

8 April 2022



Nicola Mullen

Australian Securities Exchange Limited
Level 40, Central Park
152 – 158 St Georges Terrace
PERTH WA 6000

By email: ListingsCompliancePerth@asx.com.au

Midas Minerals Limited (“MM1”): Aware Query Letter

We refer to your letter dated 6 April 2022, and provide responses to your questions as follows:

1. Does MM1 consider the Information 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.

N/A

3. When did MM1 first become aware of the Information?

Refer below.

4. If the answer to question 1 is “yes” and MM1 first became aware of the Information before the relevant date, did MM1 make any announcement prior to the relevant date 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 MM1 was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps MM1 took to ensure that the information was released promptly and without delay.

The discussions remained confidential at all times and the proposal remained incomplete until after the close of the market Friday 1 April 2022. The parties continued to negotiate and amend potential deal terms until 1 April 2022. Following resolution of the final details of the proposed terms of the transaction by the parties’ respective advisers, the Heads of Agreement embodying those final proposed terms was circulated to the parties on 1 April 2022. The Company’s board considered and approved the Company entering into the Heads of Agreement after the close of market on Friday 1 April 2022. The Company subsequently received the Heads of Agreement executed by Discovex.

As such, the Company had not entered, nor committed itself to entering, into a binding agreement in relation to the transaction until after the close of the market on Friday 1 April 2022 and the Information remained a confidential and incomplete proposal or negotiation for the purposes of Listing Rule 3.1A.1 at all times until after the close of trading on Friday 1 April 2022. MM1 was not aware of any breaches of confidentiality in relation to the Information, and considers that it acted promptly and without delay by releasing the Information on the ASX Market Announcement Platform prior to the commencement of trading on Monday 4 April 2022.

5. Please confirm that MM1 is complying with the Listing Rules and, in particular, Listing Rule 3.1.

The Company is in compliance with the Listing Rules of the ASX and, in particular, Listing Rule 3.1.



6. Please confirm that MM1'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 MM1 with delegated authority from the board to respond to ASX on disclosure matters.

I confirm that the Company'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 the Company with delegated authority from the board to respond to ASX on disclosure matters.

Yours sincerely,

Nicholas Katris
Executive Director



6 April 2022

Reference: 50200

Mr Nicholas Katris
Company Secretary
Midas Minerals Ltd

By Email: nkatris@midasminerals.com

Dear Mr Katris

Midas Minerals Ltd ('MM1'): General – Aware Query

ASX refers to the following:

- A. MM1's announcement entitled "Midas enters Option Agreement to acquire gold and lithium prospects" lodged on the ASX Market Announcements Platform on 4 April 2022 and marked as 'market sensitive' (the 'Announcement'), disclosing MM1 had entered into an agreement with DiscovEx Resources Limited ('Discovex') to acquire the Newington Projects ('Information').
- B. MM1's share price movement from an intraday low of \$0.17 to a high of \$0.245 on Friday, 1 April 2022 together with an increase in the volume of MM1's securities traded on that date.
- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX 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.
- D. The definition of "aware" in Chapter 19 of the Listing Rules, which 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" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- E. 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 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.”

- F. 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. 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.”

Request for information

Having regard to the above, ASX asks MM1 to respond separately to each of the following questions and requests for information:

1. Does MM1 consider the Information 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. When did MM1 first become aware of the Information?
4. If the answer to question 1 is “yes” and MM1 first became aware of the Information before the relevant date, did MM1 make any announcement prior to the relevant date 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 MM1 was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps MM1 took to ensure that the information was released promptly and without delay.
5. Please confirm that MM1 is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that MM1’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 MM1 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 Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AWST Monday, 11 April 2022**. 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, MM1’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 and may require MM1 to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsCompliancePerth@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.

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 MM1’s securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

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- 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 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*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in MM1's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to MM1'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 MM1'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.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Nicola Mullen
Adviser, Listings Compliance (Perth)