



CLEANSING NOTICE AND APPENDIX 3B

Notice pursuant to Section 708A(5)(e) of the Corporations Act 2001

Blina Minerals NL (ASX: BDI) (**the Company**) advises it has issued a total of 50,000,000 fully paid ordinary shares (**Shares**) as detailed in the attached Appendix 3B.

The Corporations Act 2001 (Cth) (**the Act**) restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, the Shares issued, as noted in the attached Appendix 3B, will fall within the exemption in section 708A(5) of the Act.

Pursuant to section 708A(5)(e) of the Act the Company gives notice that:

- (a) The Company has issued 50,000,000 fully paid Shares at nil consideration (deemed value of \$0.001 per Share) as part remuneration in respect to a consultancy services agreement to an unrelated party.
- (b) The Company issued the Shares without disclosure under Part 6D.2 of the Act;
- (c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

The Appendix 3B in respect to the above follows.

Richard Joughin
Company Secretary

+61 8 6141 3500

BLINA MINERALS NL

ASX ANNOUNCEMENT

28 November 2018

Board:

David Porter
Non-Executive Director

Brett Fraser
Non-Executive Chairman

Jay Stephenson
Non-Executive Director

Capital Structure:

4.314 Billion Shares

904 Million Options
@ 0.17c exp 31/10/2020

ASX Code: BDI

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, and 04/03/13

Name of entity

BLINA MINERALS NL

ABN

25 086 471 007

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 50,000,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The shares will rank equally with the Company's existing fully paid ordinary shares |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Yes |
| 5 | Issue price or consideration | Nil as the shares are being issued as part remuneration in respect to a consultancy services agreement to an unrelated party. |

+ See chapter 19 for defined terms.

APPENDIX 3B
New issue announcement

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The shares are being issued as part remuneration in respect to a consultancy services agreement to an unrelated party.					
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes					
6b The date the security holder resolution under rule 7.1A was passed	30 November 2017					
6c Number of +securities issued without security holder approval under rule 7.1	50,000,000					
6d Number of +securities issued with security holder approval under rule 7.1A	Nil					
6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil					
6f Number of +securities issued under an exception in rule 7.2	Nil					
6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A					
6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A					
6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<table border="1"> <tr> <td>7.1</td> <td>424,583,736</td> </tr> <tr> <td>7.1A</td> <td>316,389,157</td> </tr> </table>		7.1	424,583,736	7.1A	316,389,157
7.1	424,583,736					
7.1A	316,389,157					
7 +Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	28 November 2018					
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>4,363,882,570</td> <td>Ordinary Shares</td> </tr> </tbody> </table>		Number	+Class	4,363,882,570	Ordinary Shares
Number	+Class					
4,363,882,570	Ordinary Shares					

+ See chapter 19 for defined terms.

	Number	+Class
9	904,995,500	Options, exercise price of 0.17 cents per Option expiring 31 October 2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

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New issue announcement

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Issue date	N/A

Part 3 - Quotation of securities

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

34 Type of *securities
(tick one)

(a) *Securities described in Part 1

(b) All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

+ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38	Number of *securities for which *quotation is sought	N/A				
39	*Class of *securities for which quotation is sought	N/A				
40	<p>Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?</p> <p>If the additional *securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A				
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another *security, clearly identify that other *security)</p>	N/A				
42	Number and *class of all *securities quoted on ASX (<i>including</i> the *securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">*Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">N/A</td> </tr> </tbody> </table>	Number	*Class	N/A	N/A
Number	*Class					
N/A	N/A					

Quotation agreement

- 1 *Quotation of our additional *securities is in ASX’s absolute discretion. ASX may quote the *securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.

+ See chapter 19 for defined terms.

APPENDIX 3B
New issue announcement

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 28 November 2018

Print name:

RICHARD JOUGHIN
Company Secretary

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital									
STEP 1: Calculate “A”, the base figure from which the placement capacity is calculated									
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	2,543,891,570								
Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12-month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12-month period with shareholder approval 	<table style="width: 100%; border: none;"> <tr> <td style="text-align: right; width: 150px;">70,000,000</td> <td>Shares (<i>Option exercise</i>)</td> </tr> <tr> <td style="text-align: right;">350,000,000</td> <td>Shares (<i>Placement</i>)</td> </tr> <tr> <td style="text-align: right;">100,000,000</td> <td>Shares (<i>Vendor Option Fee</i>)</td> </tr> <tr> <td style="text-align: right;">100,000,000</td> <td>Shares (<i>Placement</i>)</td> </tr> </table>	70,000,000	Shares (<i>Option exercise</i>)	350,000,000	Shares (<i>Placement</i>)	100,000,000	Shares (<i>Vendor Option Fee</i>)	100,000,000	Shares (<i>Placement</i>)
70,000,000	Shares (<i>Option exercise</i>)								
350,000,000	Shares (<i>Placement</i>)								
100,000,000	Shares (<i>Vendor Option Fee</i>)								
100,000,000	Shares (<i>Placement</i>)								
<i>Note:</i> <ul style="list-style-type: none"> • Include only ordinary securities here – other classes of equity securities cannot be added • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 									
Subtract the number of fully paid ordinary securities cancelled during that 12-month period									
“A”	3,163,891,570								
STEP 2: Calculate 15% of “A”									
“B”	0.15								
	<i>[Note: this value cannot be changed]</i>								
Multiply “A” by 0.15	474,583,736								
STEP 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used									
Insert number of equity securities issued or agreed to be issued in that 12 month period not counting those issued:	50,000,000								
<ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 									
<i>Note:</i> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 									
“C”	50,000,000								
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1									
“A” x 0.15	474,583,736								

+ See chapter 19 for defined terms.

APPENDIX 3B
New issue announcement

<i>Note: number must be same as shown in Step 2</i>	
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	50,000,000
Total ["A" x 0.15] – "C"	424,583,736 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	3,163,891,570
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.10	316,389,157
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	N/A
"E"	nil
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	316,389,157
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	nil
Total ["A" x 0.10] – "E"	316,389,157 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.