

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MANTLE MINING CORPORATION LIMITED

ABN

70 107 180 441

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

1. Ordinary shares (**Shares**)
2. Ordinary shares (**Shares**)
3. Listed Options (**Listed Options**)
4. Unlisted Options (**Unlisted Options**)

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. **Shares** – 30,000,000 Ordinary Shares
2. **Shares** – 3,333,333 Ordinary Shares
3. **Listed Options** – 7,500,000 Listed Options
4. **Unlisted Options** – 7,500,000 Unlisted Options

- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

1. **Shares** – fully paid ordinary shares issued on the terms of the Placement announced on 29 March 2017.
2. **Shares** – fully paid ordinary shares issued on the terms of the Placement announced on 26 July 2016.
3. **Listed Options** – Options are exercisable at \$0.015 and have an expiry date of 30 November 2017.
4. **Unlisted Options** – Options are exercisable at \$0.03 and have an expiry date of 30 November 2018.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ol style="list-style-type: none"> 1. Shares - Ordinary shares issued will rank pari passu with the existing fully paid ordinary shares on issue. 2. Shares - Ordinary shares issued will rank pari passu with the existing fully paid ordinary shares on issue. 3. Listed Options – Upon the exercise of Attaching Listed Options, Shares issued will rank pari passu with the existing fully paid ordinary shares on issue. 4. Unlisted Options – Upon the exercise of Attaching Unlisted Options, Shares issued will rank pari passu with the existing fully paid ordinary shares on issue.
5	Issue price or consideration	<ol style="list-style-type: none"> 1. \$0.01 per share 2. \$0.15 per share 3. Listed Options – issued for nil consideration but are attached to the Shares issued under the Placement announced on 29 March 2017. 4. Unlisted Options – issued for nil consideration but are attached to the Shares issued under the Placement announced on 29 March 2017.
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Company has expanded its recent Placement announced on 29 March 2017 with the receipt of an additional \$300,000 under the same terms.</p> <p>The Company will use the proceeds of the funds raised towards completion of the purchase of Morning Star Gold asset, to advance development activities at the Morning Star Gold Project, and for general working capital.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2016

6c	Number of +securities issued without security holder approval under rule 7.1	<div>1. Shares – 30,000,000</div> <div>2. Shares - 3,333,333</div> <div>3. Listed Options – 7,500,000</div> <div>4. Unlisted Options – 7,500,000</div>	
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	Nil	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a	
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Under 7.1 – 33,014,486 Under 7.1A – Nil	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	29 June 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<div>Number</div> <div>1,324,974,610</div> <div>160,148,425</div>	<div>+Class</div> <div>Ordinary Shares (MNM)</div> <div>Listed Options (MNMOC) (Exercise at \$0.015 cents each expiring 30 November 2017)</div>

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	166,250,000	Unlisted Options (Exercise at \$0.03 cents each expiring 30 November 2018)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

Part 2 - Pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the +securities will be offered	n/a
14	+Class of +securities to which the offer relates	n/a
15	+Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a

21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	n/a
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do security holders sell their entitlements in full through a broker?	n/a
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	n/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	⁺ Issue date	n/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which
⁺quotation is sought

39 ⁺Class of ⁺securities for which
quotation is sought

40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
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41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	
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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 30 June 2017
(Company Secretary)

Print name: David Kinsman

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital																			
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated																			
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	896,007,771																		
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	<table> <tr> <td>30/06/2016</td><td>154,394</td></tr> <tr> <td>30/06/2016</td><td>112,142,857</td></tr> <tr> <td>7/07/2016</td><td>22,215</td></tr> <tr> <td>7/07/2016</td><td>20,000,000</td></tr> <tr> <td>1/08/2016</td><td>90,000,000</td></tr> <tr> <td>26/08/2016</td><td>18,500,000</td></tr> <tr> <td>20/10/2016</td><td>8,481,308</td></tr> <tr> <td>20/10/2016</td><td>416,065</td></tr> <tr> <td>3/02/2017</td><td>6,666,667</td></tr> </table>	30/06/2016	154,394	30/06/2016	112,142,857	7/07/2016	22,215	7/07/2016	20,000,000	1/08/2016	90,000,000	26/08/2016	18,500,000	20/10/2016	8,481,308	20/10/2016	416,065	3/02/2017	6,666,667
30/06/2016	154,394																		
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1/08/2016	90,000,000																		
26/08/2016	18,500,000																		
20/10/2016	8,481,308																		
20/10/2016	416,065																		
3/02/2017	6,666,667																		
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-																		
“A”	1,152,391,277																		

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	172,858,692
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	139,844,206
"C"	33,014,486
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	172,858,692
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	139,844,206
Total ["A" x 0.15] – "C"	33,014,486 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,152,391,277
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	115,239,128
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	115,239,128
“E”	115,239,128

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	115,239,128
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	115,239,128
Total ["A" x 0.10] – "E"	- <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.