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20 November 2012

Dear Shareholder

NON-RENOUNCEABLE RIGHTS ISSUE – NOTIFICATION TO INELIGIBLE SHAREHOLDERS

As announced on 16 November 2012, Black Range Minerals Limited (ACN (009 079 047)) (**BRL or the Company**) is undertaking a 1:2 pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of approximately 420,467,400 fully paid ordinary shares (**New Share**) to raise approximately $2,102,337. The price of New Shares under the Offer is $0.005 each (**Issue Price**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 16 November 2012.

The Offer is partially conditionally underwritten by MQB Ventures Pty Ltd (**Underwriter**). The Underwriter will not be paid a fee nor will it receive a commission for its services. In addition, directors Alan Scott, Ben Vallerine and Duncan Coutts and Senior Managers Beverley Nichols and Nick Day (together, the **Sub-underwriters**) have entered into separate conditional sub-underwriting agreements with MQB Ventures Pty Ltd to sub-underwrite a total of $130,000 worth of Underwritten Shares under the Offer as follows:

(a) Mr Alan Scott – $50,000 (10,000,000 Underwritten Shares);

(b) Mr Ben Vallerine - $25,000 (5,000,000 Underwritten Shares);

(c) Mr Duncan Coutts - $15,000 (3,000,000 Underwritten Shares);

(d) Ms Beverley Nichols - $30,000 (6,000,000 Underwritten Shares); and

(e) Mr Nick Day - $10,000 (2,000,000 Underwritten Shares).

Neither the Sub-Underwriters nor the Underwriter will end up holding a post-Offer relevant interest in the Company that will exceed 20%.

It is anticipated that the proceeds of the Offer which will be allocated as follows:

Expenditure Area	**Approximate Allocation**	
	Minimum Subscription $	**Maximum Subscription $**
Hansen/Taylor Ranch Project	200,000	1,667,960
Expenses of the Offer	29,946	34,377
Working capital	170,054	400,000
Total	**400,000**	**2,102,337**

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5.00pm (WST) on 27 November 2012, whose registered address is in Australia or New Zealand.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

Following completion of the Offer, the Company will have issued approximately 420,467,400 New Shares resulting in total Shares on issue of approximately 1,261,402,200.

Ineligible shareholders

A Shareholder who has a registered address outside Australia and New Zealand (Ineligible Shareholder) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or Mr Nicholas Day, BRL's Company Secretary, on +61 9481 4920.

Yours sincerely

MICHAEL HAYNES
MANAGING DIRECTOR