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25 March 2013

Ms Jenny Cutri
Assistant Manager, Listings Compliance (Perth)
Australian Securities Exchange
2 The Esplanade
PERTH WA 6000

Dear Ms Cutri,

MANTLE MINING CORPORATION LIMITED – APPENDIX 3Y

I refer to your letter dated 22 March 2013 in regard to the Appendix 3Y lodged on 19 March 2013.

The Company responds as follows;

1. Please explain why the Appendix 3Y was lodged late.

In preparing an Appendix 3Y to report an issue of options made on 19 March 2013 the Company became aware that the lodgement of the Appendix 3Y in question had, simply as a consequence of administrative oversight, not been filed and acted immediately to have the lodgement made.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

Directors are made aware of the requirements under listing rule 3.19A and associated regulations and have a history of compliance to support that.

3. If the current arrangements are inadequate or not being enforced, what an additional step does the Company intend to take to ensure compliance with listing rule 3.19B?

The Company believes the current arrangements are adequate.

Yours sincerely

**WINTON WILLESEE
COMPANY SECRETARY**



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22 March 2013

Mr Winton Willesee
Company Secretary
Mantle Mining Corporation Limited
Suite 25, 145 Stirling Highway
NEDLANDS WA 6009

By email to: winton@azc.com.au

Dear Winton

Mantle Mining Corporation Limited (the "Company")

We refer to the following:

1. Company's announcement lodged with ASX Ltd ("ASX") on 19 March 2013 regarding a change in the director's interest for Mr Ian Kraemer ("Appendix 3Y").
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.The entity must complete an Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete an Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in the Director's notifiable interest occurred on 16 April 2012. It appears that the Director's Notice should have been lodged with ASX by 24 April 2012. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the director concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

It is also noted that the Appendix 3Y does not specify the value or consideration of the securities.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?
4. The value or consideration of the securities the subject of the Appendix 3Y.

Your response should be sent to me by e-mail at jenny.cutri@asx.com.au or by facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading at **12pm WST on Wednesday 27 March 2013**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely



Jenny Cutri
Assistant Manager, Listings Compliance (Perth)