

Quarterly Report for the Period Ending 30 September 2023

HIGHLIGHTS

- Completion of key Vietnamese studies and commencement of early contractor engagement to support the Ta Khoa Refinery definitive feasibility study.
- Completion of the Ta Khoa Nickel plant concentrator pilot programme and significant progress toward completion of the variability testwork programme.
- Blackstone and Arca sign Memorandum of Understanding to further investigate the carbon capture potential at the Ta Khoa Project via carbon mineralisation and explore opportunities to utilise Arca's carbon capture technologies within the Project. Carbon mineralisation is one technology being considered to reduce Ta Khoa Project's carbon footprint, providing a pathway to realise Blackstone's Green Nickel™ vision and position the Company to meet the growing global demand for low carbon intensity battery raw materials.
- The Ta Khoa Project was included in the Vietnamese National Mineral Master Plan. The Master Plan is a key document and reference point in the approval of major mineral projects in Vietnam. The inclusion demonstrates the projects 'significant value' for Vietnam.
- The Vietnamese Ministry of Natural Resources and Environment approves the Company's exploration and reserve report for the Ta Khoa Nickel mine, a significant permitting and licensing milestone allowing the Company to progress the Ban Phuc, Ban Khoa, King Snake and Ban Chang Mining license applications.
- Blackstone entered into a three-way Memorandum of Understanding with Vietnam Rare Earths JSC and ASX listed Australian Strategic Materials to cooperate on opportunities to develop a fully integrated rare earths mine to metals value chain in Vietnam.
- Blackstone published its third sustainability report, covering the reporting period 1 July 2022 to 30 June 2023. The report provides stakeholders with an accurate and transparent account of our efforts, impacts and achievements around material ESG topics.

CORPORATE

- End of quarter cash position of \$6.0m, plus an additional \$1.1m in funding received via the Acuity Capital At-the-Market Facility.
- Listed investments of \$9.7m at the end of quarter.
- Received \$2.8m before costs from advanced funding for the company's 2023 R&D program on 18 July 2023.

BLACKSTONE COMPLETES VIETNAMESE STUDIES FOR TA KHOA REFINERY

Blackstone announced on 20 July 2023 the completion of key Vietnamese studies and commencement of early contractor engagement for the Ta Khoa Refinery ("TKR") Definitive Feasibility Study ("DFS").

Blackstone recognises the importance of engaging local contractors to enhance project value as they have deep understanding of the Vietnamese business landscape, local culture, and expertise in their respective fields. Local contractors have played a pivotal role in the development of the Company's Refinery DFS and will continue to play a major role in expediting construction and permitting timelines, ensuring the Project is 'Vietnam-ready', locking-in highly competitive local pricing and contributing to the overall Project success.

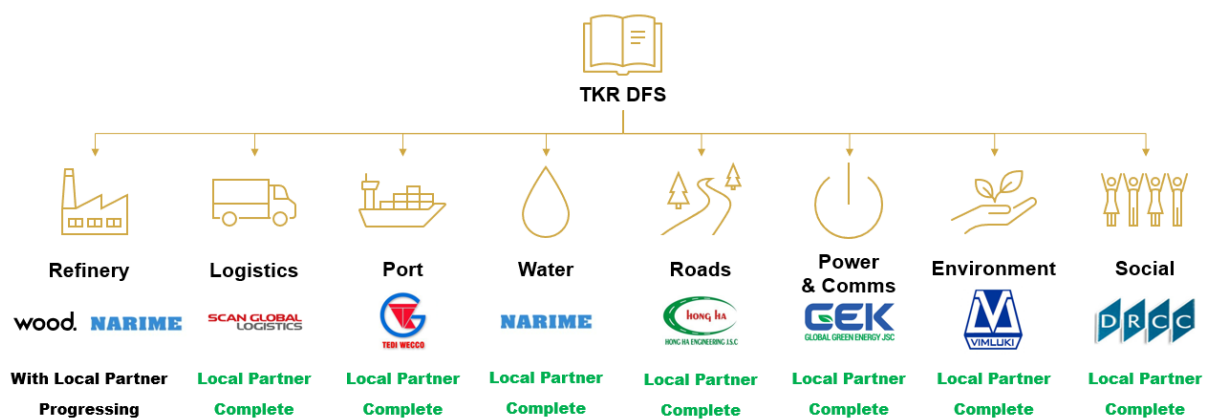


Figure 1: Ta Khoa Refinery DFS Partners

During the quarter, a Vietnam visit was conducted to coordinate parties to confirm DFS study progress and advance early engagement activities. The companies visited were:

- Narime – plant and non-process infrastructure engineering and design
- Early engagement of fabricators and construction contractors
- Scan Global Logistics – logistics study for both construction and operational phases
- Tedi Wecco – port engineering and design
- Hong Ha – access road upgrade and design
- Global Green Energy Consulting – power infrastructure engineering and design
- Vimluki – environmental impact assessment
- DRCC – social and economic baseline assessment

Narime continued to assist globally renowned Wood, acting as lead in-country engineering consultant, in the development of the Ta Khoa Refinery DFS. Narime bring a wealth of local knowledge and experience to the DFS, supporting Wood with design and local pricing. The quality of work from Narime has exceeded Wood's and Blackstone's expectations, allowing for a greater level of accuracy of engineering, thus reducing project risk and future engineering scope. Blackstone looks forward to future engagement with Narime to leverage off their innate local knowledge of construction, fabricators, material availability, labour rates, and project management techniques.

Blackstone has commenced early engagement of Vietnamese fabricators and contractors. In a recent site visit to Vietnam, the Blackstone team visited some of the largest fabrication

companies and facilities in the world, each with a diverse client base ranging from thermal power plants, oil and gas, refining, cement and steel fabrication plants in Asia, Europe, the US, and Australia. A sample of their client base is given in Figure 2. All companies fabricate to international standards and are ISO accredited. Blackstone will continue to investigate in-country fabricators and constructors to ensure Vietnamese pricing is captured during the Ta Khoa Project ("TKP") procurement process.



Figure 2: Early Engagement Contractor Client Base

Scan Global Logistics was selected to complete the logistics study for the DFS. Significant effort was placed in reviewing several options for both the construction and operational logistics phases of the Project. Figure 3 shows the proposed route from ocean port to site. International transport will be received at the Hai Phong port where it will be transported on major highways to the Hoa Binh Port. Material from this point will be barged on Da River between Hoa Binh to dedicated ports at the Ta Khoa Refinery and Ta Khoa Nickel mine sites. This route will maximise the flexibility of loads during construction and operation while limiting the requirement of road networks, thus reducing local community impact, and reducing CAPEX for road upgrades.

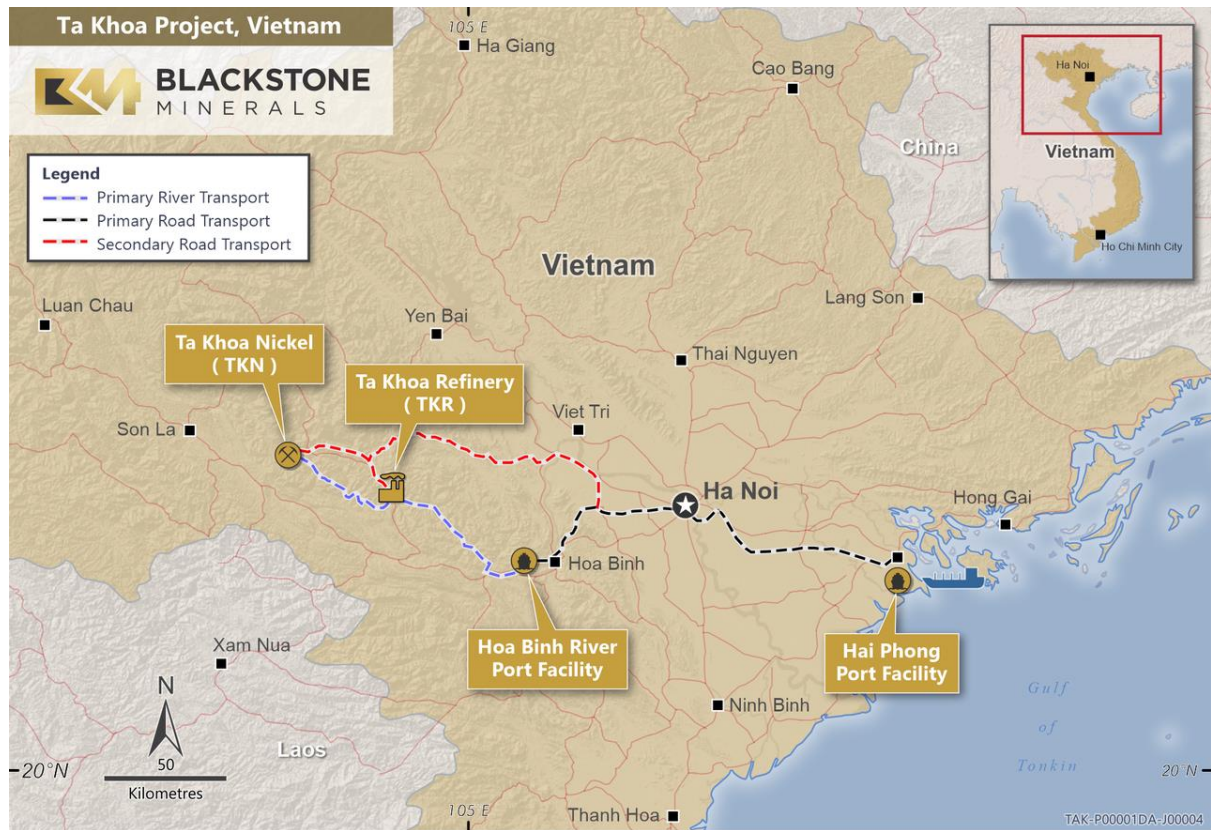


Figure 3: Ta Khoa Project Logistic Routes

Tedi Wecco has completed the river port design to compliment the completed logistics study. Three river ports have been proposed: Hoa Binh, Ta Khoa Refinery and Ta Khoa Nickel. The river ports have been designed to allow 'year-round' barging along Da River and have been confirmed suitable for both construction and operational phases of the Project. The selection of the river logistic route significantly reduces operational risk for the project. Hong Ha was engaged to design access roads to the Ta Khoa Refinery site and surrounding non-process infrastructure.

Blackstone is reviewing build-own-operate options with local companies to reduce up-front capital and operational risk. Figure 4 shows a new port facility at Hao Binh which is currently in operation with excess capacity and being considered by Blackstone.



Figure 4: Hao Binh Port

Power supply for the Ta Khoa Refinery has been completed with local power infrastructure experts Global Green Energy Consulting (part of the PC1 group). Global Green Energy Consulting has completed the design of the main power supply for the Ta Khoa Refinery DFS from the Vietnamese power grid.

Independent to the current DFS, Blackstone engaged with a number of wind power producers/developers in the advanced stages of assessing the wind potential in Son La. This complements Blackstone's ambition to become the greenest nickel project in the world. To support this ambition, the Ta Khoa Project will continue to pursue the strategy of leveraging Vietnam's vast hydropower and green energy power network under future power purchase agreements.

CIE, a division of Vimluki, has been engaged to collect environmental baseline data and complete the environmental impact assessment report. DRCC has been engaged to complete the social and economic base line study. Both studies allow Blackstone to better understand the current environmental, social and economic status of the area within the project's footprint and its immediate surrounds and allow Blackstone to monitor future progress in these fields. These studies are essential inputs for the approval of the Projects Environmental Impact Assessment and Vietnamese Feasibility Study.

Ta Khoa Nickel Project: Successful Completion of Concentrator Pilot Programme

Blackstone announced on 29 August 2023 the completion of the Ta Khoa Nickel ("TKN") plant pilot programme and significant progress toward completion of the variability testwork programme at the existing mine site in Vietnam. The completion of the TKN pilot programme is in addition to completing the Ta Khoa Refinery pilot programme (Refer to ASX announcement 15 November 2022). This demonstrates completion of all scheduled piloting activities for the Ta Khoa Project.



Figure 5: TKN Pilot Plant, Ban Phuc, Vietnam

Work conducted to date has confirmed the baseline flowsheet to treat ore through to concentrate from the nickel mine. Both pilot and variability testwork programmes have successfully achieved or exceeded pre-feasibility study ("PFS") testwork assumptions.

These important milestones for the site metallurgy and project team will enable consolidation of data and learnings to progress the TKN mine and concentrator DFS.

Key highlights of the programme are:

- 97,280 labour hours of operation without injury,
- Achieved PFS recovery assumptions, improving average nickel grade from PFS assumed 8.0% to 10.2% (Refer to ASX announcement 28 February 2022),
- Achieved concentrate grade between 8.0% to 20.0% nickel,
- Produced 172 dry metric tonnes of concentrate,
- Completed over 350 bench scale flotation tests and over 100 baseline variability flotation tests,
- Recovery upside within the existing concentrator plant of up to +6% points when compared against pilot plant recoveries for the same lithologies,
- 5,795 tonnes of feed via existing concentrator plant and pilot plant,
- Over 300 hours of operation of existing concentrator and pilot plant,
- Successfully generated over 7.5 tonnes of concentrate samples for the Ta Khoa Refinery DFS pilot programme.

Piloting and Testwork Programme Overview

The following major activities were part of the piloting and testwork programme:

- Confirmed various circuit configurations and reagent regimes,
- Confirmation of ore comminution characteristics and power consumption,
- Completion of third-party technical review of the TKN DFS piloting and testwork programme, including onsite supervision by GR Engineering Services,
- Completion of a bulk sample drive and metallurgical drilling programme supporting a comprehensive metallurgy programme for the TKN DFS,
- Completion of trials and production of concentrate through the existing plant,
- Successfully tested Glencore and Metso vendor equipment for DFS flowsheet development,
- Variability testwork programme ongoing.



Figure 6: Vendor piloting - Jameson Cell trials producing improvements in Nickel and MgO concentrate grades.



Figure 7 - Vendor piloting - Pressure filtration testwork trials

The DFS testwork programme, inclusive of process variability testwork and reporting, is due to be completed by CY 2023.

Blackstone signs MOU with ARCA: Seizing Carbon Capture Opportunity

Blackstone announced on 29 September 2023 it has entered a Memorandum of Understanding ("MOU") with Arca Climate Technologies Inc. ("Arca").

Announcement Highlights

- Blackstone and Arca sign MOU to further investigate the carbon capture potential at Ta Khoa Project via carbon mineralisation and explore opportunities to utilise Arca's carbon capture technologies within the Project,
- Studies indicate that passive CO₂ capture is possible at a scale of kilo-tonnes of CO₂ per year from the Project's mine waste. This is significant compared to similar projects,
- In July 2023 the European Union Council declared from 18 February 2025, every industrial or electric vehicle battery on the EU market with a capacity of over 2 kWh will require a battery passport containing information on items including carbon footprint declaration¹,
- Life Cycle Analysis has shown the Project is capable to produce a nickel product with one of the lowest carbon footprints in the industry, with identified pathways to reduce the carbon footprint further with additional studies,
- Carbon mineralisation is one technology being considered to further reduce the Project's carbon footprint.

Overview of the MOU

¹<https://nickelinstitute.org/en/blog/2023/august/the-eu-battery-regulation-what-does-it-mean-for-nickel-producers/>

Arca is developing a portfolio of carbon capture technologies to measure, maximise and monetise the carbon mineralisation potential of mine waste. Using its proprietary intellectual property, Arca helps its partners in the minerals industry to transform mine waste into an industrial-scale carbon sink, advancing the future of carbon-negative mining.

Blackstone continues its pursuit to be one of the greenest nickel producers in the world. Successful implementation of Arca's proprietary intellectual property will enable Blackstone to further reduce the Company's Ta Khoa Project's carbon footprint, allowing Blackstone to realise its Green Nickel™ vision and position the Company to meet the growing global demand for low carbon intensity battery raw materials.

Under the MOU, Arca and Blackstone agree to collaborate on the following:

- Blackstone and Arca will enter non-exclusive strategic relationship to further investigate the carbon capture potential at TKP via carbon mineralisation,
- Arca will expand on previous characterisation work which has indicated the Ta Khoa Project contains minerals such as brucite, known to be highly reactive to CO₂ in air,
- Data collected from this engagement will inform future design considerations to maximise carbon mineralisation, further reducing TKP's carbon footprint and providing a pathway to carbon-negative mining.

For additional information concerning the Arca MOU or how carbon mineralisation assists Blackstone's Green Nickel strategy, please refer to ASX announcement 29 September 2023.

Vietnam Approves National Mineral Master Plan paving the way for Blackstone's Ta Khoa Project

Blackstone announced on 07 August 2023 that the Ta Khoa Project was included in the Vietnamese National Mineral Master Plan.

The National Mineral Master Plan details Vietnam's mineral development strategy up until 2030 with a vision to 2050. The Master Plan is a key document and reference point in the approval of major mineral projects in Vietnam. The Master Plan aims to closely manage, exploit and process mineral resources with the objective to value add in country as much as possible to ensure Vietnam maximises the value generated from their natural resources. The Master Plan focuses on environmental protection and climate change adaptation to move Vietnam towards the goal of achieving carbon neutrality.

The Ta Khoa Project aligns with Vietnam's objective for maximising value creation from their natural resources and Blackstone is pleased that both Ta Khoa Nickel and Ta Khoa Refinery projects were included in the approved National Mineral Master Plan, demonstrating that these projects are considered as 'significant value' for Vietnam.

The inclusion of the projects in the Master Plan was an important step in the permitting and licensing of our projects. For the Provincial Government to advance the approval and issuing of the Investment Policies for both TKR and TKN our projects needed to be in the National Mineral Master Plan.

For Blackstone, the master plan included;

- TKN: allowance for the construction of a new concentrator, a new mine development and inclusion of new exploration opportunities around the nickel mine,
- TKR: allowance for a Nickel Refinery with a production capacity of up to 150,000 tonnes per annum of Nickel: Cobalt: Manganese (NCM) precursor cathode active material ("pCAM") or up to 420,000 tonnes per annum of nickel sulphate or any combination of these products.

High Level Permitting Process – TKP

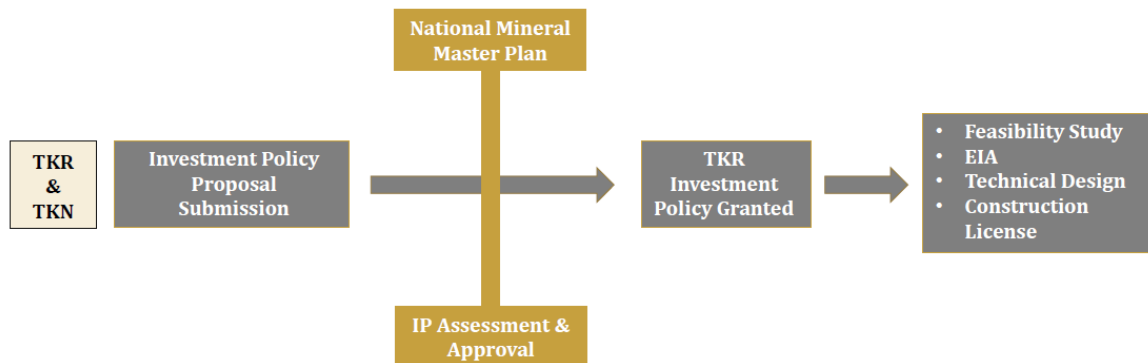


Figure 8. High Level Permitting Process for Blackstone's Projects

A key step in the permitting of the Ta Khoa Project is the approval of an Investment Policy for each of TKR and TKN. The Investment Policy which is converted to an Investment Certificate is Vietnam's approval for developers to proceed with acquiring the necessary licenses to start construction and operations. In order for an Investment Policy for a mineral development project to be approved it must be in the National Mineral Master Plan to allow it to be assessed and ultimately approved.

Vietnam Approves Blackstone's Exploration & Reserve Report

Blackstone announced on 26 September 2023 that the Vietnamese Ministry of Natural Resources and Energy ("MONRE") approved the Company's Exploration and Reserve Report for the Ta Khoa Nickel mine. This was a significant milestone in the permitting and licensing of Blackstone's projects in northern Vietnam, most importantly allowing the Company to progress the Ban Phuc, Ban Khoa, King Snake and Ban Chang Mining License applications.

The approval, and the inclusion of proposed exploration areas in the National Mineral Master Plan August 2023 (refer ASX announcement 07 August 2023) also enables the Company to advance new nickel sulphide targets and grow the resources and reserves within the Ta Khoa Dome immediately adjacent to the proposed mining operations.

For additional information concerning the approval of Blackstone's exploration and reserve report please refer to ASX announcement 26 September 2023.

BLACKSTONE SIGNS MOU WITH VIETNAMESE RARE EARTH REFINERY & AUSTRALIAN STRATEGIC METALS

Blackstone announced on 26 July 2023 that it entered into a three-way MOU with Vietnam Rare Earths JSC ("VTRE") and ASX listed, Australian Strategic Materials ("ASM") to cooperate on opportunities to develop a fully integrated rare earths mine to metals value chain in Vietnam;

- VTRE owns and operates the only Vietnamese midstream rare earths refinery and is seeking a strategic partner to develop upstream mining and processing capability.
- Blackstone has upstream mining and processing experience, with a world class in-country team located within the Northwest Vietnam rare earth district.
- ASM is an emerging vertically integrated producer of critical metals for advanced and clean technologies with a deep understanding of downstream processing of rare earths and the rare earth market.

The MOU was executed on 25 July 2023, at the Australian Embassy in Hanoi, Vietnam and was witnessed by His Excellency Andrew Goledzinowski, Australian Ambassador to Vietnam.

Vietnam has the world's largest Rare Earth Element ("REE") Reserves outside of China². The majority of Vietnam's REE resources are located in the Northwest Region of Vietnam, in close proximity to Son La Province where Blackstone's Ta Khoa Project is located. A number of potentially very high grade REE deposits are available to be permitted and developed by companies that can demonstrate a full value chain capability and deliver a "mine to metal" REE hub in Vietnam.

VTRE has owned and operated the only midstream REE refinery in Vietnam for the past 12 years with the vision to become a prestige producer and supplier of Rare Earth products and expand the product ranges to deliver multi options for customer needs whilst focussing on researching and using advanced technology for production.

On the 30 April 2023, VTRE entered into a binding agreement with ASM for the supply of Rare Earth Oxides with the intention to progress long term supply agreements potentially utilising Vietnam's natural resources.

² Refer USGS Mineral Commodities Summary 2023 <https://pubs.er.usgs.gov/publication/mcs2023> (p. 143)

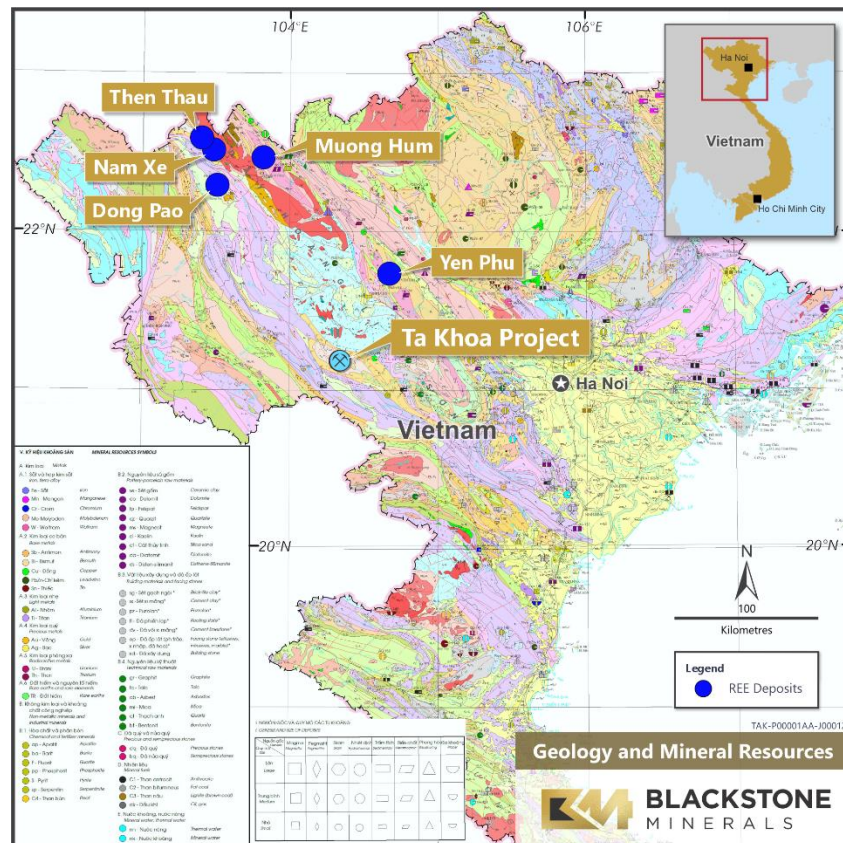


Figure 9. Geology and Mineral Resources Vietnam

Under the MOU with Blackstone, VTRE and ASM agree to collaborate on the following initiatives, with the objective to enter into further binding agreements;

1. Blackstone and VTRE to assess existing REE licensed concessions and if appropriate, apply to secure the mining licenses under a Joint Venture Arrangement. The immediate focus will be a mining licence for one of the world class **Dong Pao Deposits**;
2. Blackstone agrees to allow VTRE access to the Company's laboratory and piloting facilities located at the Ta Khoa Nickel Project at Ban Phuc Nickel Mines and with technical assistance from ASM to conduct a pilot flotation program for the beneficiation of REE concentrates from the Dong Pao deposit;
3. Blackstone, VTRE and ASM will explore a commercial model that can support a fully integrated mine to metals rare earth business.

The MOU has presented itself through the Company's stakeholder development program, established to progress the Ta Khoa Project in Vietnam. In doing so, the Company has created a strategic position of having the required 'know-how' in Vietnam to progress mining and mineral processing opportunities. As such, VTRE has engaged Blackstone to explore an entry into the Rare Earth Market. The potential experience and knowledge gained through this REE project development program will be invaluable in advancing our flagship Ta Khoa Project.

For VTRE and ASM, this MOU is an extension of their existing relationship and their commitment to continue to explore long term supply agreements and manufacturing opportunities.

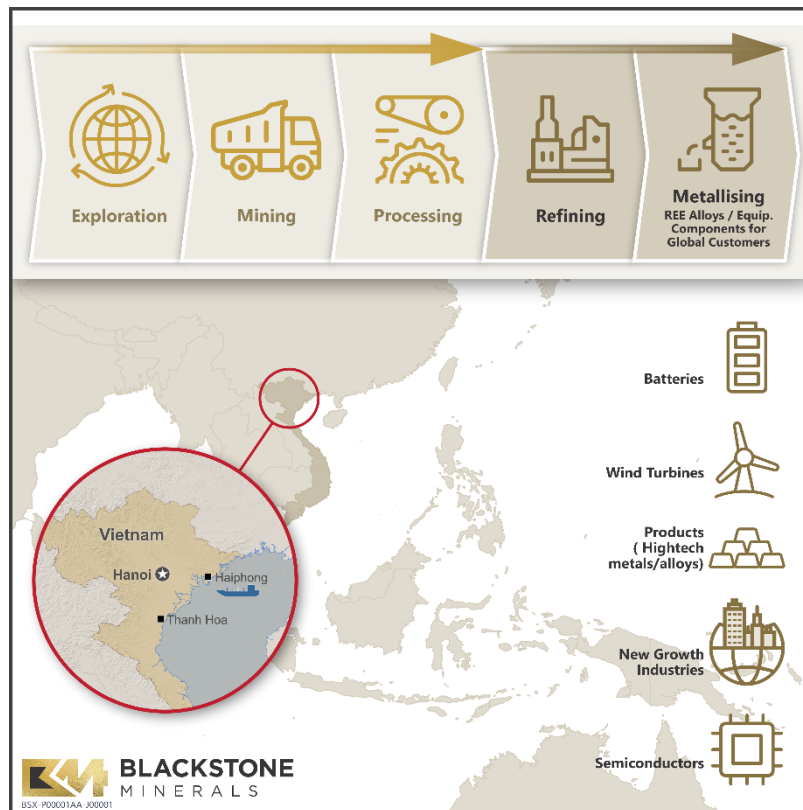


Figure 10. Fully integrated mine to metals rare earth business

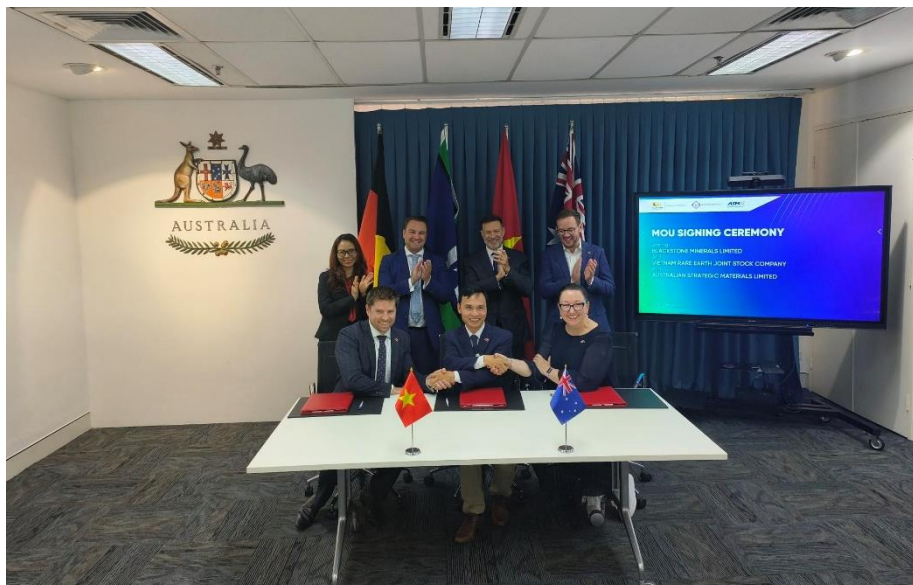


Figure 11. Signing of agreement between ASM, BSX, and VTRE at Australian Embassy in Hanoi, Vietnam. Hoa Nguyen (Austrade), Chris Morley (Austrade), Andrew Golezdzinowski (Australian Ambassador to Vietnam), Ben Davies (Australian Embassy, Vietnam), Scott Williamson (MD BSX), Luu Anh Tuan (Chairman VTRE), Rowena Smith (CEO & MD ASM)

Further to the three-way MOU announcement, the Parties have now entered into a binding side letter. The Parties will work together to advance the initiatives as outlined in the MOU. The following items will be the immediate focus for the partnership;

- Negotiate and finalise binding termsheets on the commercial model and structuring for the business in Vietnam;
- Secure mining concession(s) that are available in the Dong Pao region. The concession(s) will be made available through a process conducted by the Ministry of MONRE. To be invited into the process, companies will need to demonstrate capability and experience across the full value chain from geology through to refining. The Parties are well positioned to demonstrate this in-country capability and expertise;
- Blackstone will make the Company's concentrator and testing facilities available to undertake flotation testwork on the Dong Pao ores. Laboratory scale testwork undertaken by VTRE has indicated that the existing mine's concentrator could be suitable for concentrating the Dong Pao rare earths;
- In addition to focusing on Dong Pao, the Parties will also investigate the option to secure ionic clay deposits in Yen Bai Province, with an immediate focus on Van Yen. The Parties are committed to investigating current-sustainable leaching technology that adheres to the Parties' high ESG standards. It is our collective vision to demonstrate to Vietnam, and the larger region, a more sustainable approach to extracting rare earth elements ("REE") from ionic clay deposits. VTRE has confirmed that precipitates from the leaching process can be refined through the VTRE Refinery located outside of Hanoi.

SUSTAINABILITY REPORT FY 23

Sustainability and ESG performance are a defining focus for Blackstone. As the Company evolves from a nickel exploration business to becoming one of the cleanest and lowest-carbon nickel producers globally, it continues the Green Nickel™ journey, advancing ESG commitments and performance. Blackstone have an opportunity to engrain best practices into the Company's development strategy, to start from zero with respect to emission targets, and to align Blackstone with industry leaders. Our strategy is built on supplying low-carbon nickel to a world grappling with climate challenges. Our focus is addressing the social and environmental consequences of our business activities. Every aspect of our approach is guided by strong values and robust corporate governance.

Our third sustainability report, covering the reporting period 1 July 2022 to 30 June 2023 (FY23), provides stakeholders with an accurate and transparent account of our efforts, impacts and achievements around material ESG topics. These topics were defined through a comprehensive stakeholder engagement program and materiality assessment conducted from January to March 2023. This report builds on corporate and operational initiatives that position us as an ESG leader among peers in the global mining sector.

CORPORATE

Key Corporate matters include:

- \$5,792,000 on exploration activities (refer to Item 1.2(a) of Appendix 5B), relating to ongoing exploration, mine site and refinery activities at its Ta Khoa Nickel-Copper-PGE Project. Full details of exploration activity during the quarter are set out in this report (ASX Listing Rule 5.3.1);
- No substantive costs incurred on mining and development activities during the quarter (ASX Listing Rule 5.3.2); and
- \$208,000 of payments made to related parties or their associates (refer to Item 6.1 of Appendix 5B) including (ASX Listing Rule 5.3.5):
 - Directors' fees, salaries, superannuation, and consulting fees of \$208,000.

Blackstone receives A\$2.8 million R&D refund advance.

During the period, Blackstone announced that it has received A\$2.8 million as an advance from research & development ("R&D") lending fund backed by Asymmetric Innovation Finance and Fiftyone Capital on Blackstone's 2023 refundable tax offset for R&D expenditure.

The advanced payment of A\$2.8m received reflects the significant investment by Blackstone to develop the Ta Khoa Refinery process and Blackstone's unique strategy to convert nickel concentrate blends into battery products in the form of precursor cathode active material ("pCAM"). The majority of Blackstone's investment was directed to process development and piloting programs in Australia. The \$2.8 million will be repaid following lodgement of the R&D claim under the R&D Tax Incentive Program.

Post quarter end, on 30 October 2023, the company announced additional funding received via the Acuity At-the-Market Facility of \$1.1m.

Authorised by the Managing Director on behalf of the Board of Blackstone Minerals Limited.

Ends.

Scott Williamson
Managing Director

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Competent Person Disclosure Statement

Exploration Results, Mineral Resources and Ore Reserves

No new Exploration Results, Minerals Resources or Ore Reserves are included in this report. Information in this report that refers to such items is taken from information previously presented to the public and remains relevant. Where previous information is re-stated or referred to, the original report and report data is referenced.

New Information

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original announcements and that all material assumptions and technical parameters underpinning the estimates in the original release continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person and Qualified Person's findings as presented have not been materially modified from the relevant original market announcement.

Forward Looking Statements

This report contains certain forward-looking statements. The words "expect", "forecast", "should", "projected", "could", "may", "predict", "plan", "will" and other similar expressions are intended to identify forward looking statements. Indications of, and guidance on, future earnings, cash flow costs and financial position and performance are also forward-looking statements. Forward looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. Forward looking statements may be affected by a range of variables that could cause actual results or trends to differ materially. These variations, if materially adverse, may affect the timing or the feasibility of the development of the Ta Khoa Project.

Appendix One| Tenements**Mineral tenements held at the end of September 2023 quarter.**

Project	Location	Tenement	Interest at September 2023
Gold Bridge	British Columbia, Canada	501174, 502808	100%
	British Columbia, Canada	503409, 564599	100%
	British Columbia, Canada	573344, 796483	100%
	British Columbia, Canada	844114, 1020030	100%
	British Columbia, Canada	1047915, 1055449	100%
	British Columbia, Canada	1046246, 1046253	100%
	British Columbia, Canada	1050797, 1052563	100%
	British Columbia, Canada	1052564, 1052989	100%
	British Columbia, Canada	1052990, 1052991	100%
	British Columbia, Canada	1052992, 1052993	100%
	British Columbia, Canada	1055836, 1055837	100%
	British Columbia, Canada	1055838, 1055839	100%
	British Columbia, Canada	1055840, 1055859	100%
	British Columbia, Canada	1055860, 1055861	100%
	British Columbia, Canada	1055862, 1055863	100%
	British Columbia, Canada	1055864, 1052630	100%
	British Columbia, Canada	1052893, 1065892	100%
	British Columbia, Canada	1066580, 1066581	100%
Twilight Ni-Cu	Labrador, Canada	026822M, 025183M,	0% ¹
	Labrador, Canada	025744M, 019447M,	0% ¹
	Labrador, Canada	019456M, 026615M,	0% ¹
	Labrador, Canada	033850M, 033849M,	0% ¹
	Labrador, Canada	033848M, 033851M	0% ¹
West Voisey	Labrador, Canada	034230M, 034234M	0% ²
Ta Khoa	Vietnam	ML 1211/GPKT-BTNMT	90%
		and 522 G/P	90%

Note 1: held under option agreement with Big Land Exploration Ltd to earn up to 100% interest in the project.

Note 2: held under option agreement with Wayde Guinchard and Myrtle Guinchard to earn up to 100% interest in the project.

Mining tenements acquired and disposed during the September 2023 quarter.

Project	Location	Tenement	Interest at beginning of Quarter	Interest at end of Quarter
Mining tenements relinquished				
Nil				
Mining tenements acquired				
Nil				

Beneficial percentage interests in joint venture agreements at the end of the quarter

Project	Location	Tenement	Interest at end of quarter
Nil			

Beneficial percentage interests in farm-in or farm-out agreements acquired or disposed of during the quarter.

Project	Location	Tenement	Interest at beginning of quarter	Interest at end of quarter
Mining tenements relinquished				
Nil				
Mining tenements acquired				
Nil				

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Blackstone Minerals Limited

ABN

96 614 534 226

Quarter ended ("current quarter")

30 September 2023

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(5,792)	(5,792)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(785)	(785)
	(e) administration and corporate costs	(741)	(741)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	16	16
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material) – Corporate restructuring costs	-	-
1.9	Net cash from / (used in) operating activities	(7,302)	(7,302)
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) exploration & evaluation	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings		
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other— R&D Advance net of costs.	2,674	2,674
3.10	Net cash from / (used in) financing activities	2,674	2,6741

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	10,654	10,654
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(7,302)	(7,302)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	2,674	2,674

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Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	19	19
4.6	Cash and cash equivalents at end of period	6,045	6,045

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	6,045	10,654
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	6,045*	10,654*

*Excludes market value of listed equity investments held at 30 September 2023 of \$9.7m and \$1.1m received post quarter end from Acuity.

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	208
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

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7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(7,302)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(7,320)
8.4	Cash and cash equivalents at quarter end (item 4.6)	6,045
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	6,045
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	0.83
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>		
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: No, expenditure will decrease as the TKR Downstream DFS nears completion.		
8.8.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: Yes, the receipt of \$2.8m before costs from the 2023 R&D funding advance. The company also has access to a Acuity Capital At-the-market facility should funding be required. As announced on 30 October 2023, \$1.1m was drawn under the ATM facility.		

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8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes based on the funding described in 8.8.2.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date:31 October 2023.....

Jamie Byrde
Chief Financial Officer/Company Secretary

Authorised by:
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.