

### Highlights

#### ShareRoot Continues to Build Client Base and Expand Product Range

- In a major development, ShareRoot has added Facebook integration enabling access to Facebook content (ShareRoot already has access to Instagram and Twitter).
- The Facebook integration is a key focus for ShareRoot, as its integration drastically increases ShareRoot's access to content. More than a billion additional social media users can now upload content from their Facebook pages directly into ShareRoot's platform.
- ShareRoot launched its ground-breaking mobile application to complement the existing user-generated content (UGC) desktop platform. As a B2B (business-to-business) mobile application, ShareRoot's tool allows brands to search, request, and post content all from one place. In addition, users can post their content instantly to social media networks including Instagram, Twitter, and Facebook, a combination that is not possible through any desktop application.
- Agreement signed with world-leading fashion group Iconix. The agreement incorporates 15 leading brands under the Iconix umbrella. Iconix is a brand management company and owner of a diversified portfolio of strong global consumer brands across fashion, sports, entertainment and home.
- Two revenue generating-clients from within the travel industry signed.
- The ShareRoot platform is live and is currently working with more than 82 brands including Costco, UCLA, and Coleman Company.

## Revised Key Terms and Signing of Merger Agreement

- Monto has paid an exclusivity option and exercise fee to ShareRoot.
- In August 2015, the consideration for the acquisition of ShareRoot was reduced by 30% (from AUD\$10M to AUD\$7M) and will be satisfied by the issue and allotment of 140,000,000 Monto shares (on a post consolidation basis) at AUD\$0.05 to the shareholders of ShareRoot. These shares will be subject to ASX escrow provisions.
- A revised Performance Rights Plan (PRP) was also agreed which allows for the issue to the founders of ShareRoot and future Board members a total of 120,000,000 performance rights (on a post consolidation basis) which are automatically converted into shares in Monto on a one for one basis (milestones).
- Subsequent to the September 2015 quarter, Monto and ShareRoot executed an Agreement and Plan of Merger which contractually formalized the transaction between the two parties.

## Corporate

- On 18 September 2015 the Company completed the issue and allotment of all securities pursuant to the non-renounceable entitlement issue of three shares for every eight shares at an issue price of \$0.001 per share, being 500,415,896 shares to raise \$500,415. Further, for every two shares issued there was a free attaching unlisted option exercisable at \$0.00111 on or before 31 December 2017.

## Herberton Project and Baal Gammon

- The Company continues to maintain its strategic tenement holding in the Herberton Region, Queensland through its wholly owned subsidiaries, and will re-evaluate the projects in the coming months, subject to completion of the Acquisition, seeking either a strategic partner or divestment.

## ShareRoot Continues to Build Client Base and Expand Product Range

### **Facebook**

In a significant milestone, the ShareRoot platform has added Facebook integration functionality enabling the upload of Facebook content to its UGC galleries. The Facebook integration has been a key focus for ShareRoot, as its integration significantly increases ShareRoot's access to content.

More than a billion additional social media users can now upload content from their Facebook pages directly into the ShareRoot galleries.

ShareRoot recently launched the core of its version 2 feature set which includes full brand website integration of UGC (ShareRoot Gallery). Brands can now integrate a number of different ShareRoot-hosted UGC galleries straight onto the webpage allowing consumers to see authentic brand endorsements from other consumers and drive sales or other types of engagement. Consumers may also contribute to the ShareRoot Gallery by uploading their own content from their own desktop or mobile devices, Instagram, Facebook, or Dropbox. Half of Tier 1 subscribers have expressed interest in upgrading to version 2.

### **B2B App**

During the September 2015 quarter ShareRoot released its ground breaking mobile application to complement the existing UGC desktop platform.

The launch of the business facing mobile application signals the next step in ShareRoot being able to provide brand decision makers with the tools necessary to obtain content and connect with everyday consumers at all times. As a B2B (business-to-business) mobile application, ShareRoot's tool will allow for brands to search, request, and post content all from one place. In addition, users of ShareRoot's mobile application will be able to post their content instantly to social media networks including Instagram, twitter, and Facebook, a combination that is not possible through any desktop application.

The ShareRoot mobile application is only available in conjunction with a subscription to the ShareRoot platform and is not publicly available. Accordingly, the success of the ShareRoot

mobile app is not measured by the number of users, but by the usability and functionality of the app as a complement to the overall ShareRoot platform.

A video demonstrating functionality of the app can be found at the link below:

<https://youtu.be/M-yHJa6s1S8>

### **New Clients**

During the September 2015 quarter ShareRoot signed leading fashion group Iconix Brand Group, Inc (Iconix).

The deal will provide a number of Iconix's high profile brands access to the ShareRoot platform. The agreement incorporates 15 brands under the Iconix umbrella, namely:

- Waverly
- Joe Boxer
- London Fog
- Buffalo David Bitton
- Danskin
- BONGO
- Op
- Snoopy
- Badgley Mischka
- Royal Velvet
- Rocawear
- Ed Hardy
- Mudd
- Candie's
- Material Girl

Iconix is a brand management company and owner of a diversified portfolio of strong global consumer brands across fashion, sports, entertainment and home. Iconix specializes in marketing, merchandising and licensing its brand portfolio and has over 1,100 licenses with leading retailers and manufacturers worldwide that sell across various distribution channels from the mass tier to the luxury market, as well as through various media outlets.

Partnering with Iconix provides ShareRoot with another expansive vertical in which UGC is considered extremely valuable to consumer spending. The strong entry point into the fashion industry establishes ShareRoot as a market leader within the consumer content and relationship field.

ShareRoot has also signed two new clients to its platform during the September 2015 quarter, both are within the travel industry.

### *Revised Key Terms and Signing of Merger Agreement*

The consideration for the acquisition of 100% of the issued capital (including all equity capital including common and convertible notes) of ShareRoot was reduced by 30% (from AUD\$10M to AUD\$7M) and will be satisfied by the issue and allotment of 140,000,000 Monto shares (on a post consolidation basis) at AUD\$0.05 to the shareholders of ShareRoot (Consideration shares). These shares will be subject to ASX escrow provisions.

In addition, a revised Performance Rights Plan (PRP) has been agreed which will be implemented subject to shareholder approval and compliance with the ASX Listing Rules including the ASX escrow provisions. The PRP allows for the issue to the founders of ShareRoot and future Board members a total of 120,000,000 performance rights (on a post consolidation basis) which are automatically converted into shares in Monto on a one for one basis on achievement of the following milestones:

- Tranche 1 – Two-year period, will vest upon contracted six month revenue exceeding AUD\$1m (ie AUD\$2m annualised contracted revenue run rate).
- Tranche 2 – Three-year period will vest upon 30-day VWAP exceeding AUD\$0.10 AND 100 signed and paying customers.
- Tranche 3 – Five-year period will vest upon 30-day VWAP exceeding AUD\$0.20 AND contracted 6 month revenue exceeding AUD\$3m (i.e AUD\$6m annualised contracted revenue run rate).
- Tranche 4 – Five-year period will vest upon 30-day VWAP exceeding AUD\$0.20 AND contracted six month EBITDA exceeding AUD\$1M (ie: AUD\$2M annualized contracted EBITDA).

In August 2015 ShareRoot completed interim financing through the issue of AUD\$500,000 in convertible notes which will convert upon a successful ASX listing. The interim financing will be used by ShareRoot to fund transaction costs and working capital in the lead up to ASX listing. The converted shares will be subject to ASX escrow provisions.

On 18 September Monto completed the issue and allotment of all securities pursuant to the non-renounceable entitlement issue of three shares for every eight shares at an issue price of \$0.001 per share pursuant to the Prospectus dated 19 August 2015, being 500,415,896 shares to raise

\$500,415. Further, for every two shares issued there was a free attaching unlisted option exercisable at \$0.00111 on or before 31 December 2017.

Subject to receipt of shareholder approval, Monto will also undertake a post-consolidation capital raising of a minimum of AUD\$3,000,000 and up to a maximum of AUD\$5,000,000, at AUD\$0.05 per share, to be completed under a prospectus. Further, for every two shares issued there will be a free attaching option exercisable at AUD\$0.05 on or before 31 December 2017. It is Monto's intention that the options will be listed, subject to compliance with the ASX Listing Rules. All funds raised will be employed towards the business development of ShareRoot.

Foster Stockbroking has been appointed Lead Manager to the post consolidation capital raising.

Monto has to date provided AUD\$300,000 to ShareRoot by way of an option fee and option exercise fee.

Subsequent to the September 2015 quarter, Monto and ShareRoot executed an Agreement and Plan of Merger which contractually formalizes the transaction between the two parties.

In addition to obtaining shareholder approvals, the acquisition is subject to Monto completing a consolidation of its share capital and re-compliance with Chapters 1 and 2 of the ASX Listing Rules. The consolidation would be on a ratio to be determined by Monto but consistent with the ASX Listing Rules.

### *Existing Assets – Herberton Tin Project and Baal Gammon Mine*

The Company continues to maintain its strategic tenement holding in the Herberton Region, Queensland through its wholly owned subsidiaries, and will re-evaluate the projects in the coming months, subject to completion of the acquisition, seeking either a strategic partner or divestment.

Baal Gammon Copper Pty Ltd (BG), an associate of the Company, received notification from the Queensland Department of Environment and Heritage Protection (DEHP) of the commencement of an investigation into potential breaches of the Environmental Protection Act 1994 (EPA). BG is not the operator of the Baal Gammon site which is subject to the investigation however, is the holder of the Environmental Authority. DEHP has issued a clean-up notice under the EPA in

relation to the Baal Gammon site. BG and the operator have sought legal advice, appealed the decision and are currently in mediation with DEHP. The clean-up notice incorporates measures to prepare the site for the forthcoming wet season, these measures had been adopted by the operator prior to receipt of the clean-up notice and works have commenced.

### *ShareRoot Overview*

ShareRoot is a Silicon Valley-based technology company focused on the future of social media expansion and marketing, specialising in the substantial opportunity of UGC. ShareRoot's platform allows companies and brands to easily source high quality UGC, allowing them to drive sales and increase brand awareness.

The issue for modern brands is simple, the marketing landscape has changed drastically over the last 5-10 years leading to an extraordinary amount of content being required. Companies and brands simply don't have the tools necessary to help them aggregate, modify, deploy, collaborate on, and measure the success of their digital content.

This dramatic change has been brought about because of social media and its unprecedented growth, with brands recognising the need to be a part of the fabric that makes up the social media world.

As a result, ShareRoot has developed an innovative SaaS platform that assists organisations in enhancing and personalising their marketing to these new-age demands. The platform provides brands the ability to source UGC from various social channels including Instagram, Twitter and other networks to be added in the near future. The user numbers and statistics within the platform far surpassed the team's initial expectations and goals. One reason for its huge success is that ShareRoot allows consumers and followers of brands to not only participate in social media campaigns, but also strengthen the bond between them and the brands they love.

From a technical perspective, ShareRoot utilises APIs (application programming interfaces) from the major social networks that allow for images and image information to be pulled from the platforms. ShareRoot's easy to use platform allows brands to search for images associated with it, send custom requests for the rights to those images, and post the newly sourced content to multiple platforms, all within a few clicks.

In a content demanding marketing landscape it is essential for brands and marketers to aggregate and own as much content as possible. ShareRoot's platform enables brands and marketers to:

- Get access to, aggregate and own a large amount of content
- Like, request and share on multiple platforms simultaneously
- Alter content as they see fit at little or no cost
- Use for marketing and promotion campaigns going forward at no additional cost

The ShareRoot platform has been developed with the input of its high profile enterprise clients, such as Costco and Coleman to generate a highly relevant, personalised and efficient system. ShareRoot's clients are charged a monthly subscription fee to have unlimited access to the platform in addition to unlimited searches and requests. As ShareRoot's platform capabilities expand, additional tiered pricing features will be launched.

*To provide an example:*

*Let's say you're a student at UCLA and you take a selfie of you wearing your schools color's and you post the photo to Instagram using #UCLA in your caption. ShareRoot's platform allows for your school's marketing team to send you a quick message asking you if UCLA can use your image in its marketing efforts to prospective students and tells you to go to a website where you can give access to your photo. A few steps later and after agreeing to the licensing for your photo, UCLA now has your photo saved in its ShareRoot library, and can choose to post it to any of its social profiles, or use it in a marketing campaign in the future.*

UGC is content created by consumers in various forms (i.e. social media posts, pictures, forums, reviews, blogging, etc). UGC is in high demand from brands to achieve a better understanding of its target audience and enables them to build a genuine connection with consumers. Through doing this, brand customers are engaged, brand affinity is increased, customer satisfaction is achieved, as well as greater visibility and brand credibility. Importantly, UGC also provides what brands are lacking: content, and a lot of it.

A 2014 report by Boston Consulting Group has shown millennials, who account for US\$1.3 trillion in direct annual spending, engage more extensively with brands than older consumers



and expect a two-way marketing relationship. 84% of millennials and 70% of baby boomers say UGC plays a role in their purchasing decisions.

ShareRoot has a highly experienced management team and board of advisors. CEO Noah Abelson launched the US sales efforts for one of the initial Facebook advertising partners. Marc Angelone has been coding for over 19 years, and was most recently a key developer for Millennial Media through its IPO. The board of advisors are collectively responsible for over five acquisitions, over \$200m US in acquisition cost, over \$150m in funds raised, and have held key roles at companies including Facebook, Yahoo, Adobe and many more.

Since the announcement of the acquisition of ShareRoot on 18 June 2015, ShareRoot has made significant advancements in both pipeline expansion and contracting major clients. In addition, ShareRoot has continued to roll out major improvements and upgrades in both functionality and features to their UGC-aggregation platform.

**Contact Information:**

Managing Director

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[www.montominerals.com](http://www.montominerals.com)

*Tenement Details - Tenements Held as at 30 September 2015*

Tenement Type	Tenement ID	Holder	Location	% Interest
EPM	14016	Herberton Tin Pty Ltd	Herberton	100
EPM	14741	Herberton Tin Pty Ltd	Herberton	100
EPM	14742	Herberton Tin Pty Ltd	Herberton	100
EPM	16231	Herberton Tin Pty Ltd	Herberton	100
ML	3802	Herberton Tin Pty Ltd	Herberton	100
ML	3881	Herberton Tin Pty Ltd	Herberton	100
ML	3918	Herberton Tin Pty Ltd	Herberton	100
ML	3948	Herberton Tin Pty Ltd	Herberton	100
ML	3957	Herberton Tin Pty Ltd	Herberton	100
ML	3959	Herberton Tin Pty Ltd	Herberton	100
ML	4192	Herberton Tin Pty Ltd	Herberton	100
ML	4253	Herberton Tin Pty Ltd	Herberton	100
ML	20388	Baal Gammon Copper Pty Ltd	Herberton	100
MLA	20389	Herberton Tin Pty Ltd	Herberton	100
ML	20429	Herberton Tin Pty Ltd	Herberton	100
ML	20443	Herberton Tin Pty Ltd	Herberton	100
ML	20444	Herberton Tin Pty Ltd	Herberton	100
MLA	20445	Herberton Tin Pty Ltd	Herberton	100
ML	20568	Baal Gammon Copper Pty Ltd	Herberton	100

Note:

EPM – Exploration Permit for Minerals

ML – Mining Lease

MLA – Mining Lease Application

# Appendix 5B

## Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

MONTO MINERALS LTD

ABN

71 063 144 865

Quarter ended ("current quarter")

30 September 2015

### Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (3 months) \$A'000
<b>Cash flows related to operating activities</b>		
1.01 Receipts from product sales and related debtors		
1.02 Payments for (a) exploration staff costs (b) development (c) production (d) administration	(91)	(91)
1.03 Dividends received		
1.04 Interest and other items of a similar nature received	1	1
1.05 Net smelter royalty income / payments		
1.06 R&D grant received		
1.07 Other		
<b>Net Operating Cash Flows</b>	<b>(90)</b>	<b>(90)</b>
<b>Cash flows related to investing activities</b>		
1.08 Payment for purchases of:		
(a) Exploration & evaluation assets	(48)	(48)
(b) Equity investments		
(c) Other fixed assets - ShareRoot	(214)	(214)
(d) Refund / Payment of deposit	(9)	(9)
1.09 Proceeds from sale of:		
(a) prospects		
(b) equity investments		
(c) other fixed assets		
1.10 Loans to other entities		
1.11 Loans repaid by other entities		
1.12 Other		
<b>Net investing cash flows</b>	<b>(271)</b>	<b>(271)</b>
1.13 Total operating and investing cash flows (carried forward)	(361)	(361)

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

1.13	Total operating and investing cash flows (brought forward)	(361)	(361)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares & options	500	500
1.15	Cost of shares & options issued	(47)	(47)
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other		
	<b>Net financing cash flows</b>	<b>453</b>	<b>453</b>
	<b>Net increase (decrease) in cash held</b>	<b>92</b>	<b>92</b>
1.20	Cash at beginning of quarter/year to date	367	367
1.21	Exchange rate adjustments to item 1.20		
1.22	<b>Cash at end of quarter</b>	<b>459</b>	<b>459</b>

**Payments to directors of the entity and associates of the directors**  
**Payments to related entities of the entity and associates of the related entities**

	Current quarter \$A'000	
1.23	Aggregate amount of payments to the parties included in item 1.2	70
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Salary, Super & PAYG paid to or on behalf of directors	-	59
Fees paid to directors and/or director related entities	-	11

Payments are net of any applicable GST

**Non-cash financing and investing activities**

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

N/A

+ See chapter 19 for defined terms.

### Financing facilities available

*Add notes as necessary for an understanding of the position.*

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

### Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	530
4.2 Development	-
4.3 Production	-
4.4 Administration	1290
<b>Total</b>	<b>1730</b>

### Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	459	367
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
<b>Total: cash at end of quarter</b> (item 1.22)	<b>459</b>	<b>367</b>

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

**Changes in interests in mining tenements and petroleum tenements**

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	-	-	-
6.2	Interests in mining tenements and petroleum tenements acquired or increased	-	-	-

**Issued and quoted securities at end of current quarter**

*Description includes rate of interest and any redemption or conversion rights together with prices and dates.*

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	<b>Preference securities</b>			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions			
7.3	<b>*Ordinary securities</b>	1,834,856,451	1,834,856,451	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	500,415,896 9,000,000	500,415,896 9,000,000	
7.5	<b>*Convertible debt securities</b>			

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	<b>Options</b> <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
		20,500,000	-	\$0.029	21 February 2016
		2,500,000	-	\$0.024	10 April 2016
		30,000,000	-	\$0.008	7 February 2017
		250,207,904	-	\$0.00111	31 December 2017
	<b>Performance-Rights: 1 right converts to 1-ordinary share</b>	-	-	-	
7.8	Issued during quarter Options <b>Performance-Rights: 1 right converts to 1-ordinary share</b>	250,207,904	-	<u>\$0.00111</u>	<u>31 December 2017</u>
		<u>(9,000,000)</u>	-		
7.9	Exercised during quarter <b>Performance Rights: Converted during the quarter</b>	<u>9,000,000</u>	=		
7.10	Expired during quarter <b>Performance-Rights: Converted during the quarter</b>				
7.11	<b>Debentures</b> <i>(totals only)</i>				
7.12	<b>Unsecured notes</b> <i>(totals only)</i>				

## Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.

+ See chapter 19 for defined terms.

James Allchurch  
Director  
October 2015

**Notes**

- 1 The quarterly report provides a basis for informing the market how the entity’s activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The “Nature of interest” (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.