



**BLACKTHORN**  
RESOURCES

4 July 2014

Ms Sandra Wutete  
ASX Compliance Pty Limited  
Level 40, Central Park  
152-158 George's Terrace  
Perth, WA 6000

By Email: Sandra.wutete@asx.com.au

Dear Sandra

We refer to your letter dated 4 July 2014 in respect to the change in price of the Company's securities from a closing price of \$0.15 on Wednesday, 2 July 2014 to an intra-day high of \$0.20 at the time of writing today, Friday 4 July 2014. In response to your query, the Company provides answers to your questions as follows:

1. The Company is not aware of any price sensitive information concerning it that has not been announced to the market which, if known could be an explanation for the recent trading in securities of the Company.
2. Not applicable.
3. As previously announced, the Company has engaged UBS as financial advisor to identify parties who may be interested in assisting the Company to fund the development of its Kitumba Copper Project in Zambia.

We also note our announcement to the ASX on 16 May 2014 the Company has entered into an agreement to sell its interest in the Perkoa Project and its Burkina Faso exploration licences to wholly owned subsidiaries of Glencore Plc for US\$12 million. The transaction is subject to various conditions including approval of the Company's shareholders. The shareholders' meeting is planned to be convened for a date in the first half of August 2014.

In addition, we also note the increase in the price of copper over the last week.

4. The Company believes it is in compliance with Listing Rule 3.1.

If you have any further questions please do not hesitate to contact me.

Yours faithfully

Ravi Underwood  
Chief Financial Officer



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4 July 2014

Mr Ravi Underwood  
Chief Financial Officer  
Blackthorn Resources Limited  
Level 5, Suit 502  
80 William Street  
SYDNEY NSW 2011

By email

Dear Ravi,

**Blackthorn Resources Limited (the "Entity"): ASX price query**

We have noted a change in the price of the Entity's securities from a close of \$0.15 on Wednesday, 2 July 2014 to a high of \$0.20 today, Friday 4 July 2014. We have also noted an increase in the volume of trading in the Entity's securities over this period.

In light of the price change and increase in volume, ASX asks you to respond separately to each of the following questions:

1. Is the Entity 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 Entity relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Please note that the recent trading in the Entity's securities would suggest to ASX that such information may have ceased to be confidential and therefore the Entity 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 announcement will be made?
3. If the answer to question 1 is "no", is there any other explanation that the Entity may have for the recent trading in its securities?
4. Please confirm that the Entity 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 not later 4.00 p.m. AEST today, Friday 4 July 2014. If we do not have

your response by then, ASX will have no choice but to consider suspending trading in the Entity'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 Entity'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 at Sandra.Wutete@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 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 Entity 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 Entity'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 Entity'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]*

Sandra Wutete  
**Adviser, Listings Compliance (Perth)**