



COMPLETION OF CAPITAL RAISING

ASX ANNOUNCEMENT

9 May 2016

Mantle Mining Corporation Limited (ASX: MNM, MNMOB, MNMOC) is pleased to announced that it has completed Tranche 2 of the two tranche placement announced on 30 November 2015 and approved by shareholders at the general meeting held on 19 February 2016 ("**Tranche 2 Placement**").

In addition to the above, the Company has also completed the additional placement to investors qualifying under section 708 of the Corporations Act 2001 (Cth) (Corporations Act) as announced on 6 May 2016 ("**Additional Placement**").

The total amount raised by the Company under the Tranche 2 Placement and the Additional Placement is approximately \$2.7 million (before costs). Further details are set out in the attached Appendix 3B.

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 Corporations Act.

The Company advises that it has issued securities per the attached Appendix 3B and those 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 Corporations Act.

As at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

For further information please contact:

Erlyn Dale

Joint Company Secretary

Mantle Mining Corporation Limited

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 | Fully Paid Ordinary Shares
Listed MNMOC Options (1.5c, 30 Nov 2017)
Unlisted Options (3c, 30 Nov 2018) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) <i>Tranche 2 Placement</i>
- 170,024,207 Shares
- 125,000,000 Unlisted Options

(ii) <i>Additional Placement</i>
- 100,000,000 Shares

(iii) <i>Fee Shares</i>
- 5,000,000 Shares

(iv) <i>Fee Options</i>
- 1,000,000 Listed MNMOC Options |
| 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

Listed MNMOC Options are exercisable at 1.5 cents each on or before 30 November 2017.

Listed Options are exercisable at 3 cents each on or before 30 November 2018. |

+ 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>Shares – Yes</p> <p>Listed MNMOC Options – Yes</p> <p>Unlisted Options – No. These options represent a new class of unlisted securities.</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>(i) <i>Tranche 2 Placement:</i> 170,024,207 Shares were issued at \$0.01 each, together with 85,012,104 attaching Unlisted Options (3c, 30 Nov 2018) issued on the basis of one option for every two shares allotted under the Tranche 2 Placement.</p> <p>In addition, the Company issued a further 39,987,897 Unlisted Options, being the options attaching to the Tranche 1 Placement completed in December 2015.</p> <p>(ii) <i>Additional Placement:</i> 100,000,000 Shares were issued at \$0.01 each pursuant to an offer to investors qualifying under section 708 of the Corporations Act.</p> <p>(iii) <i>Fee Shares:</i> 5,000,000 Shares were issued in lieu of cash consulting and corporate advisory fees in connection with the Tranche 1 & 2 Placements at a deemed issue price of \$0.01 per share.</p> <p>(iv) <i>Fee Options:</i> 1,000,000 Listed MNMOC Options were issued in accordance with the terms of a short-term unsecured loan agreement at a deemed issue price of \$0.002 per option.</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p><i>Tranche 2 Placement & Additional Placement:</i> The funds raised will be used to fund:</p> <ul style="list-style-type: none"> a) the acquisition and development of Morningstar Gold NL; b) recommencement of mining operations at the Company's Norton Gold Project and; c) general working capital. <p><i>Fee Shares and Options:</i> Refer to detail provided in section 5 above.</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	26 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	100,000,000 Shares 1,000,000 Listed MNMOC Options
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)	175,024,207 Shares 125,000,000 Unlisted Options Date of General Meeting: 19 February 2016
6f	Number of securities issued under an exception in rule 7.2	Nil
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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	18,376,831 under rule 7.1 79,584,554 under rule 7.1A										
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	9 May 2016										
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>895,845,537</td><td>Ordinary Fully Paid Shares</td></tr><tr><td>62,259,471</td><td>MNMOB Options (1.8c, 30 June 2016)</td></tr><tr><td>100,398,425</td><td>MNMOC Options (1.5c, 30 Nov 2017)</td></tr></table>	Number	+Class	895,845,537	Ordinary Fully Paid Shares	62,259,471	MNMOB Options (1.8c, 30 June 2016)	100,398,425	MNMOC Options (1.5c, 30 Nov 2017)		
Number	+Class											
895,845,537	Ordinary Fully Paid Shares											
62,259,471	MNMOB Options (1.8c, 30 June 2016)											
100,398,425	MNMOC Options (1.5c, 30 Nov 2017)											
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>125,000,000</td><td>Options (3c, 30 Nov 2018)</td></tr><tr><td>1</td><td>Convertible Note (see ASX Release dated 29 October 2015)</td></tr></table>	Number	+Class	125,000,000	Options (3c, 30 Nov 2018)	1	Convertible Note (see ASX Release dated 29 October 2015)				
Number	+Class											
125,000,000	Options (3c, 30 Nov 2018)											
1	Convertible Note (see ASX Release dated 29 October 2015)											
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged										

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	

⁺ See chapter 19 for defined terms.

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	
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	

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* 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

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 Shares and MNMOC Options Only

(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

⁺ See chapter 19 for defined terms.

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

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

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

39 Class of ⁺securities for which quotation is sought

40 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

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)

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

+ 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: 9 May 2016
Joint Company Secretary

Print name: Erlyn Dale
.....
== == == == ==

+ 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		471,787,391
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 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period 		
	15/05/2015	20,000,000
	7/09/2015	5,651,232
	29/09/2015	20,833,333
	30/10/2015	14,900,000
	16/12/2015	79,975,793
	3/02/2016	5,499,533
Note:	29/04/2016	2,174,048
<ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	9/05/2016	175,024,207
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period		
“A”		795,845,537

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	119,376,831
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>9/05/2016 101,000,000</p>
“C”	101,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	119,376,831
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	101,000,000
Total [“A” x 0.15] – “C”	<p>18,376,831</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	795,845,537
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	79,584,554
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 Notes: <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>	79,584,554
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	79,584,554 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.