

**BOARD OF DIRECTORS**

**Milan Jerkovic**  
(Non-Executive Chairman)  
**Bryan Dixon**  
(Managing Director)  
**Greg Miles**  
(Non-Executive Director)

**ASX CODE**  
BLK

**CORPORATE INFORMATION**  
359.1M Ordinary Shares  
9.3M Unlisted Options  
3.6M Performance Rights

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## Blackham to undertake significant recapitalisation

### Highlights

- **Standstill agreement defers the 31 December 2017 repayment date of Blackham's non-amortising term loan ("Term Loan")**
- **Discussions are well progressed to refinance the Term Loan during the standstill period and ahead of a broader recapitalisation**
- **Blackham to undertake an entitlements issue to raise ~A\$36 million, to be launched in mid-January 2018 following the refinancing of the Term Loan**
- **The recapitalisation plan is underpinned by the intended support of Blackham's secured lender (Orion) and key mining contractor (MACA)**
- **Milan Jerkovic to become Executive Chairman, strengthening the executive management team**

Blackham Resources Limited ("Blackham" or "the Company") (ASX: BLK) is very pleased to announce the granting of an extension by its lender, Orion Fund JV Limited ("Orion"), to defer the 31 December 2017 maturity repayment date of the Term Loan to 15 January 2018, pursuant to a standstill agreement entered into by Blackham with Orion and Blackham's key mining contractor, MACA Limited ("MACA") and Osisko Bermuda Limited, its offtaker, forming the first step in a significant recapitalisation strategy being pursued by the Company.

Blackham is also well advanced with negotiations to refinance the Term Loan, with settlement expected to occur by 15 January 2018.

Immediately following the refinancing of the Term Loan, Blackham will undertake an entitlements issue to raise ~A\$36 million. All of Blackham's Directors will be participating in the entitlements issue to the extent they are able to finance their respective entitlements.

The recapitalisation strategy being pursued by Blackham, comprising the standstill agreement, Term Loan refinancing and the entitlements issue, is underpinned by the intended support of Orion, MACA and Pybar Mining Services Pty Ltd of Blackham's 6.5Moz Matilda-Wiluna Operations, which are transitioning to stable production and strong operational cashflow.

As part of the recapitalisation strategy, Blackham's Non-Executive Chairman Milan Jerkovic will become Executive Chairman, taking a leading role in the operations and management of Blackham.

Mr Milan Jerkovic (Non-Executive Chairman) said “The entitlements issue will provide the opportunity for eligible shareholders to increase their holdings at an exciting time in the Company’s Matilda-Wiluna Gold Operation. Whilst 2017 has been a tough year for Blackham, the 2018 operational outlook for our Matilda-Wiluna Gold Project is very strong. I am looking forward to taking a more active role with Blackham as Executive Chairman in what I expect to be a transformational year of strong operational performance which will generate significant operational cashflow for Blackham and its shareholders.

The recapitalisation will ensure that Blackham is fully financed with a strong balance sheet to enable it to close out its finance facility with Orion in 2018 and to execute on its forward plans, which will include significant ongoing exploration drilling targeted at both new deposits and at increasing gold reserves (currently some 15Mt @ 2.5g/t for 1.2Moz) by converting more of Blackham’s ~6.5Moz of gold resources (65Mt @ 3.1 g/t for 6.5Moz) to reserves.”

Mr Bryan Dixon (Managing Director) said “The support from Blackham’s lender and mining contractor demonstrated their belief in the potential of the Company’s Matilda-Wiluna Gold Operation.”

The Company will remain in Voluntary Suspension until the earlier of 15 January 2018 or the announcement of the completion of the re-financing and re-capitalisation plan.

For further information on Blackham please contact:

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## Gold Resources

**Table 1 - Wiluna/Matilda Operations October 2017  
Measured, Indicated and Inferred Resources (JORC 2012)**

OPEN PIT RESOURCES												
Mining Centre	Measured			Indicated			Inferred			Total 100%		
	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au
Matilda Mine OP	0.9	1.5	44	6.1	1.7	340	4.1	1.4	185	11.1	1.6	569
Galaxy	0.7	1.4	32	0.1	3.7	5	0.2	2.8	16	1.0	1.6	53
Williamson Mine				3.3	1.6	170	3.8	1.6	190	7.1	1.6	360
Wiluna OP <sup>1</sup>				13.6	2.6	1150	3.3	3.3	355	16.9	2.8	1,505
Regent				0.7	2.7	61	3.1	2.1	210	3.8	2.2	271
Stockpiles				0.4	0.9	11				0.4	0.9	11
<b>OP Total</b>	<b>1.6</b>	<b>1.5</b>	<b>76</b>	<b>24</b>	<b>2.2</b>	<b>1,737</b>	<b>15</b>	<b>2.1</b>	<b>956</b>	<b>40</b>	<b>2.1</b>	<b>2,769</b>
UNDERGROUND RESOURCES												
Mining Centre	Measured			Indicated			Inferred			Total 100%		
	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au
Golden Age	0.1	4.2	8	0.2	7.1	46	0.6	3.8	75	0.9	4.5	129
Wiluna				8.2	5.5	1441	14.6	4.4	2086	23	4.8	3,527
Matilda Mine UG				0.1	2.5	10	0.6	3.6	70	0.7	3.6	80
<b>UG Total</b>	<b>0.1</b>	<b>4.2</b>	<b>8</b>	<b>9</b>	<b>5.5</b>	<b>1,497</b>	<b>16</b>	<b>4.4</b>	<b>2,231</b>	<b>24</b>	<b>4.8</b>	<b>3,736</b>
<b>Grand Total</b>	<b>1.7</b>	<b>1.5</b>	<b>84</b>	<b>33</b>	<b>3.1</b>	<b>3,234</b>	<b>30</b>	<b>3.3</b>	<b>3,187</b>	<b>65</b>	<b>3.1</b>	<b>6,505</b>

1) Wiluna Open Pit Resources are reported from inside an AS1,800/oz optimised resource shell.

2) Mineral Resources are reported inclusive of Ore Reserves and include all exploration and resource definition drilling information, where practicable, up to 30<sup>th</sup> June 2017.

3) The Measured component of the Matilda and Galaxy open pit Mineral Resources is based on grade control drilling and the grade is reported on a diluted basis.

4) Underground Mineral resources for Matilda are reported below an RL of 950m and above a 2.0g/t lower cut.

5) Indicated and Inferred Mineral Resources at Galaxy are below the design pit and reported above a 2.0g/t lower cut.

6) Mineral Resource estimates are not precise calculations. The figures in the above table are rounded to two significant figures.

7) Resource depleted to 30 June 2017.

### Competent Persons Statement

The information contained in the report that relates to all other Mineral Resources is based on information compiled or reviewed by Mr Marcus Osiejak, who is a full-time employee and security holder of the Company. Mr Osiejak, is a Member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Osiejak has given consent to the inclusion in the report of the matters based on this information in the form and context in which it appears.

With regard to the Matilda/Wiluna Gold Operation Mineral Resources, the Company is not aware of any new information or data that materially affects the information included in this report and that all material assumptions and parameters underpinning Mineral Resource Estimates as reported in the market announcements dated 12 October 2017 continue to apply and have not materially changed with exception of the Wiluna open pit resources as outlined in this announcement.

### Forward Looking Statements

This announcement includes certain statements that may be deemed 'forward-looking statements'. All statements that refer to any future production, resources or reserves, exploration results and events or production that Blackham Resources Ltd ('Blackham' or 'the Company') expects to occur are forward-looking statements. Although the Company believes that the expectations in those forward-looking statements are based upon reasonable assumptions, such statements are not a guarantee of future performance and actual results or developments may differ materially from the outcomes. This may be due to several factors, including market prices, exploration and exploitation success, and the continued availability of capital and financing, plus general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance, and actual results or performance may differ materially from those projected in the forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.