

11 January 2018

Barry Woodhouse
CFO and Company Secretary
BlackEarth Minerals NL

BLACKEARTH MINERALS NL

As share registry for the above listed entity, Automic Registry Services hereby provides an undertaking to impose a holding lock on the following restricted securities:

Security Code	Security Name	Total Holders	Total Holdings
BEMESC	VOL ESCROW ORDINARY SHARES TO 28/2/2018	17	1,597,500
BEMESC12	ESCROW ORDINARY SHARES 12 FROM ISSUE	19	5,092,500
BEMESC24	ESCROW ORDINARY SHARES 24 FROM QUOTATION	16	26,710,000
BEMOESC24	UNL OPTS @ \$0.30 EXP 22/6/20 ESC 24M	3	2,750,000
BEMPPESC12	PARTLY PAID SHARES ESC 12 FROM ISSUE	19	5,092,500
BEMPPESC24	PARTLY PAID SHARES ESC 24 FROM QUOTATION	7	7,710,000

These securities will be held on the Issued Sponsored Subregister and we will not remove the holding lock without the written consent of the ASX.

In addition to the above, we confirm that holding statements were despatched to security holders on 12 January 2018.

Regards



Ann Nguyen

Automic Registry Services