Announcement Summary

Entity name

BLUE STAR HELIUM LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday June 16, 2020

The Proposed issue is:

☑ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
BNLAB	OPTION EXPIRING 31-DEC-2021 EX 1.2C	8,000,000
BNL	ORDINARY FULLY PAID	132,200,000

Proposed +issue date

Friday July 31, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

BLUE STAR HELIUM LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

009230835

1.3 ASX issuer code

BNL

1.4 The announcement is

New announcement

1.5 Date of this announcement

Tuesday June 16, 2020

1.6 The Proposed issue is:

A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?
- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

☑ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday July 31, 2020	☑ Estimated	

Comments

The Company proposes to complete the placement in two tranches.

The first tranche will be completed without shareholder approval by utilising the Company's existing capacity under ASX Listing Rule 7.1.

The second tranche of the placement and the options to Pamplona (which are subject of this Appendix 3B) will be completed with shareholder approval, which will be sought at the 2020 AGM.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

BNL : ORDINARY FULLY PAID

**Maximum Number of +securities
proposed to be issued**

132,200,000

Purpose of the issue

The Company is seeking to raise funds through the issue of fully paid ordinary shares under a placement as announced on the ASX on 16 June 2020. The placement will be completed in two tranches, with the second tranche (which is subject of this Appendix 3B) completed with shareholder approval.

Offer price details for retail security holders

In what currency is the cash consideration being paid?	**What is the issue price per +security?**
AUD - Australian Dollar	AUD 0.01000

**Will these +securities rank equally in all respects from their issue date with
the existing issued +securities in that class?**
☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?
☑ No

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?	**Will the proposed issue of this +security include an offer of attaching +securities?** ☑ No
☑ Existing class	

Details of +securities proposed to be issued

ASX +Security Code and Description

BNLAB : OPTION EXPIRING 31-DEC-2021 EX 1.2C

**Maximum Number of +securities
proposed to be issued**

8,000,000

Purpose of the issue

As part of the consideration payable to the lead manager of the placement, Pamplona Capital Pty Ltd.

Offer price details for retail security holders

In what currency is the cash consideration being paid?	**What is the issue price per +security?**

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
 Yes

Oversubscription & Scale back details

May a scale back be applied to this event?
 No

Part 7C - Timetable

7C.1 Proposed +issue date

Friday July 31, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?
 Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Friday July 31, 2020

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?
 No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
 No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
 No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
 Yes

7E.1a Who is the lead manager/broker?

Pamplona Capital Pty Ltd

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

6% broker commission fee and subject to shareholder approval being obtained, issue of 8,000,000 unlisted options, each with an exercise price of $0.012 per option, expiring on 31 December 2021

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The Company proposes to complete the placement in two tranches.

This Appendix 3B is in relation to the second tranche, and the issue of options to Pamplona Capital Pty Ltd.