

11 September 2017

Dale Allen  
Australian Securities Exchange  
Level 40, Central Park  
152 St Georges Terrace  
PERTH WA 6000  
BY EMAIL: dale.allen@asx.com.au

Dear Dale

### **RMX ASX AWARE LETTER**

We refer to your letter dated 7 September 2017 and respond to the questions raised in your letter as follows:

1. *Does RMX consider the information contained in the Company Update announcement, in particular the improved earn in terms, and placement to fund the earn in to be information that a reasonable person would expect to have a material effect on the price or value of its securities?*

Yes.

2. *If the answer to question 1 is "no", please advise the basis for that view.*

Not applicable.

3. *When did RMX first become aware of the improved earn in terms in relation to the Mokabe-Kasiri Cobalt copper Project? In answering this question, please specify the date and time that RMX first became aware of this information.*

The improved earn-in terms, together with the addition of significant additional tenure, were contained in an amendment agreement with the introducer of the Mokabe-Kasiri Cobalt-Copper project (**Project**), CoCu Pty Ltd.

A director of CoCu Pty Ltd (**CoCu**), Mr John Cross, was in the Democratic Republic of Congo (**DRC**) during the week beginning 28 August, 2017 and negotiations with Mr Cross and Mr Paul Hanna (a Perth based director of CoCu Pty Ltd) in respect of the amendment agreement concerning the altered commercial terms and the inclusion of additional tenure, continued until the evening of Thursday 31 August 2017.

The amendment agreement was executed by Mr Cross in the DRC on Friday 1<sup>st</sup> September, and was sent by email to Mr King of RMX. Such e-mail was received by Mr King and timestamped 12.48pm WST on Friday 1 September, 2017. Given the 6 hour time difference between the DRC and Perth, the Company had not expected to receive the fully signed document during trading hours. Nevertheless, Mr King sent a response e-mail to Mr Cross and Mr Hanna at 12.50 pm WST on Friday 1 September noting that the final condition precedent to effectiveness of the overall agreement regarding tenure needed to be confirmed, and that he would revert once that was completed. The issue of tenure was fundamental to the Company in light of the issues that other foreign companies operating in the DRC had experienced, but also due to the fact that the Project area had, earlier in the transaction process with CoCu, been reduced (from 350 km<sup>2</sup> to 116km<sup>2</sup>). The Company was therefore anxious to ensure that the agreed tenure package comprising 116km<sup>2</sup> was in place. After

reviewing the additional licenses that had recently been issued and which now formed part of the Project tenure package, Mr King spoke to Mr Hanna at approximately 2.15pm WST on this critical issue and to confirm that the condition precedent was satisfied and that the amendment agreement was therefore effective.

4. ***When did RMX first become aware of the “firm commitments” from professional and sophisticated investors to raise \$735,000? In answering this question, please specify the date and time that RMX first became aware of this information.***

This confirmation was provided via email from the lead manager to the Board at 4.12pm WST on Tuesday 5 September 2017.

5. ***If RMX first became aware of the likelihood of improved terms before the Trading Halt Request was lodged on the Market Announcements Platform (“Platform”), did RMX make any announcement prior to the Trading Halt Request which clearly disclosed this information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RMX was obliged to release this information under Listing Rules 3.1 and 3.1A, and what steps RMX took to ensure that this information was released promptly and without delay.***

As above RMX became aware of the improved terms by way of an e-mail that delivered the fully signed amendment agreement which was received at 12.48pm on Friday 1 September, 2017. The amendment agreement (and indeed the whole transaction to earn-into the Project) was contingent on the entire tenure package being in place which was not confirmed until the afternoon of Friday 1 September. Accordingly, RMX did not have the opportunity to lodge an announcement disclosing the improved terms prior to the trading halt request.

6. ***If RMX first became aware of the likelihood of “firm commitments” from professional and sophisticated investors to raise \$735,000 before the Trading Halt Request was lodged on the Market Announcements Platform (“Platform”), did RMX make any announcement prior to the Trading Halt Request which clearly disclosed this information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RMX was obliged to release this information under Listing Rules 3.1 and 3.1A, and what steps RMX took to ensure that this information was released promptly and without delay.***

Not applicable.

7. ***Please confirm that RMX is in compliance with the Listing Rules, in particular, Listing Rule 3.1.***

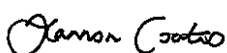
Confirmed.

8. ***Please confirm that RMX’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 RMX with delegated authority from the Board to respond to ASX on disclosure matters.***

Confirmed.

Please do not hesitate to contact me if further information is required.

Yours sincerely



Shannon Coates  
Company Secretary



7 September 2017

Ms Shannon Coates  
Red Mountain Mining Limited  
Suite 5, 62 Ord Street  
West Perth WA 6005

By email

Dear Ms Coates

**RED MOUNTAIN MINING LIMITED (“RMX”): ASX AWARE LETTER**

ASX Limited (“ASX”) refers to the following.

1. RMX’s response to an ASX Price Query letter released to the market at 7.10pm AEST on Thursday, 24 August 2017 (“Price Query Response”), disclosing, amongst other things, the following.
  - 1.1. “That the Company is not 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 the Company’s securities.”
  - 1.2. “As previously announced, the Company is continuing to work towards ensuring that required due diligence matters are in place in order that it can proceed with its proposed earn in to the DRC based Mokabe-Kasiri Cobalt-Copper Project. The Company will update the market as and when required in this respect. The Company confirms it is in compliance with the Listing Rules, in particular 3.1.”
2. Trading in RMX’s securities during the period Tuesday, 29 August 2017 to Friday, 1 September 2017, where RMX’s share price increased from a closing price of \$0.012 on 29 August 2017, reaching a high of \$0.023 on Friday, 1 September 2017 (an increase of 91%) on higher than usual volumes, (“29 August to 1 September Trading”).
3. RMX’s request for a trading halt released to the market on Monday, 4 September 2017 at 9.27 AEST pending *“the release of an announcement on capital raising activities and an update on the Mukabe-Kasari Cobalt-Copper project”* (“Trading Halt Request”).
4. RMX’s announcement released to the market at 9.43am AEST on Wednesday, 6 September 2017 (“Company Update”), disclosing, amongst other things, the following.
  - 4.1. “RMX to proceed with earn-in to acquire up to 90% of Mokabe-Kasari Cobalt Copper project located in world famous DRC Copper belt.”
  - 4.2. “Due diligence finalised, including site visit by CSA Global – grades up to 0.5% Cobalt.”
  - 4.3. “Phase 1 exploration to commence immediately and to target high-grade Cobalt zones.”



- 4.4. “Improved Earn-in terms completed.”
- 4.5. “Placement to fund work programme together with assessment of additional opportunities completed.”

### **Listing Rules and Guidance**

5. 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 an entity’s securities.

6. 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”*.

7. 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 requirements is satisfied in relation to the information:*

*3.1A.1 One or more of the following 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.”*

8. ASX’s policy position on the concept of “confidentiality” which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “Listing Rule 3.1A.2 – the requirement for information to be confidential”*. In particular, the Guidance Note states that:



*“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

### **ASX Queries**

Having regard to the above, ASX asks RMX to respond separately to each of the following questions and requests for information in a format suitable for release to the market.

1. Does RMX consider the information contained in the Company Update announcement, in particular the improved earn in terms, and placement to fund the earn in to be information that a reasonable person would expect to have a material effect on the price of value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did RMX first become aware of the improved earn in terms in relation to the Mokabe-Kasari Cobalt Copper Project? In answering this question, please specify the date and time that RMX first became aware of this information.
4. When did RMX first become aware of the ‘firm commitments’ from professional and sophisticated investors to raise \$735,000? In answering this question, please specify the date and time that RMX first became aware of this information.
5. If RMX first became of the likelihood of improved earn in terms before the Trading Halt Request was lodged on the Market Announcements Platform (“Platform”), did RMX make any announcement prior to the Trading Halt Request which clearly disclosed this information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RMX was obliged to release this information under listing rules 3.1 and 3.1A, and what steps RMX took to ensure that this information was released promptly and without delay.
6. If RMX first became of the likelihood of ‘firm commitments’ from professional and sophisticated investors to raise \$735,000 before the Trading Halt Request was lodged on the Platform, did RMX make any announcement prior to the Trading Halt Request which clearly disclosed this information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RMX was obliged to release this information under listing rules 3.1 and 3.1A, and what steps RMX took to ensure that this information was released promptly and without delay.
7. Please confirm that RMX is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
8. Please confirm that RMX’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 RMX 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 7.00am AWST on Tuesday, 12 September 2017**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in RMX'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, RMX'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 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](mailto: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 Platform.

### **Listing Rules 3.1 and 3.1A**

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 an entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of RMX 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 RMX'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, you should discuss with us whether it is appropriate to request a trading halt in RMX'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*.

Please contact me if you have any queries or concerns about the above.

Yours sincerely

*[sent electronically without signature]*

Dale Allen  
**Senior Adviser, ASX Listings Compliance (Perth)**