

5th June 2018

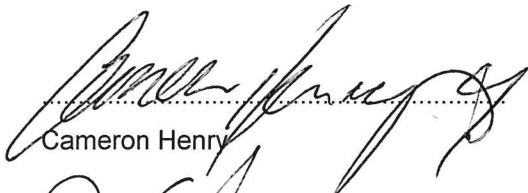
Ms Madeleine Green
Adviser, Listing Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Madeleine

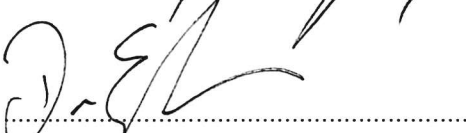
STATEMENT TO ASX - LISTING RULE 1.2.6

In compliance with ASX Listing Rule 1.2.6, we, the undersigned, being the directors of Primero Group Limited ACN 149 964 045 (**Company**) confirm that we have made enquiries and nothing has come to our attention to suggest that the Company is not continuing to earn profit from continuing operations up to the date of the ASX listing application.

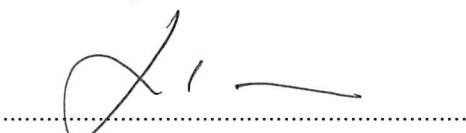
Date: 2018



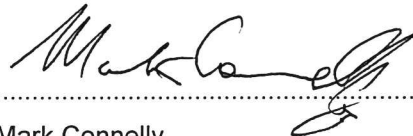
Cameron Henry



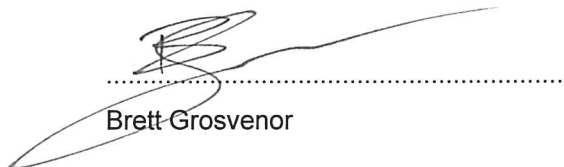
Dean Ercegovic



Luke Graham



Mark Connelly



Brett Grosvenor