



BRIGHTON MINING GROUP LIMITED

ACN 140818686

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WEBSITE: www.brightonmininggroup.com.au

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

2 December 2014

Dear Mr Tippet

I refer to your letter of 27 November 2014 regarding the cash flow report by this Company in the form of appendix 5B for the quarterly period ended on 31 October 2014.

This Company has considered your letter and responds as follows:

1. The conclusion on the basis of the information provided in the appendix 5B would be correct but the situation is covered by the funding presently being undertaken by this Company.

This Company has arranged loans (which are the subject of its announcement on 10 April 2014) for working capital purposes and is also being financially supported by its major shareholders and other parties.

2. While this Company does expect to have negative operating cash flows in the future, it also expects to have sufficient funds as working capital in order to continue its future operations at the rate indicated in the Appendix 5B due to the funding arrangements as described in the response to the first question.
3. This Company considers that its exploration and mining operations would more than amply meet its business objectives and warrant its continued listing.
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 financial arrangements which should warrant its continued listing.

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

Yours sincerely

COLIN McDONALD
(Company Secretary)



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PERTH WA 6840

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27 November 2014

Colin McDonald
Company Secretary
Brighton Mining Group Ltd
Suite 1A, Level 1
7 Ventnor Avenue
West Perth WA 6005

By email: c.mcdonald@iinet.net.au

Dear Colin

Brighton Mining Group Ltd (“Company”)

I refer to the Company’s Quarterly Report in the form of Appendix 5B for the period ended 30 September 2014, released to ASX Limited (“ASX”) on 31 October 2014, (the “Appendix 5B”).

ASX notes that the Company has reported the following.

1. Receipts from product sales of nil.
2. Net negative operating cash flows for the quarter of \$149,000.
3. Cash at end of quarter of \$62,000.
4. Estimated cash outflows for the next quarter of \$155,000 on exploration, evaluation and administration.

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

1. It is 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 (and at the rate anticipated for the next 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?
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 the guidance note titled "Continuous disclosure: listing rule 3.1".

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 **Ben.Tippett@asx.com.au**. It should not be sent to the ASX Market Announcements Office.

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 **3.00 pm WST on Tuesday 2 December 2014**.

If you have any queries please let me know.

Yours sincerely,

[sent electronically without signature]

Ben Tippett
Adviser, Listings Compliance (Perth)