

MANTLE MINING CORPORATION LIMITED
ACN 107 180 441
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of Mantle Mining Corporation Limited will be held at RSM Perth Office, 8 St George's Terrace, Perth, Western Australia on 19 February 2016 at 4pm (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:
"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to the issue of 79,975,973 Shares on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue the subject of this Resolution and any associates of such a person. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 2 – APPROVAL OF TRANCHE 2 PLACEMENT SHARES AND ATTACHING PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:
"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 170,024,027 Shares together with up to 125,000,000 free attaching Options on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – APPROVAL OF SHARES TO WINTON WILLESEE OR NOMINEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:
"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares to Winton Willesee or his nominees on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 – APPROVAL OF SHARES TO CHINA SUCCESS INTERNATIONAL LIMITED OR NOMINEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:
"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 Shares to China Success International Limited or its nominees on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board



Winton Willesee
Joint Company Secretary

7 January 2016

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. BACKGROUND TO RESOLUTIONS

The Resolutions the subject of this Notice relate to two capital raisings undertaken by the Company.

The first capital raising relates to funds raised at 1 cent per Share and intended to be used on assisting funding the acquisition of a 95% interest in Morning Star Gold NL and the commencement of a program to restart the Morning Star gold mine. 79,975,973 Shares by a tranche 1 placement have already been issued to unrelated parties under the Company's 15% placement capacity (and for which ratification is sought under Resolution 1). 170,024,027 Shares are the subject of the tranche 2 placement to be issued to unrelated parties and for which approval is sought under Resolution 2. Approval is also sought by Resolution 2 to approve the issue of free attaching Options on the basis of 1 free Option for every 2 Shares subscribed for under the placement (both tranches 1 and 2). Resolution 3 seeks approval to issue up to 5,000,000 Shares to Winton Willesee or his nominee which is in lieu of part of the cash fees for Mr Willesee's endeavors in introducing and facilitating the capital raising.

The second fundraising relates to funds proposed to be raised at 1 cent per Share and if this raising proceeds the funds are intended to be used on the development and construction at the Norton gold mine to assist bringing the Norton gold mine into production. By the second fundraising 150,000,000 Shares are to be issued to China Success or its nominees. The Shares are intended to be issued in 2 tranches with the first tranche being 50,000,000 Shares (to raise \$500,000) and the second tranche being 100,000,000 Shares (to raise \$1,000,000). The approval to issue these Shares is the subject of Resolution 4.

2. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

Resolution 1 seeks Shareholder approval by way of ratification in relation to the issue of 79,975,973 Shares issued as the first tranche of a placement.

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders.

The securities issued the subject of this Resolution were issued within the Company's 15% capacity.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval if the issue of securities did not breach Listing Rule 7.1 (that is, the issue was within the Company's 15% capacity) and shareholders subsequently approve it. The Company seeks Shareholder approval to ratify the securities issued and refresh the Company's 15% capacity. In accordance with Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of securities issued was 79,975,973 Shares.
- (b) The Shares were issued at an issue price of 1 cent each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares.
- (d) The Shares were issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. None of the subscribers is a related party of the Company.
- (e) The Company intends to use the funds the subject of Resolutions 1 and 2 towards the initial acquisition payments for the acquisition of a 95% interest in Morning Star Gold NL, the commencement of a program to restart the Morning Star gold mine and for general working capital.

3. RESOLUTION 2 – APPROVAL OF TRANCHE 2 PLACEMENT SHARES AND ATTACHING PLACEMENT OPTIONS

Resolution 2 seeks Shareholder approval so that the Company may issue up to 170,024,027 Shares as part of the second tranche of a placement together with approval for up to 125,000,000 free attaching Options relating to the tranche 1 and tranche 2 placement Shares. The Options are issued on the basis of 1 free Option for every 2 Shares subscribed for under the Placement.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the tranche 1 placement the subject of Resolution 1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is 170,024,027 Shares and 125,000,000 Options.
- (b) The Shares and Options will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the Shares is 1 cent each. The free attaching Options will be issued for nil consideration.
- (d) The Shares and Options will be issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the

- Corporations Act. None of the subscribers will be a related party of the Company.
- (e) The Shares will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares. The Option will be issued on the terms set out in Schedule 1.
 - (f) The Company intends to use the funds the subject of Resolutions 1 and 2 towards the initial acquisition payments for the acquisition of a 95% interest in Morning Star Gold NL, the commencement of a program to restart the Morning Star gold mine and for general working capital.
 - (g) It is intended that the Shares and Options will be issued on one date.

4. RESOLUTION 3 – APPROVAL OF SHARES TO WINTON WILLESEE OR NOMINEES

Resolution 3 seeks Shareholder approval for the issue of up to 5,000,000 Shares to Winton Willesee or his nominees in lieu of part of the cash fees for Mr Willesee's endeavors in introducing and facilitating the capital raising in relation to the placement the subject of Resolutions 1 and 2. Mr Willesee is not a related party of the Company.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the tranche 1 placement the subject of Resolution 1.

Information about Listing Rule 7.1 is set out in section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of Shares to be issued is 5,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Shares will be issued at a deemed price of 1 cent each
- (d) The Shares will be issued to Winton Willesee or his nominees, which are not related parties of the Company.
- (e) The Shares to be issued will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares.
- (f) No funds will be raised from the issue of the Shares.
- (g) It is intended that the issue will occur on the one date.

5. RESOLUTION 4 – APPROVAL OF SHARES TO CHINA SUCCESS INTERNATIONAL LIMITED OR NOMINEES

Resolution 4 seeks Shareholder approval for the issue of up to 150,000,000 Shares to China Success or its nominees. China Success is a Hong Kong registered company that is not a related party of the Company.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the tranche 1 placement the subject of Resolution 1.

Information about Listing Rule 7.1 is set out in section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of Shares to be issued is 150,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). The Shares are intended to be issued in 2 tranches with the first tranche being of 50,000,000 shares (to raise \$500,000) intended to be issued in or around February 2016 and the second tranche being of 100,000,000 Shares (to raise \$1,000,000) intended to be issued in or around March 2016.
- (c) The Shares will be issued at a price of 1 cent.
- (d) The Shares will be issued to China Success or its nominees, which are not related parties of the Company.
- (e) The Shares to be issued will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds for development and construction at the Norton Gold Mine and for general working capital.
- (g) It is intended that the issue will occur progressively in 2 tranches set out above.

Dilution Table

The following table sets out the maximum number of securities to be issued under the resolutions contemplated by the Notice. The dilutionary effect on existing Shareholders' shareholdings if the maximum number of securities are issued is set out below:

Res	Maximum Securities to be Issued	Dilutionary effect on existing Shareholders of Shares
2	295,024,027	32.5%
3	5,000,000	0.8%
4	150,000,000	19.7%

As at the date of this Notice there are 613,147,749 Shares and 161,657,896 Options on issue. Should all the securities in resolutions 2 through 5 be issued there will be 938,171,776 Shares and 286,657,896 Options on issue

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

"**ASX**" means ASX Limited (ACN 008 624 691).

"**ASX Listing Rules**" or "**Listing Rules**" means the Listing Rules of the ASX.

"**Board**" means the board of directors of the Company.

"**Chairman**" means the chairman of the Company.

"**China Success**" means China Success International Limited, a company registered in Hong Kong.

"**Company**" or "**Mantle Mining**" means Mantle Mining Corporation Limited (ACN 107 180 441).

"**Corporations Act**" means the Corporations Act 2001 (Cth).

"**Directors**" mean the current directors of the Company.

"**Explanatory Statement**" means this Explanatory Statement.

"**General Meeting**" or "**Meeting**" means the meeting convened by this Notice.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Option**" means an option to subscribe for a Share.

"**Resolution**" means a resolution referred to in the Notice.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means a registered holder of Shares in the Company.

"**WST**" means Western Standard Time in Australia.

SCHEDULE 1

TERMS OF OPTIONS (Resolutions 2 and 5)

The Options entitle the holder to subscribe for Shares on the following terms:

- (a) Each Option gives the Option Holder the right to subscribe for one Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5.00pm (WST) on 30 November 2018 ("**Expiry Date**"). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise at each Option will be 3 cents ("**Exercise Price**").
- (d) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
- (e) An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised ("**Exercise Notice**").
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 business days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Options are unlisted however the Company reserves the right to seek quotation of the Options in due course.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) Other than pursuant to term (n), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

MANTLE MINING CORPORATION LIMITED

ACN 107 180 441

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. The chair of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions,
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 3 February 2016 at 4pm (WST).

HOW TO COMPLETE THIS PROXY FORM

If you are unable to attend the Meeting, you are encouraged to appoint a person or body corporate who will attend as your proxy and exercise your right to vote your shares. Your proxy does not need to be a shareholder. It may be an individual or a company. Note that if you appoint a body corporate as your proxy, the body corporate should appoint a person as its representative at the Meeting in accordance with section 250D of the Corporations Act. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.

APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes, you may appoint up to two proxies to attend the Meeting and vote. A separate proxy form should be used for each proxy appointment. An additional proxy form will be supplied on request. If you appoint two proxies you must insert the percentage of votes to be allocated to each proxy in each proxy form. If you do not specify this, each proxy may exercise half of your votes. Fractions of votes are disregarded.

DIRECTING YOUR PROXY HOW TO VOTE

If you wish to direct your proxy how to vote (or to abstain from voting) on any item, place a mark (X)

in the "For", "Against" or "Abstain" box for each item. If you mark more than one box on an item, your vote on that item will be invalid. If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority. If you do not direct your proxy how to vote, your proxy may vote as they choose.

SIGNING INSTRUCTIONS

You must sign this proxy form as follows in the spaces provided.

Individual: Where the holding is in one name, the proxy form must be signed by the shareholder.

Joint holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this proxy form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, the proxy form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can sign alone. Otherwise the proxy form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a company shareholder or a company proxy is to attend the meeting the appropriate "Appointment of Corporate Representative Form" should be produced prior to admission. This form may be obtained from the Share Register.

LODGEMENT OF PROXY FORM

Proxy appointments and proxy appointment authorities may be lodged:

By Mail: PO Box 3144 Nedlands WA 6009

In Person: Suite 25, 145 Stirling Highway, Nedlands WA 6009

By Fax: +61 8 9389 3199

By Email: admin@mantlemining.com

by no later than 48 hours prior to the commencement of the Meeting.