



COMPLETION OF PRIORITY OFFER OF OPTIONS

ASX ANNOUNCEMENT

30 OCTOBER 2015

Mantle Mining Corporation Limited (ASX: MNM) is pleased to advise of the completion of the priority option offer announced to ASX on 11 September 2015.

The offer was very well supported and applications for additional options significantly exceeded the shortfall available.

The Company anticipates the new options will commence trading under the ASX Code MNMOC on or about Thursday 5 November 2015.

The Company thanks participants for their ongoing support for the Company.

For further information please contact:

Winton Willesee
Company Secretary
Mantle Mining Corporation Limited
winton@azc.com.au

About Mantle Mining Corporation Limited

Mantle Mining (ASX: MNM) is an Australian based minerals exploration company that is focussed on a range of in high demand commodities. Mantle's principal activities are to acquire exploration tenements and locate economically developable deposits of coal and gold. It is Mantle's intention to progress mineral deposits through feasibility and into mining operations, to the benefit of all stakeholders.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

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 | MNMOC Options (1.5c, 30 Nov 2017)
MNMOB Options (1.8c, 30 June 2016)
Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) <i>Priority Offer</i>
78,973,425 MNMOC Options

b) <i>Priority Offer – Underwriter's Fee</i>
4,800,000 MNMOC Options
2,400,000 Shares

c) <i>Director Placement</i>
9,375,000 MNMOB Options
12,500,000 Shares |
| 3 | Principal terms of the +securities (eg, 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) | MNMOC Options - listed options exercisable at 1.5 cents each on or before 30 November 2017.

MNMOB Options - listed options exercisable at 1.8 cents each on or before 30 June 2016.

Shares – fully paid ordinary shares. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment 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 	<p>Fully paid ordinary shares – Yes</p> <p>MNMOC Options – No. These options represent a new class of security.</p> <p>MNMOB Options – Yes.</p> <p>Shares issued on the exercise of options rank equally with existing fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>a) <i>Priority Offer</i> \$0.002 per Option</p> <p>b) <i>Priority Offer – Underwriter’s Fee</i> Issued in lieu of cash fees to the underwriter of the Priority Offer.</p> <p>c) <i>Director Placement</i> Shares were issued at 1.2 cents each, together with 1.5 free attaching MNMOB Options for every 2 shares subscribed for under the Placement.</p> <p>For further details, refer to the Prospectus and Notice of General Meeting documents dated 11 September 2015.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>In respect of a) and c) the funds raised have/will be used to fund the ongoing development of the Company’s Norton Gold Project and for general working capital purposes.</p> <p>In respect of b) the securities were issued in lieu of cash fees payable to the underwriter of the Priority Offer.</p> <p>For further details, refer to the Prospectus and Notice of General Meeting documents dated 11 September 2015.</p>
<p>6a 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>	<p>Yes</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	13 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
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)	<p>a) <i>Priority Offer</i> 78,973,425 MNMOC Options</p> <p>b) <i>Priority Offer – Underwriter’s Fee</i> 4,800,000 MNMOC Options 2,400,000 Shares</p> <p>All securities issued under this Appendix 3B were approved by Shares at the general meeting held on 19 October 2015.</p>
6f	Number of securities issued under an exception in rule 7.2	<p>c) <i>Director Placement</i> 9,375,000 MNMOB Options 12,500,000 Shares</p>
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.	Not applicable
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	Not applicable
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	<p>40,392,460 under rule 7.1 51,233,862 under rule 7.1A</p>
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	30 October 2015

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	533,171,956	Ordinary Fully Paid Shares
	62,259,471	MNMOB Options (1.8c, 30 June 2016)
	99,398,425	MNMOC Options (1.5c, 30 Nov 2017)

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

(except by sale through a broker)?

33 +Despatch date

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

+ See chapter 19 for defined terms.

39	Class of +securities for which quotation is sought	Unlisted Options (1.5c, 30 November 2017)								
40	<p>Do the +securities rank equally in all respects from the date of allotment 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 	<p>Yes – these Unlisted Options rank equally with the listed MNMOC Options to be issued under this Appendix 3B (see Part 1).</p>								
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>Initially, there was insufficient spread to seek quotation of these options, however, following the completion of the Priority Offer (see Part 1 of this Appendix 3B) the minimum spread requirements have been satisfied and the Company would now like to apply for quotation of these options.</p>								
42	<p>Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Number</th> <th style="width: 70%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">533,171,956</td> <td>Ordinary Fully Paid Shares</td> </tr> <tr> <td style="text-align: center;">62,259,471</td> <td>MNMOB Options (1.8c, 30 June 2016)</td> </tr> <tr> <td style="text-align: center;">99,398,425</td> <td>MNMOC Options (1.5c, 30 Nov 2017)</td> </tr> </tbody> </table>	Number	+Class	533,171,956	Ordinary Fully Paid Shares	62,259,471	MNMOB Options (1.8c, 30 June 2016)	99,398,425	MNMOC Options (1.5c, 30 Nov 2017)
Number	+Class									
533,171,956	Ordinary Fully Paid Shares									
62,259,471	MNMOB Options (1.8c, 30 June 2016)									
99,398,425	MNMOC Options (1.5c, 30 Nov 2017)									

+ See chapter 19 for defined terms.

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 not available now, 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 October 2015
Joint Company Secretary

Print name: Erlyn Dale
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+ 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	384,739,457												
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 <table style="margin-left: 20px; border: none;"> <tr> <td style="text-align: right;">28/11/2014</td> <td style="text-align: right;">7,473,272</td> </tr> <tr> <td style="text-align: right;">8/01/2015</td> <td style="text-align: right;">16,666,667</td> </tr> </table> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <table style="margin-left: 20px; border: none;"> <tr> <td style="text-align: right;">3/02/2015</td> <td style="text-align: right;">2,139,161</td> </tr> <tr> <td style="text-align: right;">11/03/2015</td> <td style="text-align: right;">60,768,834</td> </tr> </table> • Number of partly paid +ordinary securities that became fully paid in that 12 month period <table style="margin-left: 20px; border: none;"> <tr> <td style="text-align: right;">15/05/2015</td> <td style="text-align: right;">20,000,000</td> </tr> <tr> <td style="text-align: right;">7/09/2015</td> <td style="text-align: right;">5,651,232</td> </tr> </table> 	28/11/2014	7,473,272	8/01/2015	16,666,667	3/02/2015	2,139,161	11/03/2015	60,768,834	15/05/2015	20,000,000	7/09/2015	5,651,232	
28/11/2014	7,473,272												
8/01/2015	16,666,667												
3/02/2015	2,139,161												
11/03/2015	60,768,834												
15/05/2015	20,000,000												
7/09/2015	5,651,232												
Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	30/10/2015 14,900,000												
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period													
“A”	512,338,623												

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	76,850,793
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	<p>29/09//2015 36,458,333</p>
“C”	36,458,333
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>	76,850,793
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	36,458,333
Total [“A” x 0.15] – “C”	40,392,460 <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>	512,338,623
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	51,233,862
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert 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> 	-
“E”	-

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	51,233,862
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	51,233,862 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



SECONDARY TRADING NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001

ASX ANNOUNCEMENT

30 October 2015

Mantle Mining Corporation Limited (ASX: MNM) gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (“Act”).

The Company is pleased to advise that it has issued ordinary fully paid shares in the capital of the Company and options to acquire ordinary fully paid ordinary shares in the capital of the Company (“Securities”) as per the Appendix 3B lodged with the ASX today.

The Company advises that a portion of the Securities were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act other than as noted below.

For further information please contact:

Ian Kraemer
Managing Director
Mantle Mining Corporation Limited
ikraemer@mantlemining.com
P: +61 7 3310 8932

About Mantle Mining Corporation Limited

Mantle Mining (ASX: MNM) is an Australian based minerals exploration company that is focussed on a range of in high demand commodities. Mantle’s principal activities are to acquire exploration tenements and locate economically developable deposits of coal and gold. It is Mantle’s intention to progress mineral deposits through feasibility and into mining operations, to the benefit of all stakeholders.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Mantle Mining Corporation Limited
ABN	70 107 180 441

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ian Kraemer
Date of last notice	9 September 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	A portion of Mr Kraemer's holdings is held by IR Kraemer Pty Ltd as trustee for the Kraemer Super Fund – which is a director related entity.
Date of change	30 October 2015
No. of securities held prior to change	6,523,330 Fully Paid Ordinary Shares 634,052 MNMOB Options (1.8c, 30 June 2016)
Class	Fully Paid Ordinary Shares MNMOB Options (1.8c, 30 June 2016) MNMOC Options (1.5c, 30 Nov 2017)
Number acquired	8,333,333 Fully Paid Ordinary Shares 6,250,000 MNMOB Options (1.8c, 30 June 2016) 161,577 MNMOC Options (1.5c, 30 Nov 2017)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares issued at 1.2 cents each together with 1.5 free attaching options for every 2 shares subscribed for. MNMOC Options were issued for \$0.002 per option.
No. of securities held after change	14,856,663 Fully Paid Ordinary Shares 6,884,052 MNMOB Options (1.8c, 30 June 2016) 161,577 MNMOC Options (1.5c, 30 Nov 2017)

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Refer to the Notice of General Meeting dated 11 September 2015.</p> <p>Shares and MNMOB Options issued pursuant to Resolution 7, and MNMOC Options issued pursuant to Resolution 3 which was considered and approved by Shareholders at the General Meeting held on 19 October 2015.</p>
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p>Detail of contract</p>	<p>During December 2014 and July 2015 an entity associated with Mr Ian Kraemer paid amounts of \$25,000 and \$75,000 respectively, to the Company which, subject to Shareholder approval, will be subscription funds for Shares and Options on identical terms to those issued under a placement to McNally Clan Investments Pty Ltd (an unrelated party) on 8 January 2015 (being 1.2 cents per Share together with 1.5 free attaching options (exercise price 1.8 cents, expiry date 30 June 2016) for every 2 Shares subscribed for).</p> <p>Pending Shareholder approval, the \$100,000 in subscription funds were held as an unsecured interest free loan for the benefit of the Company.</p>
<p>Nature of interest</p>	<p>As above</p>
<p>Name of registered holder (if issued securities)</p>	<p>N/A</p>
<p>Date of change</p>	<p>30 October 2015</p>
<p>No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p>Interest acquired</p>	<p>N/A</p>
<p>Interest disposed</p>	<p>Shareholder approval was obtained on 19 October 2015.</p> <p>On 30 October 2015, the unsecured loan of \$100,000 was accepted as subscription monies and as per Part 1 of this form, 8,333,333 Shares and 6,250,000 Options were issued in accordance with the terms of the agreement.</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>As above</p>
<p>Interest after change</p>	<p>As above</p>

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Mantle Mining Corporation Limited
ABN	70 107 180 441

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Martin Blakeman
Date of last notice	9 September 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	The securities are held by Tonka Trading Pty Ltd as trustee for the Jakessi Superannuation Fund and Martin Alexander Blakeman as trustee for the Blackwood Trust, both of which are director related entities.
Date of change	30 October 2015
No. of securities held prior to change	45,530,649 Fully Paid Ordinary Shares 1,818,182 MNMOB Options (1.8c, 30 June 2016)
Class	Fully Paid Ordinary Shares MNMOB Options (1.8c, 30 June 2016) MNMOC Options (1.5c, 30 Nov 2017)
Number acquired	4,166,667 Fully Paid Ordinary Shares 3,125,000 MNMOB Options (1.8c, 30 June 2016) 4,257,860 MNMOC Options (1.5c, 30 Nov 2017)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares issued at 1.2 cents each together with 1.5 free attaching options for every 2 shares subscribed for. MNMOC Options were issued for \$0.002 per option.

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	49,697,316 Fully Paid Ordinary Shares 4,943,182 MNMOB Options (1.8c, 30 June 2016) 4,257,860 MNMOC Options (1.5c, 30 Nov 2017)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer to the Notice of General Meeting dated 11 September 2015. Shares and MNMOB Options issued pursuant to Resolution 6, and MNMOC Options issued pursuant to Resolution 2 which was considered and approved by Shareholders at the General Meeting held on 19 October 2015.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	During January 2015 an entity associated with Mr Martin Blakeman paid a total of \$50,000 to the Company which, subject to Shareholder approval, will be subscription funds for Shares and Options on identical terms to those issued under a placement to McNally Clan Investments Pty Ltd (an unrelated party) on 8 January 2015 (being 1.2 cents per Share together with 1.5 free attaching options (exercise price 1.8 cents, expiry date 30 June 2016) for every 2 Shares subscribed for). Pending Shareholder approval, the \$50,000 in in subscription funds were held as an unsecured interest free loan for the benefit of the Company.
Nature of interest	As above
Name of registered holder (if issued securities)	N/A
Date of change	30 October 2015
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	Shareholder approval was obtained on 19 October 2015. On 30 October 2015, the unsecured loan of \$50,000 was accepted as subscription monies and as per Part 1 of this form, 4,166,667 Shares and 3,125,000 Options were issued in accordance with the terms of the agreement.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	As above
Interest after change	As above

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.