



ASX Release

17 December 2012

MANTLE MINING
ASX: MNM and MNMOA

DIRECTORS

Mr Martin Blakeman
Non-Executive Chairman

Mr Ian Kraemer
Managing Director

Mr Peter Anderton
Non-Executive Director

Mr Stephen de Belle
Non-Executive Director

COMPANY SECRETARY

Mr Winton Willesee

**PRINCIPAL PLACE OF
BUSINESS AND
REGISTERED OFFICE**

Suite 25,
145 Stirling Highway
Nedlands, WA 6009

CONTACT DETAILS

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P.O. Box 3144
Nedlands, WA 6009

Appendix 3B and Section 708 Notice

MANTLE MINING CORPORATION LIMITED (ASX: MNM) - 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 2001 (Cth) ("**Act**").

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

The Company advises that 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.

Further information:

Ian Kraemer
Managing Director
0407 758 722

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 548,183 Fully Paid Ordinary 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) | 548,183 Fully Paid Ordinary Shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4 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: <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	Yes
5 Issue price or consideration	Refer to the Notice of Meeting dated 22 October 2012 and lodged with the ASX on 24 October 2012.
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued pursuant to the resolutions passed by shareholders at the AGM held on 27 November 2012.
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	27 November 2012
6c Number of +securities issued without security holder approval under rule 7.1	Nil

+ See chapter 19 for defined terms.

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)	115,661													
6f	Number of securities issued under an exception in rule 7.2	432,522													
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	28,678,303 under rule 7.1 24,651,425 under rule 7.1A													
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	17 December 2012													
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">254,813,088</td> <td style="text-align: center;">Ordinary Fully Paid Shares</td> </tr> <tr> <td style="text-align: center;">52,097,232</td> <td style="text-align: center;">Options (7.5c, 1 Dec 2013)</td> </tr> </tbody> </table>	Number	+Class	254,813,088	Ordinary Fully Paid Shares	52,097,232	Options (7.5c, 1 Dec 2013)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">254,813,088</td> <td style="text-align: center;">Ordinary Fully Paid Shares</td> </tr> <tr> <td style="text-align: center;">52,097,232</td> <td style="text-align: center;">Options (7.5c, 1 Dec 2013)</td> </tr> </tbody> </table>	Number	+Class	254,813,088	Ordinary Fully Paid Shares	52,097,232	Options (7.5c, 1 Dec 2013)
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52,097,232	Options (7.5c, 1 Dec 2013)														

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	2,000,000	Options (\$0.20, 31 Dec 2012)
	300,000	Options (\$0.11, 31 Jan 2013)
	150,000	Option (\$0.20, 31 Jan 2014)
	1,000,000	Options (\$0.25, 31 Dec 2013)
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
- 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.
- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

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?	

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

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

(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

+ See chapter 19 for defined terms.

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.

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:  Date: ...17 December 2012

(Director/Company secretary)

Print name: Winton Willesee
.....
== == == == ==

+ 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

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 date of issue or agreement to issue	231,575,047																		
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="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: center;">6/02/2012</td> <td style="width: 50%; text-align: right;">89,080</td> </tr> <tr> <td></td> <td style="text-align: center;">9/02/2012</td> <td style="text-align: right;">30,000</td> </tr> </table> • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: center;">21/02/2012</td> <td style="width: 50%; text-align: right;">10,000,000</td> </tr> <tr> <td></td> <td style="text-align: center;">27/02/2012</td> <td style="text-align: right;">9,167</td> </tr> </table> • Number of partly paid ordinary securities that became fully paid in that 12 month period <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: center;">6/03/2012</td> <td style="width: 50%; text-align: right;">600,857</td> </tr> <tr> <td></td> <td style="text-align: center;">16/04/2012</td> <td style="text-align: right;">53,207</td> </tr> </table> 		6/02/2012	89,080		9/02/2012	30,000		21/02/2012	10,000,000		27/02/2012	9,167		6/03/2012	600,857		16/04/2012	53,207	
	6/02/2012	89,080																	
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	16/04/2012	53,207																	
Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: center;">11/07/2012</td> <td style="width: 50%; text-align: right;">9,500</td> </tr> <tr> <td></td> <td style="text-align: center;">10/10/2012</td> <td style="text-align: right;">1,664,412</td> </tr> </table> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: center;">19/10/2012</td> <td style="width: 50%; text-align: right;">1,934,800</td> </tr> </table> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: center;">17/12/2012</td> <td style="width: 50%; text-align: right;">548,183</td> </tr> </table> 		11/07/2012	9,500		10/10/2012	1,664,412		19/10/2012	1,934,800		17/12/2012	548,183							
	11/07/2012	9,500																	
	10/10/2012	1,664,412																	
	19/10/2012	1,934,800																	
	17/12/2012	548,183																	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-																		
“A”	246,514,253																		

+ 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	36,977,138						
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> 	<table> <tr> <td>31/10/2012</td> <td>4,244,730</td> </tr> <tr> <td>20/11/2012</td> <td>1,979,380</td> </tr> <tr> <td>11/12/2012</td> <td>2,074,725</td> </tr> </table>	31/10/2012	4,244,730	20/11/2012	1,979,380	11/12/2012	2,074,725
31/10/2012	4,244,730						
20/11/2012	1,979,380						
11/12/2012	2,074,725						
“C”	8,289,835						
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>	36,977,138						
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	8,289,835						
Total [“A” x 0.15] – “C”	28,678,303 <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>	246,514,253
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,651,425
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>	24,651,425
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	24,651,425 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.