

14 February 2018

Ms Isabelle Andrews Adviser Listing Compliance (Perth) Australian Securities Exchange Level 40 Central Park 152-158 St Georges Terrace PERTH WA

Dear Ms Andrews,

RE: MEC Resources Ltd - Response to ASX Query

In response to your letter dated 9 February 2018, MEC Resources Ltd ("MMR" or "the Company") is pleased to confirm as follows:

As detailed in MMR's recent submissions to the ASX dated 1 February 2018, the negotiation of the full form farm-in terms between Asset Energy Pty Ltd, Bounty Oil and Gas NL and RL Energy Pty Ltd (together, the **Joint Venture Participants**) (**Farm-in Agreement**) is progressing.

While negotiations are still ongoing, the parties are discussing an option whereby the current Joint Venture Participants will fund the 2D seismic works, following which they will enter into a two-phased farm-in with RL Energy in respect of the 3D seismic works which will involve the 3D work being be split into two phases; the first phase will be funded by RL Energy's existing cash resources and the second phase (subject to satisfaction of conditions precedent) will be subject to RL Energy securing further funding at the relevant time.

1. Please provide the name of the party or parties which are RL Energy's financial backers referred to in the Announcement (together the "Financial Backers").

As a result of the developments referred to above, if negotiations conclude on the basis which is currently being discussed, RL Energy will only be committed to expend amounts in relation to the first phase of the 3D seismic-related work. This is a change from the position previously outlined, but for completeness, the discussions MMR previously referred to took place before the current round of discussions and Asset has now confirmed to MMR that RL Energy has its own cash resources sufficient to fund the first phase of the 3D seismic works.

RL Energy is currently financially supported by its main shareholder, Rubylloyd Pty Ltd. Based on the current draft terms of the Farm-in Agreement, RL Energy does not require third party funding (other than that to be provided by Rubylloyd to RL Energy) to discharge its obligations under the Farm-in Agreement in respect of phase 1 of the 3D seismic works.



2. Please advise what information MMR now has in its possession about the financial capacity of RL Energy to perform its obligations in relation to the farmin referred to in the Announcement ("Farmin").

Asset Energy has provided MMR with documentary evidence in the form of a bank statement of Rubylloyd which demonstrates that RL Energy has sufficient funds to discharge its obligations in respect of phase 1 of the Farm-in Agreement (as outlined above) without recourse to third party funding. Phase 1 is anticipated to be at a cost around \$300,000.

RL Energy is continuing its discussions with other interested parties to fulfil the funding obligations of the phase 2 3D seismic acquisition should all necessary conditions precedent be fulfilled. These discussions are at various stages of completeness and details will be provided once the relevant party (or parties) and agreement has been determined.

At the time of initial discussions with RL Energy, the Joint Venture Participants were informed that RL Energy was in positive discussions with an ASX listed oil and gas explorer regarding funding Phase 2 of the transaction. In that regard, we understand RL is continuing those discussions. It is this party that was referred to in the response dated 1 February 2018, however while those negotiations are continuing, and there can be no guarantee that the provision of funding to finalise the phase 2 3D seismic works will be finalised with that party.

3. Please confirm that the Company is in compliance with the listing rules and, in particular, Listing Rule 3.1.

The Company believes it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

4. Please confirm that MMR's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MMR with delegated authority from the board to respond to ASX on disclosure matters.

This response has been authorised and approved by the Board of MEC Resources Ltd.

Yours sincerely

GOH HOCK CHAIRMAN





9 February 2018

Ms Deborah Ambrosini Company Secretary MEC Resources Limited PO Box 882 West Perth WA 6006

By email:

Dear Ms Ambrosini

MEC Resources Limited ("MMR")

ASX Limited ("ASX") refers to the following.

A. MMR's response dated 1 February 2018 to ASX's letter, dated 30 January 2018 (both attached to this letter), which states, amongst other things. that:

"The joint venture (comprised of Asset and Bounty Oil and Gas) undertook significant due diligence enquiries on the financial and technical capabilities of RL Energy."

And

"Enquiries undertaken by the joint venture parties or their representatives included meetings with RL Energy and the Chairman of the party identified as RL Energy's financial backers prior to signing the terms sheet. Further, a review of the financial position of the party concerned was also undertaken to verify information obtained at those meetings. The result of those enquiries was that the joint venture parties were satisfied for the purposes of entering into the terms sheet (which is expressed to be subject to execution of a full form joint venture agreement and regulatory approvals) that RL Energy had adequate capacity to perform its obligations in relation to the transaction."

B. MMR's announcement of 5 December 2017 entitled "Advent Energy - PEP 11 Term Sheet for Farmin" (the "Announcement") disclosing amongst other things:

"MEC Resources Ltd (ASX: MMR) ("the Company" or "MEC") is pleased to advise that a binding term sheet for a conditional farmin to Petroleum Exploration Permit 11 ("PEP11") has been agreed between Asset Energy Pty Ltd, Bounty Oil and Gas NL (ASX: BUY) ("Bounty"), and RL Energy Pty Ltd."

"Asset Energy Pty Ltd is a wholly owned subsidiary of MEC investee Advent Energy Ltd, and presently holds 85% of PEP11 and is Operator of that title.

The binding term sheet outlines a proposed conditional agreement between the existing title holders (Asset Energy and Bounty) and RL Energy. It provides for RL Energy to complete the current 2D seismic work commitment, inclusive of acquisition, processing and interpretation, for PEP11 to earn a 10% Working Interest in PEP11, by spending 85% of the costs in this survey up to a capped amount.



Furthermore, the proposed agreement provides RL Energy an option to acquire 3D seismic data to meet the future 500km2 PEP11 permit work commitment (inclusive of acquisition, processing and interpretation), thereby earning a further 50% working interest in PEP11 by spending 85% of the costs of this survey up to a capped amount. Asset Energy Pty Ltd will receive a contribution to the costs incurred to date on meeting the 2D seismic commitment upon RL Energy committing to acquire the 3D seismic data under the proposed farmin agreement option.

The agreement also considers an expedited 3D seismic acquisition option, whereby RL Energy will expedite acquisition of a larger scale 3D seismic survey in PEP11 in an early timeframe, and in lieu of the planned 2D seismic survey. RL Energy shall earn 60% working interest in PEP11 should it complete this expedited 3D seismic option."

"RL Energy has significant financial backing and has the technical capability to undertake the proposed work programs."

C. MMR's annual report for the financial year ended 30 June 2017, released on 25 September 2017, which included the statement, amongst other things:

"MEC has a controlling interest in the unlisted energy explorer Advent Energy Ltd ("Advent") of 44.29%."

And

"MEC owns 44.29% equity interest in Advent and its subsidiaries and consequentially does not control more than half of the voting power of those shares. However, two members of the Board of MEC are on the Board of Advent and therefore has the ability to partake in decisions to add and remove directors of Advent. MEC directors abstain from Board decisions in Advent where a conflict exists and the two independent Directors have the decision-making power. MEC has control over the financial and operating policies of Advent. Therefore, Advent is controlled by the Group and is consolidated in these financial statements."

D. ASX's Compliance Update 7/16 released on 25 July 2016 that included the following:

Continuous Disclosure - Naming Counterparties to Material Transactions

ASX has recently identified a number of instances where listed entities have announced a material transaction without disclosing the identity of the other party or parties to the transaction. The transactions have included binding and non-binding terms sheets or memoranda of understanding for acquisitions or disposals of assets, off-take agreements, distribution agreements, strategic investments and financing arrangements.

ASX considers that if a transaction is sufficiently material to warrant disclosure under Listing Rule 3.1, the identity of the other party or parties will generally itself be material information that must also be disclosed under that rule. Such information is required by investors and their professional advisers to understand the ramifications of the transaction and to assess its impact on the price or value of the entity's securities.

Where there is little or no information regarding the other party or parties in the public domain (for example, because they are private companies), the announcement should also include a summary of the due diligence undertaken by the listed entity on their financial and other capacity to perform their obligations in relation to the transaction.



If ASX finds instances where a listed entity has not disclosed an appropriate level of information about the other party or parties to a material transaction, ASX will not hesitate to suspend trading in the entity's securities until the information has been released to the market.

Listed entities are also reminded that they must comply with their disclosure obligations under Listing Rule 3.1, even where they are party to a confidentiality or non-disclosure agreement that might otherwise require them to keep information confidential. ASX therefore will not accept as an excuse from a listed entity for not disclosing an appropriate level of information about the other party or parties to a material transaction that the entity is subject to confidentiality obligations prohibiting that disclosure.

For further information, entities should refer to ASX Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 - 3.1B.

Listing Rules and Guidance

- E. 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 Company's securities.
- F. The definition of "aware" in Chapter 19 of the Listing Rules. This definition states that:
 - "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."
 - Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 3.1B "When does an entity become aware of information?"*
- G. ASX's policy position on the concept of "the contents of announcements under Listing Rule 3.1" which is detailed in section 4.15 of Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 3.1B "Guidelines on the contents of announcements under Listing Rule 3.1". In particular, the Guidance Note states as follows.

"Wherever possible, an announcement under Listing Rule 3.1 should contain sufficient detail for investors or their professional advisers to understand its ramifications and to assess its impact on the price or value of the entity's securities."

"It is open to an entity which signs a market sensitive agreement to lodge a copy of the agreement on the ASX Market Announcements Platform, if it wishes to do so. This will help to reduce the amount of material about the agreement that needs to be included in its announcement and also avoid any issues about whether any material terms of the agreement have been properly disclosed. However, ASX recognises that there are cases where an entity will not wish to lodge a copy of an agreement on the ASX Market Announcements Platform. In those cases, the announcement about the agreement should contain a fair and balanced summary of the material terms of the agreement and include any other material information that could affect an investor's assessment of its impact on the price or value of the entity's securities."

"An announcement under Listing Rule 3.1 must be accurate, complete and not misleading."

H. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.



- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:
 - *3.1A.1 One or more of the following 5 situations applies:*
 - It would be a breach of a law to disclose the information;
 - The information concerns an incomplete proposal or negotiation;
 - The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - The information is generated for the internal management purposes of the entity; or
 - The information is a trade secret; and
 - 3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - 3.1A.3 A reasonable person would not expect the information to be disclosed."
- I. Listing Rule 18.7, which states as follows.

"An entity must give ASX any information, document or explanation that ASX asks for to enable it to be satisfied that the entity is, and has been, complying with the Listing Rules. The entity must do so within the time specified by ASX. ASX may submit, or require the entity to submit, any information given to ASX to the scrutiny of an expert selected by ASX. The entity must pay for the expert."

Pursuant to Listing Rule 18.7, ASX requires the Company to answer the following questions in a format suitable for release to the market.

- 1. Please provide the name of the party or parties which are RL Energy's financial backers referred to in the Announcement (together the "Financial Backers").
- 2. Please advise what information MMR now has in its possession about the financial capacity of RL Energy to perform its obligations in relation to the farmin referred to in the Announcement ("Farmin").
- 3. Please confirm that MMR is in compliance with the listing rules and, in particular, Listing Rule 3.1.
- 4. Please confirm that MMR's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MMR with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

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 **05:00 pm WST on Wednesday 14 February 2018**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, MMR's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.



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 tradinghaltsperth@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.

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

Yours sincerely,

[sent electronically without signature]

Isabelle Andrews

Adviser, Listings Compliance (Perth)



1 February 2018

Ms Isabelle Andrews Adviser Listing Compliance (Perth) Australian Securities Exchange Level 40 Central Park 152-158 St Georges Terrace PERTH WA

Dear Ms Andrews,

RE: MEC Resources Ltd - Response to ASX Query

In response to your letter dated 30 January 2018 MEC Resources Ltd ("MMR" or "the Company") is pleased to confirm as follows:

 Please advise the date the binding terms sheet was signed by MMR and RL Energy Pty Ltd ("RL Energy")

MMR is not a party to the binding terms sheet and did not sign the terms sheet. Asset Energy Pty Ltd ("Asset") (a wholly owned subsidiary of Advent Energy Ltd) signed the binding terms sheet with Bounty Oil and Gas (ASX:BUY) and RL Energy Pty Ltd on the afternoon of 4 December 2017. MMR holds a 47% shareholding in Advent Energy.

After receiving approval to the form of the announcement from all parties concerned on the evening of 4 December 2017, an announcement was immediately uploaded to the ASX MMR platform for release when the market opened on 5 December 2017.

2. Did MMR undertake due diligence enquiries on the financial and other capacity of RL Energy to perform its obligations in relation the transaction referred to in the Announcement prior to signing the binding term sheet.

The joint venture (comprised of Asset and Bounty Oil and Gas) undertook significant due diligence enquiries on the financial and technical capabilities of RL Energy.

3. If the answer to questions 2 is "yes", please advise what enquiries were made and what was the result of those enquiries?

Enquiries undertaken by the joint venture parties or their representatives included meetings with RL Energy and the Chairman of the party identified as RL Energy's financial backers prior to signing the terms sheet. Further, a review of the financial position of the party concerned was also undertaken to verify information obtained at those meetings. The result of those enquiries was that the joint venture parties were satisfied for the purposes of entering into the terms sheet (which is expressed to be subject to execution of a full form joint venture agreement and regulatory approvals) that RL Energy had adequate capacity to perform its obligations in relation to the transaction.

4. If the answer to question 2 was "no", does MMR consider the fact that it has not undertaken due diligence enquiries into the capacity of RL Energy to meet its funding obligations in relation to the transaction referred to in the Announcement prior to signing the binding terms sheet to be information that a reasonable person would expect to have a material effect on the price or value of its securities, given the other information included in the Announcement.

Not applicable. Refer to the response to question 2.

5. Please confirm that the Company is in compliance with the listing rules and, in particular, Listing Rule 3.1.

The Company believes it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

 Please confirm that MMR's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MMR with delegated authority from the board to respond to ASX on disclosure matters.

This response has been authorised and approved by the Board of MEC Resources Ltd.

Yours sincerely

GOH HOCK CHAIRMAN



30 January 2018

Ms Deborah Ambrosini Company Secretary MEC Resources Limited PO Box 882 West Perth WA 6006

By email:

Dear Ms Ambrosini

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"Asset Energy Pty Ltd is a wholly owned subsidiary of MEC investee Advent Energy Ltd, and presently holds 85% of PEP11 and is Operator of that title.

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Furthermore, the proposed agreement provides RL Energy an option to acquire 3D seismic data to meet the future 500km2 PEP11 permit work commitment (inclusive of acquisition, processing and interpretation), thereby earning a further 50% working interest in PEP11 by spending 85% of the costs of this survey up to a capped amount. Asset Energy Pty Ltd will receive a contribution to the costs incurred to date on meeting the 2D seismic commitment upon RL Energy committing to acquire the 3D seismic data under the proposed farmin agreement option.

The agreement also considers an expedited 3D seismic acquisition option, whereby RL Energy will expedite acquisition of a larger scale 3D seismic survey in PEP11 in an early timeframe, and in lieu of the planned 2D seismic survey. RL Energy shall earn 60% working interest in PEP11 should it complete this expedited 3D seismic option."

"RL Energy has significant financial backing and has the technical capability to undertake the proposed work programs."

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Where there is little or no information regarding the other party or parties in the public domain (for example, because they are private companies), the announcement should also include a summary of the due diligence undertaken by the listed entity on their financial and other capacity to perform their obligations in relation to the transaction.

If ASX finds instances where a listed entity has not disclosed an appropriate level of information about the other party or parties to a material transaction, ASX will not hesitate to suspend trading in the entity's securities until the information has been released to the market.

Listed entities are also reminded that they must comply with their disclosure obligations under Listing Rule 3.1, even where they are party to a confidentiality or non-disclosure agreement that might otherwise require them to keep information confidential. ASX therefore will not accept as an excuse from a listed entity for not disclosing an appropriate level of information about the other party or parties to a material transaction that the entity is subject to confidentiality obligations prohibiting that disclosure.

For further information, entities should refer to ASX Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 - 3.1B.

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- C. 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 Company's securities.
- D. The definition of "aware" in Chapter 19 of the Listing Rules. This definition states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information?"*

E. ASX's policy position on the concept of "the contents of announcements under Listing Rule 3.1" which is detailed in section 4.15 of Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "Guidelines on the contents of announcements under Listing Rule 3.1". In particular, the Guidance Note states as follows.



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"It is open to an entity which signs a market sensitive agreement to lodge a copy of the agreement on the ASX Market Announcements Platform, if it wishes to do so. This will help to reduce the amount of material about the agreement that needs to be included in its announcement and also avoid any issues about whether any material terms of the agreement have been properly disclosed. However, ASX recognises that there are cases where an entity will not wish to lodge a copy of an agreement on the ASX Market Announcements Platform. In those cases, the announcement about the agreement should contain a fair and balanced summary of the material terms of the agreement and include any other material information that could affect an investor's assessment of its impact on the price or value of the entity's securities."

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- F. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
 - "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:
 - 3.1A.1 One or more of the following 5 situations applies:
 - It would be a breach of a law to disclose the information;
 - The information concerns an incomplete proposal or negotiation;
 - The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - The information is generated for the internal management purposes of the entity; or
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Pursuant to Listing Rule 18.7, ASX requires the Company to answer the following questions in a format suitable for release to the market.

1. Please advise the date the binding term sheet was executed by MMR and RL Energy Pty Ltd ("RL Energy").



- 2. Did MMR undertake due diligence enquiries on the financial and other capacity of RL Energy to perform its obligations in relation to the transaction referred to in the Announcement prior to signing the binding term sheet?
- 3. If the answer to question 2 is "yes", please advise what enquiries were made and what was the result of those enquiries.
- 4. If the answer to question 2 is "no", does MMR consider the fact that it had not undertaken due diligence enquiries into the capacity of RL Energy to meet its funding obligations in relation to the transaction referred to in the Announcement prior to signing the binding term sheet to be information that a reasonable person would expect to have a material effect on the price or value of its securities, given the other information included in the Announcement?
- 5. Please confirm that the Company is in compliance with the listing rules and, in particular, Listing Rule 3.1
- 6. Please confirm that MMR's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MMR with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

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 **06:30 am WST on Friday 2 February 2018**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, MMR's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

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 tradinghaltsperth@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.

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

Yours sincerely,

[sent electronically without signature]

Isabelle Andrews

Adviser, Listings Compliance (Perth)