



14 February 2017

Mr Chris Bailey  
ASX Adviser  
ASX Compliance Pty Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Chris

**RE: RESPONSE TO ASX APPENDIX 5B QUERY**

Mindax Limited ("Company") (ASX: MDX) refers to your letter dated 9 February 2017 ("Letter") in relation to the Company's Quarterly Cashflow Report in the form of Appendix 5B for the period ended 31 December 2017 ("Appendix 5B").

In accordance with the request made in the Letter, set out below are the Company's responses.

**1. Does the Entity expect that it will continue to have negative operating cash flows for the time being and, if not, why not?**

**Response:** The Company, being an exploration company, expects that it will have negative operating cash flows for the time being.

**2. Has the Entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?**

**Response:** The Company continues to actively seek additional sources of working capital and is in discussions with an investor. The Company has a reasonable expectation that additional funds will be secured.

**3. Does the Entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?**

**Response:** In the event the Company is successful in raising additional funds, it will enable the Company to continue operations. However, if funds are not received from current endeavors the Company will be required to accelerate discussions regarding the re-financing of the Company as noted in the response at 4 below.

**4. Please provide any other information the Entity considers may be relevant to ASX forming an opinion on whether the Entity is in compliance with Listing Rule 12.2.**

**Response:** In relation to Listing Rule 12.2, the adequacy of the Company's financial position is dependent upon the success of future fund raising activities and the continued support of its major shareholders. Various groups have approached the Company with a range of re-financing and project proposals. Discussions will be regenerated.

**5. Please confirm the Entity is in compliance with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition in accordance with that Rule that has not already been released to the market?**

**Response:** The Company confirms, to the best of its knowledge, that it is in compliance with Listing Rule 3.1.

I confirm the responses to the questions above have been authorised and approved by an officer of MDX with delegated authority from the board to respond to ASX on disclosure matters

Yours faithfully



**Dennis Wilkins**  
**Company Secretary**

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9 February 2017

Mr Dennis Wilkins  
Mindax Limited  
Ground Floor, 20 Kings Park Road  
West Perth WA 6005

By Email: [dennis@dwcorporate.com](mailto:dennis@dwcorporate.com)

Dear Mr Wilkins

**Mindax Limited (“MDX”): Appendix 5B Query**

I refer to MDX’s Appendix 5B quarterly report for the period ended 31 December 2016 lodged with ASX Market Announcements Platform on 31 January 2017 (the “Appendix 5B”).

ASX notes that MDX has reported:

- negative net operating cash flows for the quarter of \$108,000;
- cash at the end of the quarter of \$11,000; and
- estimated cash outflows for the next quarter of \$50,000.

It is possible to conclude, based on the information in the Appendix 5B that if MDX were to continue to expend cash at the rate indicated by the Appendix 5B, MDX may not have sufficient cash to continue funding its operations. In view of that, ASX asks MDX to respond separately to each of the following questions and requests for information:

1. Does MDX expect that it will continue to have negative operating cash flows for the time being and, if not, why not?
2. Has MDX taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?
3. Does MDX expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?
4. Please provide any other information that MDX considers may be relevant to ASX forming an opinion on whether MDX is in compliance with Listing Rule 12.2 (a listed entity’s financial condition must, in ASX’s opinion, be adequate to warrant the continued quotation of its securities and its continued listing).
5. Please confirm that MDX is in compliance with Listing Rule 3.1 and that there is no information about its financial condition that should be given to ASX in accordance with that Rule that has not already been released to the market.

6. Please confirm that MDX'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 MDX 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 **3:00pm AWST on Tuesday 14 February 2017**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in MDX'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, MDX'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 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.

### **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.

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

It should be noted that MDX's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **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 MDX's securities under Listing Rule 17.1.

If you wish to request 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]*

Chris Bailey

**Adviser, Listings Compliance (Perth)**

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