclosure under the Corporations Act. The Placement is not subject to shareholder approval and the new shares will rank equally with the Company's existing fully paid ordinary shares. The Placement shares are expected to be issued on or about 20 February 2019.

Use of proceeds

The funds raised by the Placement will, together with the Company's existing funds, be used to commence some or all of the work to progress the feasibility study for the Maniry Graphite Project (activities as outlined below) and for working capital purposes:

- Drilling to Measured Resource status;
- Hydrology and geotechnical drilling;
- Further bulk metallurgical test work and detailed concentrate product testing; and
- Independent social, community and environmental studies.

BlackEarth's Managing Director, Tom Revy, said:

"Given our fast-track strategy, we have accelerated our 2 year program. Good planning dictates that we raise more funds. These funds will be utilised specifically for key areas associated with the kick-off of our DFS next month. This includes the additional production and testing of concentrate for the purposes of undertaking detailed downstream battery and expandable product test work which will be used for definitive offtake discussions."

The Company now requests that the trading halt be lifted and normal trading resume.

Not for release in the United States

This announcement has been prepared for publication in Australia and may not be released in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

Forward Looking Statements

This release may include forward-looking statements, which may be identified by words such as "expects", "anticipates", "believes", "projects", "plans", and similar expressions. These forward-looking statements are based on BlackEarth's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of BlackEarth, which could cause actual results to differ materially from such statements. There can be no assurance that forward-looking statements will prove to be correct. BlackEarth makes no undertaking to subsequently update or revise the forward-looking statements made in this release, to reflect the circumstances or events after the date of that release.

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BlackEarth encourages investors to update their contact details to stay up to date with Company news and announcements here: <http://www.blackearthminerals.com.au/update-details/>

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