

COMPLETION OF CAPITAL RAISING

Mantle Mining Corporation Limited (ASX: MNM) ('Mantle' or the 'Company') is pleased to announce that it has successfully completed the placement to sophisticated and professional investors, in accordance with the capital raising announced to the ASX on 26 July 2016.

A total of 90 million fully paid ordinary shares in the capital of the Company have been issued to investors at an issue price of \$0.015 per share to raise a total of \$1.35 million as per the attached Appendix 3B ("Placement"). A further 10,000,000 shares will be issued to raise an additional \$150,000 on the same terms and conditions as the Placement following shareholder approval at a general meeting of shareholders to be convened shortly.

The Placement was made to investors qualifying under Section 708 of the Corporations Act and the Company has used its existing issue capacity under Listing Rules 7.1 and 7.1A to complete the issue.

The Placement was strongly supported by both new investors and long-term advocates of the Company. The funds raised will provide further working capital to advance its key projects to production.

Disclosure under ASX Listing Rules 7.1A.4(b) and 3.10.5A

In accordance with ASX Listing Rules 7.1A.4(b) and 3.10.5A the Company makes the following disclosures in respect of the Placement:

- (a) The Company issued a total of 90,000,000 fully paid ordinary shares of which 89,618,438 shares were issued under Listing Rule 7.1A and the remaining shares were issued under the Company's 15% placement capacity under Listing Rule 7.1.

The securities issued under Listing Rule 7.1A resulted in the following dilution to existing holders of ordinary securities:

- Number of fully paid ordinary shares on issue prior to this issue of securities was 1,028,327,237;
 - Number of fully paid ordinary shares on issue following this issue of securities under LR7.1A was 1,117,945,675 (or 1,118,327,237 including shares issued under LR7.1 under the same Placement).
 - Percentage of voting dilution following this issue is 8.71% (or 8.75% including shares issued under LR7.1 under the same Placement).
- (b) The Company elected to undertake the Placement in preference to a pro-rata issue to existing shareholders as it offered superior certainty and timeliness with lower

transaction costs and provided an opportunity to introduce new sophisticated and professional investors to Mantle's register.

- (c) No underwriting arrangements were entered into in connection with this Placement.
- (d) A fee of \$5,000 was paid to a broker who introduced investors to participate in the Placement.

Secondary Trading Notice Pursuant To Section 708A(5)(E) of the Corporations Act 2001

The Company gives this notice pursuant to section 708A(5)(e) of the Act.

The Company advises that the Securities issued pursuant to the Placement without issued 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.

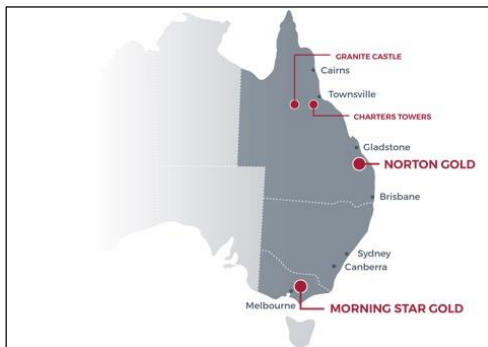
Further information please contact:

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About Mantle Mining:

Mantle's strategic vision is to become the next mid-tier Australian Gold producer. The company is focussed on the acquisition and return to production of low cost gold mines at a time of strong gold prices. The strategy involves a portfolio approach, with two near term production gold mines already acquired in two of Australia's major gold fields.



Mantle's Gold Projects



Mantle's Morning Star Gold Mine

The Norton Gold Mine is one of two flagship projects for Mantle and is projected to provide a strong foundation cash flow upon which to base substantial future growth.

The Morning Star Gold Mine has, by historical production, displayed potential to deliver low cost, high grade gold production upon which to found major corporate expansion.

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 | Fully Paid Ordinary Shares ("Shares") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 90,000,000 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) | 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>Yes</p>
<p>5 Issue price or consideration</p>	<p>1.5 cents per Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To provide further working capital to advance its key projects to production.</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 <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>26 November 2015</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>381,562</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>89,618,438</p>
<p>6e Number of ⁺securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil</p>
<p>6f Number of securities issued under an exception in rule 7.2</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

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.	Yes. Shares were issued on 1 August 2016 at 1.5 cents each, representing a 10% discount to the 15 day VWAP of 1.67 cents per share. Source: Etrade Australia						
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	1,903,238 under rule 7.1 0 under rule 7.1A						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	1 August 2016						
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>1,118,327,237</td> <td rowspan="2">Ordinary Fully Paid Shares MNMO Options (1.5c, 30 Nov 2017)</td> </tr> <tr> <td>100,398,425</td> </tr> </tbody> </table>	Number	+Class	1,118,327,237	Ordinary Fully Paid Shares MNMO Options (1.5c, 30 Nov 2017)	100,398,425	
Number	+Class							
1,118,327,237	Ordinary Fully Paid Shares MNMO Options (1.5c, 30 Nov 2017)							
100,398,425								
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>125,000,000</td> <td rowspan="2">Options (3c, 30 Nov 2018) Convertible Note (see ASX Release dated 29 October 2015)</td> </tr> <tr> <td>1</td> </tr> </tbody> </table>	Number	+Class	125,000,000	Options (3c, 30 Nov 2018) Convertible Note (see ASX Release dated 29 October 2015)	1	
Number	+Class							
125,000,000	Options (3c, 30 Nov 2018) Convertible Note (see ASX Release dated 29 October 2015)							
1								
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged						

+ See chapter 19 for defined terms.

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

<small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | |
| 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 | |

+ See chapter 19 for defined terms.

- | | | |
|----|---|--|
| 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 (except by sale through a broker)? | |
| 33 | +Despatch date | |

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- 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 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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: 
Joint Company Secretary

Date: 2 August 2016

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	491,787,391
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 	7/09/2015 5,651,232 29/09/2015 20,833,333
<ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 	30/10/2015 14,900,000 16/12/2015 79,975,793
<ul style="list-style-type: none"> • Number of partly paid +ordinary securities that became fully paid in that 12 month period 	3/02/2016 5,499,533 29/04/2016 2,174,048
<i>Note:</i>	
<ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> 	9/05/2016 175,024,207 9/05/2016 100,000,000
<ul style="list-style-type: none"> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> 	16/06/2016 162,234 30/06/2016 154,394
<ul style="list-style-type: none"> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7/07/2016 22,215
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	896,184,380

+ 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>	896,184,380
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	89,618,438
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> 	1/08/2016 89,618,438
“E”	89,618,438

+ 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>	89,618,438
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	89,618,438
Total ["A" x 0.10] – "E"	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.