



BRIGHTON MINING GROUP LIMITED

ACN 140818686

18 LYALL STREET SOUTH PERTH WESTERN AUSTRALIA

PO BOX 246 SOUTH PERTH WESTERN AUSTRALIA 6951

TELEPHONE: (61 8) 9368 1200 FACSIMILE: (61 8) 9474 1333

WEBSITE: www.brightonmininggroup.com.au

Ms Fiona Murphy
Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Limited
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

13 August 2014

Dear Ms Murphy

The responses to the five questions raised in your letter of 11 August 2014 regarding the cash flow report by this Company in the form of appendix 5B for the quarterly period ended on 30 June 2014 are in the same consequential order as in your letter as follows:

1. It could be concluded on the basis of the information provided in the appendix 5B that this Company would not have sufficient cash to fund its activities but the situation is covered by the loan and capital raising arrangements presently being undertaken and negotiated by this Company.

The factors that should be taken into account in assessing the position of this Company is that it will have sufficient cash to meet its future activities in the next quarter through:

- (a) continued loan raisings (which are the subject of its announcement on 10 April 2014 and are referred to in the activities report for the quarterly period ended on 30 June 2014) for working capital purposes; and
- (b) support by its major shareholders and other parties by way of loans and provision of facilities without payment.

In addition, this Company is presently negotiating a mandate with two major brokers for the raising of fresh capital by way of share placements the details of which it is expected will be released to the market as soon as those negotiations are completed.

At the same time, full and detailed information will be provided by this Company as to all its corporate activities unless an earlier announcement is appropriate.

This Company considers that the foregoing arrangements will more than adequately provide funding as general working capital for its planned activities.

2. While this Company does expect to have negative operating cash flows in the future, as already mentioned it also expects to have more than adequate funds as working capital in order to continue its future operations at the rate indicated in the appendix 5B due to the loan and capital raisings as described in the response to the first question.
3. This Company will through the loan and capital raisings as described in the response to the first question have sufficient working capital to enable it to continue to meet its business objectives and provide additional working capital for other purposes including accelerated exploration and development of its existing mineral assets being the Antrong project in Cambodia.

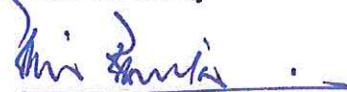
As previously announced, this will involve substantial infill auger drill sampling and follow up trenching on already identified high grade auger locations.

Although the takeover offers for Brighton Mining Limited ("BML") and Asia Minerals Corporation Limited have lapsed as the conditions of the takeover offers have not been satisfied, this Company is still proposing the merger the Cambodian assets of BML with its existing Antrong project and will shortly make a further announcement in that regard.

4. This Company believes and confirms that it is in compliance with the listing rules of ASX Limited, including in particular listing rule 3.1, and will continue to do so in the future.
5. This Company also considers that it is in compliance with rule 12.2 of the listing rules of ASX Limited as to its financial condition having regard to the responses to the previous questions relating to its capital raising and corporate arrangements which should warrant both the continued quotation of its securities and its continued listing.

Please let me know should you have any queries with regard to these responses.

Yours sincerely



P.J.A. REMTA
(Chairman)



ASX Compliance Pty Limited
ABN 26 087 780 489
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

GPO Box D187
PERTH WA 6840

Telephone 61 8 9224 0000
Facsimile 61 8 9221 2020

11 August 2014

Mr Colin McDonald
Company Secretary
Brighton Mining Group Limited
18 Lyall Street
SOUTH PERTH WA 6951

Dear Mr McDonald,

Brighton Mining Group Limited ("Company")

I refer to the Company's Quarterly Cash Flow Report in the form of an Appendix 5B for the period ended 30 June 2014, released to ASX Limited ("ASX") on 1 August 2014, (the "Appendix 5B").

ASX notes that the Company has reported the following.

1. Receipts from product sales of \$0.
2. Net negative operating cash flows for the quarter of \$211,000.
3. Cash at end of quarter of \$2,000.
4. Estimated cash outflows for the next quarter of \$160,000.
5. ASX Listing Rule 12.1, which provides that the level of an entity's operations must, in ASX's opinion, be sufficient to warrant the continued quotation of the entity's securities and its continued listing.
6. Listing rule 12.2, which states that an entity's financial condition (including operating results) must, in ASX's opinion, be adequate to warrant the continued quotation of its securities and its continued listing.
7. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
8. The Company's responses to ASX Appendices 5B queries released to the market on 12 May 2014 and 7 February 2014 respectively, pursuant to which the Company referred to (among other things) its proposed takeovers of Asia Minerals Corporation Limited and Brighton Mining Limited (which, as yet, have not completed) ("Responses to ASX Queries").

In light of the information contained in the Appendix 5B, please respond to each of the following questions.

1. Is it possible to conclude on the basis of the information provided that if the Company were to continue to expend cash at the rate for the quarter indicated by the Appendix 5B, the Company may not have sufficient cash to fund its activities? Is this the case, or are there other factors that should be taken into account in assessing the Company's position?
2. Does the Company expect that in the future it will have negative operating cash flows similar to that reported in the Appendix 5B for the quarter and, if so, what steps has it taken to ensure that it has sufficient funds in order to continue its operations at that rate?
3. What steps has the Company taken, or what steps does it propose to take, to enable it to continue to meet its business objectives? In responding to this question, please specifically address the Responses to ASX Queries.
4. Can the Company confirm that it is in compliance with the listing rules, and in particular, listing rule 3.1?
5. Please comment on the Company's compliance with listing rule 12.2, with reference to the matters discussed in the note to the rule.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in the rule.

In responding to this letter you should consult listing rule 3.1 and Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

This letter and your response will be released to the market. If you have any concerns about your response being released, please contact me immediately. Your response should be sent to me by email to fiona.murphy@asx.com.au. It should not be sent to ASX Market Announcements.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than **5.00 pm (WST) on Thursday, 14 August 2014**.

If you are unable to respond by the time requested you should consider a request for a trading halt in the Company's securities.

If you have any queries please let me know.

Yours sincerely,

[sent electronically without signature]

Fiona Murphy
Senior Adviser, Listings Compliance (Perth)