K2 ENERGY LTD.
ACN 106 609 143

7th September 2015

The Manager – Listings Compliance
Attn: Emma Badhni
Australian Stock Exchange
20 Bridge Street
Sydney NSW 2000

Dear Ms Badhni,

<u>Price Query</u>

We refer to your letter dated 7th September 2015 referring to an increased volume of trading and increased price in the price of the Company's securities.

We reply to your questions raised in your letter as follows:-

1. The Company is not aware of any information concerning it that has not been announced which, if known, could be an explanation for recent trading in the securities of the Company, other than as detailed in point 3 below.
2. Not applicable.
3. Yes. The Company has become aware of a blog posting on an investor website, which speculates as to the value of K2 Energy's shareholding in MEARS Technologies Inc. K2 Energy is unaware as to the pricing which may be attributed to a future IPO of MEARS Technologies Inc. Any such pricing would be determined closer to the date of an IPO.

   As at 30 June 2015, K2 Energy held a direct shareholding of 5.339% in MEARS Technologies Inc. and a fully diluted interest of 12.092%. K2 Energy also holds a convertible note of $1.3 million with MEARS Technologies Inc.

   The Company has no known other explanation for the price change and increase in volume in the securities of the Company.
4. The Company confirms it is in compliance with the Listing Rules and in particular Listing Rule 3.1.

Yours faithfully,

T A Flitcroft
Company Secretary

Level 2, Kyle House,
27 Macquarie Place,
Sydney, 2000
Australia

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7 September 2015

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Mr Terry Flitcroft
Company Secretary
K2 Energy Limited
Level 2
27 Macquarie Place
Sydney NSW 2000

By Email

Dear Mr Flitcroft,

K2 Energy Limited (the "Company"): ASX price query

We have noted a change in the price of the Company's securities from a low of $0.03 on Friday 4 September 2015 to a high of $0.062 at the time of writing today.

We also note an increase in the trading volumes of the Company's securities.

In light of the price and volume increase, ASX Limited ("ASX") asks you to respond separately to each of the following questions.

1. Is the Company aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

2. If the answer to question 1 is "yes":

   a) Is the Company relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

      Please note that the recent trading in the Company's securities would suggest to ASX that such information may have ceased to be confidential and therefore the Company may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.

   b) Can an announcement be made immediately?

      Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).

   c) If an announcement cannot be made immediately, why not and when is it expected that an announcemant will be made?

3. If the answer to question 1 is "no", is there any other explanation that the Company may have for the recent trading in its securities?

4. Please confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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 no later than **4.00 p.m. AEST today, Monday 7 September 2015**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Company's securities under Listing Rule 17.3.

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, the Company'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. It should <u>not</u> 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.

Listing Rule 3.1

Listing Rule 3.1 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. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Company to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Company's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in the Company's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

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

Yours sincerely

(sent electronically without signature)

Emma Badhni
Manager, Listings Compliance (Sydney)