

**BRIGHTON MINING GROUP LIMITED**

ACN 140818686

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15 October 2014

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

Dear Fiona

It is noted that this Company has failed to lodge its audited annual accounts for the year ended 30 June 2014 and consequently its securities have been suspended from official quotation.

In response to the four questions raised in your letter of 8 October 2014:

- 1) Although the annual accounts were prepared they have not been audited for lodgment by the due date as there were some issues principally arising out of this Company's takeovers of Asia Minerals Corporation Limited ("AMC") and Brighton Mining Limited ("BML").
- 2) This Company expects to lodge the audited annual accounts within the next 10 business days.
- 3) This Company will ensure relatively constant liaison through its directors and management with its accountants and auditors to ensure compliance with its reporting obligations under the Listing Rules in a timely manner in the future. However the delay in this instance is due to a unique and somewhat unexpected situation which would not normally arise.
- 4) This Company considers that it is in compliance with its disclosure obligations under Listing Rule 3.1 and will ensure that pertinent information where appropriate will be released to the market in a timely manner

This Company has now withdrawn from its takeover of AMC as the position of that company, including its internal and capital restructuring, has changed since the date of the bidder's statement being 4 February 2014.

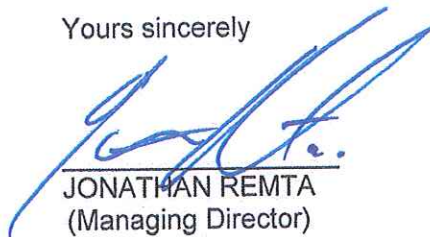
The proposed takeover of BML is also being withdrawn as this Company will now purchase the assets of BML which represent the Cambodian mineral concession holdings.

The takeover offers for both AMC and BML closed on 31 May 2014 without the conditions applying to those offers being satisfied. As such, any acceptances by the target shareholders of this Company's offers (and any contracts resulting from acceptances) became void.

However this Company continued its discussions with the two targets up to the present time with the view to new possible corporate relations including a fresh takeover offer for AMC. Unfortunately the internal and capital restructuring being undertaken by AMC meant that it was not possible to propose a fresh takeover at this stage.

The discussions with BML have lead to the intended purchase of its assets being its concession holdings and further details of the purchase will shortly be released to the market by this Company.

Yours sincerely



JONATHAN REMTA
(Managing Director)



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8 October 2014

Mr Peter Remta
Director
Brighton Mining Group Limited
18 Lyall Street
SOUTH PERTH WA 6151

By email: peterremta@westchester.net.au

Dear Mr Remta,

Brighton Mining Group Limited ("Company")

We note that the securities of the Company were suspended from official quotation on 1 October 2014 under Listing Rule 17.5 for failing to lodge its audited annual accounts for the year ended 30 June 2014 as required by Listing Rule 4.5 by 30 September 2014.

As explained in section 4.23 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*:

Where an entity has been suspended from quotation under [Listing Rule 17.5] for breaching an ASX Listing Rule, ASX will expect the entity to make an immediate announcement to the market to that effect, explaining the reason for the breach and when the entity expects to be in a position to rectify the breach so that trading in its securities can resume.

We are writing to you because you have not complied with this guidance. Accordingly, we ask that you answer each of the following questions:

1. Please explain why the audited annual accounts were not lodged by the due date.
2. When does the Company expect to be able to lodge the audited annual accounts so that trading in its securities can resume?
3. What arrangements does the Company have in place, or propose to put in place, to ensure that it will be able to comply with its reporting obligations under the Listing Rules in a timely manner in the future?
4. Please confirm that the Company is in compliance with its disclosure obligations pursuant to Listing Rule 3.1.

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than 5:00 pm (WST) on Friday, 10 October 2014.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at fiona.murphy@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

ASX would remind the Company that its obligation to comply with the Listing Rules, and in particular the continuous disclosure requirements in Listing Rule 3.1, is not affected by the suspension of its securities from quotation (see Listing Rule 18.6).

Should the Company's suspension from quotation continue, ASX would also remind it of the recommendation in section 4.23 of Guidance Note 8 that it implement a system of periodic (monthly or quarterly) disclosures to ensure that the market and its security holders are provided with regular updates as to its status and, in particular, the plans it may have for trading in its securities to resume and its progress in implementing those plans. If the Company fails to make such disclosures voluntarily at least quarterly, it may be required by ASX to provide such information to ASX for release to the market.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Fiona Murphy

Senior Adviser, Listings Compliance (Perth)