



ASX Release

21 February 2013

## Sophisticated Investor Placement

### 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 and options to acquire fully paid ordinary shares in the capital of the Company ("**Securities**") as per the Appendix 3B lodged with the ASX today.

The Company raised \$250,000 under the placement to an existing shareholder who is both a sophisticated investor and a long term supporter of the Company. The new capital raised will be used to fund the Company's existing exploration programs and for general working capital purposes.

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

**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

Website:  
www.mantlemining.com

Email:  
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ph: + 61 (8) 9389 3130  
fax: + 61 (8) 9389 3199

P.O. Box 3144  
Nedlands, WA 6009

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<br>Options (7.5c, 1 Dec 2013)                     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 5,000,000 Fully Paid Ordinary Shares<br>2,500,000 Options (7.5c, 1 Dec 2013) |
| 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) | 5,000,000 Fully Paid Ordinary Shares<br>2,500,000 Options (7.5c, 1 Dec 2013) |

+ See chapter 19 for defined terms.

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4	<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
5	Issue price or consideration	5 cents per share, along with one free attaching option for every two shares issued.
6	<p>Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	Working capital
6a	<p>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>	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	5,000,000 Fully Paid Ordinary Shares 2,500,000 Options (7.5c, 1 Dec 2013)

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+ 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)	Nil						
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						
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	3,311,639 under rule 7.1 24,651,425 under rule 7.1A						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 February 2013						
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">268,146,420</td> <td>Ordinary Fully Paid Shares</td> </tr> <tr> <td style="text-align: center;">64,130,564</td> <td>Options (7.5c, 1 Dec 2013)</td> </tr> </tbody> </table>	Number	+Class	268,146,420	Ordinary Fully Paid Shares	64,130,564	Options (7.5c, 1 Dec 2013)
Number	+Class							
268,146,420	Ordinary Fully Paid Shares							
64,130,564	Options (7.5c, 1 Dec 2013)							

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	150,000 1,000,000	Option (\$0.20, 31 Jan 2014) 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<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |

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+ See chapter 19 for defined terms.

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

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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

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+ 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)		

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+ 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: ...21 February 2013 .....  
(Director/Company secretary)

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

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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

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>													
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>													
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	231,694,127												
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• 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;">21/02/2012</td> <td style="text-align: right;">10,000,000</td> </tr> <tr> <td style="text-align: right;">27/02/2012</td> <td style="text-align: right;">9,167</td> </tr> </table> </li> <li>• 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;">6/03/2012</td> <td style="text-align: right;">600,857</td> </tr> <tr> <td style="text-align: right;">16/04/2012</td> <td style="text-align: right;">53,207</td> </tr> </table> </li> <li>• 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;">11/07/2012</td> <td style="text-align: right;">9,500</td> </tr> <tr> <td style="text-align: right;">10/10/2012</td> <td style="text-align: right;">1,664,412</td> </tr> </table> </li> </ul>	21/02/2012	10,000,000	27/02/2012	9,167	6/03/2012	600,857	16/04/2012	53,207	11/07/2012	9,500	10/10/2012	1,664,412	
21/02/2012	10,000,000												
27/02/2012	9,167												
6/03/2012	600,857												
16/04/2012	53,207												
11/07/2012	9,500												
10/10/2012	1,664,412												
<b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table style="border: none;"> <tr> <td style="text-align: right;">19/10/2012</td> <td style="text-align: right;">1,934,800</td> </tr> <tr> <td style="text-align: right;">17/12/2012</td> <td style="text-align: right;">548,183</td> </tr> </table>	19/10/2012	1,934,800	17/12/2012	548,183								
19/10/2012	1,934,800												
17/12/2012	548,183												
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-												
<b>“A”</b>	<b>246,514,253</b>												

+ See chapter 19 for defined terms.

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<b>Step 2: Calculate 15% of “A”</b>											
“B”	0.15 <i>[Note: this value cannot be changed]</i>										
<b>Multiply “A” by 0.15</b>	<b>36,977,138</b>										
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>											
<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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table> <tbody> <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> <tr> <td>24/12/2012</td> <td>17,866,664</td> </tr> <tr> <td>21/02/2013</td> <td>7,500,000</td> </tr> </tbody> </table>	31/10/2012	4,244,730	20/11/2012	1,979,380	11/12/2012	2,074,725	24/12/2012	17,866,664	21/02/2013	7,500,000
31/10/2012	4,244,730										
20/11/2012	1,979,380										
11/12/2012	2,074,725										
24/12/2012	17,866,664										
21/02/2013	7,500,000										
“C”	<b>33,665,499</b>										
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>											
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	36,977,138										
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	<b>33,665,499</b>										
<b>Total [“A” x 0.15] – “C”</b>	<b>3,311,639</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>										

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	<b>246,514,253</b>
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	<b>24,651,425</b>
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>“E”</b>	-

+ See chapter 19 for defined terms.

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10  <i>Note: number must be same as shown in Step 2</i>	24,651,425
<b>Subtract "E"</b>  <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	<b>24,651,425</b>  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.