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Company Announcements Platform
Australian Securities Exchange

C A M B O D I A N A C Q U I S I T I O N S

Prior Announcement

As advised on 19 September 2011 Brighton Mining Group Limited (“the Company”) is acquiring a major interest in two additional concession areas in the Kingdom of Cambodia.

The transaction for the acquisition is being undertaken by the Company purchasing a shareholding interest of 70% in Summer Gold Investment Pvt Ltd (“Summer Gold”) from Brighton Mining Limited (“BML”). Summer Gold is a Cambodian company and the holder of the two concession areas which are known as Kang Rolang South in Mondulkiri province and Ouyadav in Ratankiri

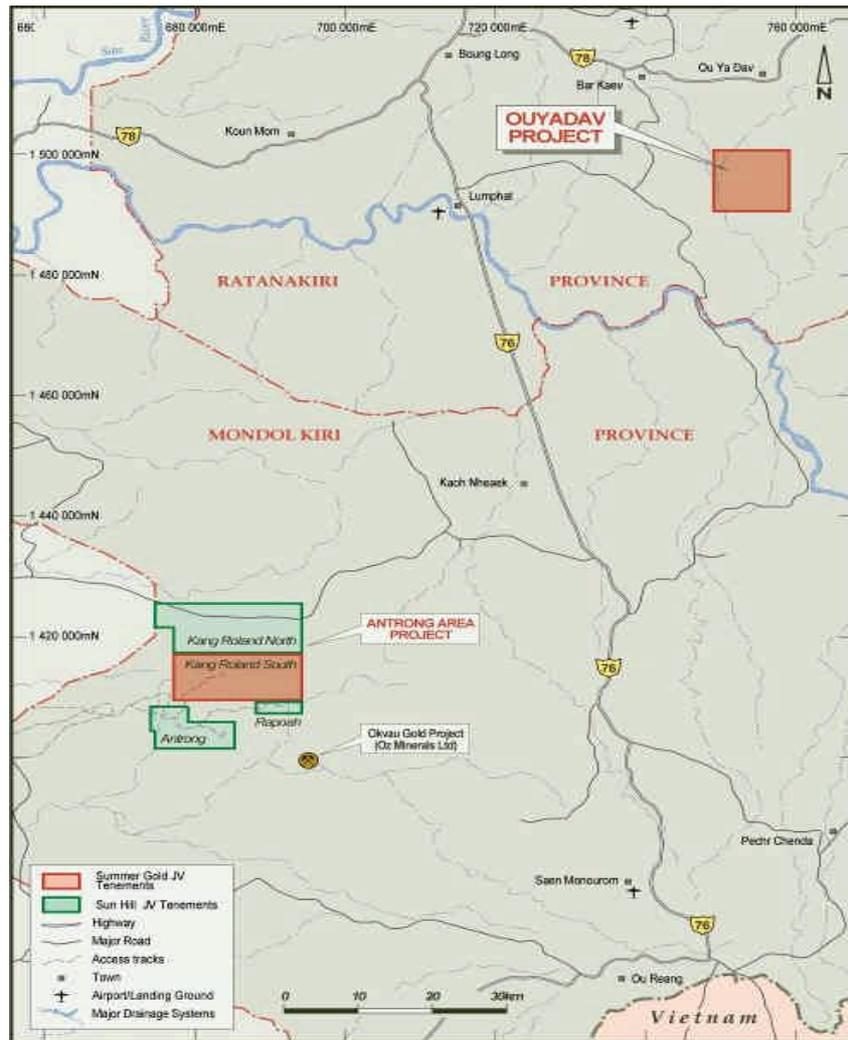
By this acquisition the Company will significantly enhance its concession holdings in Cambodia, particularly as the Kang Roland South area is strategically located around the Company’s existing projects adjacent to the Okvaul project of Oz Minerals Ltd.

This will give the Company one of the largest single concession holdings in the highly sought after mineralised region in Mondulkiri.

Concessions Information

1.	<u>Concession</u>	<u>Area (km²)</u>	<u>Province</u>
	Ouyadav	100	Ratankiri
	Kang Rolang South	144	Mondulkiri

2. Map of concessions held by Summer Gold in relation to the existing concessions of the Company at Antrong with the new concessions coloured in orange:



3. Overview and Local Geology

KANG ROLANG SOUTH

The northwest area of the tenement is dominated by a large (37 km²) hornfels carapace associated with nearby intrusives, while the southern area hosts part (~30 km²) of the Antrong granodiorite and associated hornfels complex and associated vein styles of constrained and unconstrained vein system which is very similar to the geological setting of the current concessions in the Antrong region in which the Company is involved under the Sun Hill joint venture.

Rock types observed through the central section of the tenement include varve sediments, mudstones, tuffs and basalts.

To the east strongly folded sediments dominate as part of a larger domal complex. There appears to be strong fracturing perpendicular to the sediment bedding which is a response to axial plane cleavage from the folding and doming episode.

Emanating from the circular alteration zone, there appears to be a series of radiating structures out into the country rock. These structures may have been the result of fracturing during emplacement of the intrusive body and could provide suitable fluid conduits for mineralisation. Away from the granodiorite to the east, alteration is seen as phyllic grading out to propylitic in nature.

Hornfelsing appears strong immediately around the contact of the Antrong intrusive.

To the east, the rock types change to folded sediments which appear to be the western edge of a larger dome structure. These folded sediments display axial plane cleavage fractures that may also provide exploration targets as loci for auriferous fluids to form gold deposits. The northwest area of the tenement is dominated by a large (37 km²) hornfels carapace associated with nearby intrusives, while the southern area hosts part (~30 km²) of the Antrong granodiorite and associated hornfels complex and associated vein styles of constrained and unconstrained vein stream.

Given the fact that the Antrong Granodiorite has intruded favourable hosts, it is possible that polymetallic Au-Ag, quartz sulphide Au+Cu and proximal skarn deposits of gold/copper/silver can be discovered. Moving to the east may give rise to sediment hosted replacement style Au similar to Chinese 'Carlin'-styles.

The work completed to date on this concession by BML and by Summer Gold includes:

- Mapping
- Satellite imagery interpretation
- Rock chip sampling
- Soils sampling
- Trenching

OUYADAV

The Ouyadav concession covers a total area of 100 km² and is located 47 km south east of the city of Banlun in the Province of Ratankiri. It is located approximately 85 km from other tenements in the Antrong area in which the Company has an interest and comprises part of the Sun Hill joint venture.

Flood basalts cover the top corner of the tenement giving way to andesitic volcanics and tuffs, sediments and what is termed "red terrain" of continental clastic rocks. From the satellite images, a bedded sedimentary unit can be seen to the south, striking to the northeast.

A granodiorite intrusion in the north east corner of the tenements covers an area of approximately 3.7 km². To the south of the granodiorite is a hilly area, where mining previously concentrated. This hilly area comprises of silicified andesitic volcanics and sediments, along with vuggy to massive quartz veining, hydrothermal breccias and cataclasites.

An interpretation was completed for the Ouyadav area using coarse imagery at 90m. This was sufficient to understand the regional scale structures, however high quality images will be required to take the interpretation to the next level.

From this interpretation, Ouyadav appears to have several NNE trending structures displaying dextral strike-slip or dip-slip with a northern component that clearly offsets the sedimentary package to the south. It is also clear that there are several parallel NNE structures running from east to west.

These structures form a series of NNE trending structural corridors between which, additional structures form at approximately 060°. These smaller structures and their intersections with the larger bounding structures may be responsible for the mineralisation at Ouyadav.

Further investigative work is planned to investigate this model but it is noteworthy that previous and recurrent mining activities have focused on the area at approximately 756000mE; 1498000mN where several NNE and ENE structures intersect.

Alteration at Ouyadav is typically silicification, phyllic and argillic alteration, carbonate and clays overprinting breccias, volcanics and sediments.

Strongly silicified and sericitised wall rock comprising of andesitic volcanics and fine-grained sediments and tuffs hosts the auriferous quartz veining which appears to be amorphous, bucky white to hematite stained, with occasional open vugs and fractures. The coarseness of the sericite, which occurs as secondary muscovite in places, indicates that the mineralisation at Ouyadav is proximal to a heat source.

Gold mineralisation is associated with pyrite and other sulphides that occur within the alteration halo of the mineralised structure and moderate gold grades have mainly been encountered in quartz breccias, silicified volcanics and quartz veining.

The work completed to date on this concession by BML and by Summer Gold includes:

- Mapping
- Satellite imagery interpretation
- Rock chip sampling
- Extensive soils sampling programmes
- Trenching
- Metallurgical test work
- Early stage modelling for smaller scale mining

Consideration

The Company is acquiring the shareholding interest in Summer Gold from BML with the approval of Mr Heath Jason Shen for a consideration to be paid and satisfied subject to the approval by the shareholders of the Company and comprises the following:

BML:

1. A cash reimbursement of \$150,000 towards expenditure met and paid by BML on account of the fees for the grant of the concessions and the continued development of both concessions with the total of expenditure incurred by BML since 2007 up to the present time being approximately \$2,500,000. This amount has already been advanced by the Company to BML for ongoing expenditure for the concessions.

2. The issue of a minimum of 18,000,000 ordinary shares increasing to a maximum of 20,000,000 ordinary shares treated as fully paid with the exact number to be determined by the time the approval of shareholders is obtained to the transaction with any increase being to cover the value of all additional expenditure on both concessions by BML up to the time that it is issued with the shares.

Mr Shen:

1. 3,500,000 ordinary shares treated as fully paid.
2. 650,000 ordinary shares treated as fully paid being in reimbursement of expenditure by Mr Shen for obtaining and acquiring the concessions for Summer Gold and for legal and other costs incurred by him in that regard.
3. 3,500,000 options exercisable at 20 cents at any time within three years from the date of their issue which is to be not later than 31 January 2012.

By way of explanation Mr Shen is the founder and original shareholder of Summer Gold and the shares and options proposed to be issued to him are in consideration of permitting the arrangements involving the Company and BML for the acquisition of the shareholding in Summer Gold by the Company.

Joint Venture

Following the acquisition by the Company of its 70% shareholding interest in Summer Gold it and the other shareholders of Summer Gold will enter into a joint venture under which the Company will spend up to \$1,750,000 in the period expiring on 1 February 2014.

Under this joint venture the Company will meet all expenses and will pay Mr Shen by way of share issues as additional payments on the occurrence of certain specified events.

Additional Payments

The Company will pay and issue to Mr Shen progressively (with the shares being at an issue price equivalent to the average trading price on Australian Securities exchange ("ASX") in the 10 business or trading days on which trading in shares of the Company occurred) to the value of:

- a) if after the completion of 12 months of work by the Company on the concessions it in its absolute discretion decides to continue with further work on the concessions USD\$100,000 within 21 days of the expiration of the period of 12 months;
- b) USD\$150,000 on the date of commencement of a bankable feasibility study undertaken with respect to either of the concessions with the payment to be only for the first study undertaken on either of the concessions although the Company will pay for all bankable feasibility studies undertaken with respect to either of the concessions;

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- c) USD\$500,000 on the date of a decision to mine is made with respect to either of the concessions with the payment to be only for the first decision to mine on either of the concessions;
 - d) USD\$250,000 on establishing a proved ore reserve of at least 500,000 ounces of gold;
 - e) USD\$500,000 on establishing a proved ore reserve of at least 1,250,000 ounces of gold; and
 - f) USD\$750,000 on establishing a proved ore reserve of at least 2,000,000 ounces of gold.

For the purposes of the foregoing issues of shares:

- (i) a proved ore reserve as is defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – December 2004 Edition (which is known as the JORC Code) prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia and is considered to be economically mineable under that Code; and
- (ii) the proved ore reserves will be on a combined basis for both concessions.

Shareholders' Meeting

The Company will convene as soon as possible a meeting of its shareholders for the purposes of approving the acquisition by it of the shareholding interest of 70% in Summer Gold and in satisfying the consideration being by way of issue of shares and options to both BML and Mr Shen.

The approval will also be for the purposes of satisfying the provisions of chapter 2E (and in particular section 208) of the Corporations Act 2001 and listing rules 10.1 and 10.11 of ASX since Jonathan Remta (who is the managing director of the Company) has a shareholding interest of 10% in Summer Gold with that holding having been agreed to be acquired by him from Mr Shen in June 2008 and by earlier negotiations and agreements between them.

The second reason for the approval of the shareholders is to satisfy item 7 of section 611 of the Corporations Act since the number of shares proposed to be issued to BML will exceed the limit of 20% stated in section 606 of that Act.

The notice of meeting with explanatory statement will be sent to the shareholders of the Company as soon as the necessary reports have been completed and included in that explanatory statement.

The explanatory statement will provide full details of all the agreements and other documents under which the Company will gain and acquire its shareholding interest in Summer Gold.

Under the proposal it is intended that BML will, when entitled to do, distribute in specie the shares in the Company between the shareholders of BML.

This is for the purposes of avoiding any control of the Company by BML since BML has no shareholder who would have had an interest greater than 15% following that distribution in the Company.

Future Acquisitions

In addition, BML is still in advanced negotiations with several concession owners as to further acquisition or joint venture opportunities which would allow for future negotiations between the Company and BML giving the Company the first right to be able to enter into any resulting agreements or arrangements with regard to those concessions.

It is anticipated that these negotiations will be completed in the next three to four months.

Peter Remta
Chairman

COMPETENT PERSON STATEMENT

Information in this report that relates to exploration results is based on information compiled by Mr Steven Paul Boda of Crescent Minerals Pty Ltd, who is a member of the Australian Institute of Geoscientists. Mr Boda is a consultant to Brighton Mining Group Limited and Brighton Mining Limited and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity undertaken to qualify as a Competent Person as defined in the 2004 Edition of the Australian Code for Reporting of Mineral Resources and Ore Reserves.

Mr Boda consents to the inclusion in this report of the matters based on information in the form and context in which they appear.

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