



# MONTEZUMA

MINING COMPANY LTD

20 January 2014

Ms Elizabeth Harris  
ASX Limited  
Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

Dear Ms Harris

## MONTEZUMA MINING COMPANY LIMITED – ASX AWARE QUERY

I refer to the ASX aware query from ASX Limited “**ASX**” of 17 January 2014 to Montezuma Mining Company Limited “**the Company**”. Accordingly, the Company provides the following responses:

1. The Company does not believe the information in the announcement would have had a material effect on the price or value of its securities.
2. The Company holds a 15% interest in the Yalbra graphite project with Buxton Resources Limited owning the remaining 85% interest. The Yalbra graphite project is not the Company’s primary project or main focus. The Company continues to work on its 100% owned Butcherbird project, while actively reviewing company growth strategies. Montezuma retains a 15% free carried interest up to a decision to mine in the Yalbra graphite project, then will elect to either contribute on a prorate basis, or dilute to a 1% gross revenue royalty.

Reference to Montezuma Mining Company Limited’s interest in the Yalbra graphite project was disclosed in Appendix: JORC code compliance tables, Section 2 “Mineral tenement and lease tenure status” of the Buxton Resources Limited announcement.

As the Company is a current shareholder of Buxton Resources Limited, together with the interest in the Yalbra graphite project, it formed the view to release this information to its shareholders.

3. Not applicable.
4. Not applicable.
5. The Company confirms that it is in compliance with the Listing Rules and in particular Listing Rule 3.1.

Yours faithfully

John Ribbons  
**Company Secretary**

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17 January 2014

Mr John Ribbons  
Company Secretary  
Montezuma Mining Company Limited  
Ground Floor  
31 Ventnor Street  
WEST PERTH WA 6005

By email: john@dwcorporate.com

Dear John

**Montezuma Mining Company Limited (the “Entity”): ASX aware query**

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

1. The announcement by Buxton Resources Limited (“Buxton”) entitled “*Very High Grade Graphite Drill Intersections – Yalbra*” lodged with ASX Market Announcements Platform and released at 9:16 am EDST on Monday, 13 January 2014 (the “Buxton’s Announcement”), disclosing results of its RC drilling program at the Yalbra Graphite Project located east of Gascoyne Junction in Western Australia.
2. The Entity’s announcement entitled “*Buxton Resources Limited graphite update*” lodged with ASX Market Announcements Platform and released at 12:49 pm EDST on Thursday, 16 January 2014 (the “Announcement”), attaching Buxton’s Announcement.
3. 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 the entity’s securities.
4. 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”*.

5. 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.”*

6. 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.”*

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Entity consider the information in the Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. If the answer to question 1 is “yes”, when did the Entity first become aware of the information.
4. If the answer to question 1 is “yes” and the Entity first became aware of the information before the Entity made the Announcement, did the Entity make any announcement prior to the release of the Announcement which disclosed the 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 the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. 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 than half an hour before the start of trading (**i.e. before 6.30 am (WST) on Tuesday, 21 January 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 [Elizabeth.Harris@asx.com.au](mailto:Elizabeth.Harris@asx.com.au) or by facsimile to 61 8 9221 2020. 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, 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]*

Elizabeth Harris  
**Principal Adviser, Listings Compliance (Perth)**