



15 February 2016

Mr C Bailey
Graduate, Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park, 152-158 St Georges Terrace
Perth WA 6000

chris.bailey@asx.com.au

Dear Mr Bailey

APPENDIX 5B QUERY

We refer to ASX's query letter dated 11 February 2016 in relation to the Company's Appendix 5B for the quarter ended 31 December 2015. The Company responds as follows:

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

Yes, the Company will continue to have negative operating cash flows for the time being and until such time as it is able to procure project finance for development, construction and commissioning of a gold mine at the Shambesai Project.

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?*

In the December 2015 Quarterly Activity Report released at the end of January 2016, the Company noted that it is in discussions with several parties on debt and equity capital raising for both working capital purposes as well as the longer term financing for development of the Shambesai Project. That continues to be the case. Plans for equity capital to provide working capital are advanced and the Board is confident that these will be successfully implemented.

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

The Company expects that it will be able to continue its operations and, subject to procurement of project finance, ultimately meet its business objective of commencing a gold mining operation at the Shambesai Project.

As disclosed in the December 2015 Quarterly Activity Report, the Company continues to improve the economics of the Shambesai Project through reduced pre-production capital cost as well as scheduling and cash flow modelling of a smaller open pit. At the same time the Company has significantly reduced its technical and administrative team, reduced its associated overhead cost and continues to look for additional cost savings.

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4. *Can the Entity confirm that it 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?*

The Company confirms that it 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.

Yours sincerely



Susmit Shah
Company Secretary

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11 February 2016

Susmit Shah
Manas Resources Limited
Level 1, Suite 5, The Business Centre
55 Salvado Road
Subiaco WA 6008

By Email

Dear Mr Shah

Manas Resources Limited (the "Entity") – Appendix 5B Query

I refer to the Entity's quarterly report in the form of Appendix 5B for the period ended 31 December 2015 lodged with ASX Market Announcements Platform on 29 January 2016 (the "Appendix 5B").

ASX notes that the Entity has reported:

- negative net operating cash flows for the quarter of \$947,000;
- cash at the end of the quarter of \$231,000; and
- estimated cash outflows for the next quarter of \$400,000.

It is possible to conclude on the basis of the information provided in the Appendix 5B that if the Entity were to continue to expend cash at the rate for the quarter (and at the rate estimated for the next quarter) indicated by the Appendix 5B, the Entity may not have sufficient cash to continue funding its operations. In view of that, please respond to each of the following questions:

1. Does the Entity expect that it will continue to have negative operating cash flows for the time being and, if not, why not?
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?
3. Does the Entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?
4. Can the Entity confirm that it 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?

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

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 **5:00 pm WST on Monday 15 February 2016**. 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 Chris.Bailey@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, 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 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.

Please feel free to contact me if you have any enquiries on the above.

Yours sincerely,

[sent electronically without signature]

Chris Bailey

Graduate, Listings Compliance (Perth)

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