



SECONDARY TRADING NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001

ASX ANNOUNCEMENT

15 January 2014

Mantle Mining Corporation Limited (ASX: MNM) 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 \$525,000 under a placement to professional and sophisticated investors for 18,749,998 shares at 2.8 cents per share, along with one free attaching listed MNMO Option (4.5c, 30 June 2015) for every share issued under the placement. The Company also issued 5,000,000 MNMO Options to the nominees of Cygnet Capital Pty Ltd as part payment for professional services rendered in connection with the above placement, as well as a further 2 shares at 4.5 cents per share upon the exercise of 2 MNMO Options. 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 other than as noted below.

The Company notes however, that it continually explores ways to increase the value of its assets and, to that end, is in confidential negotiations with potential investors/partners concerning the Company’s coal projects. These negotiations target accelerated development of the Company’s coal assets and value creation thereof. The potential counterparties include both domestic and offshore entities.

The negotiations are an incomplete proposal or negotiation at this point. No assurances can therefore be given that any agreement between the parties will be concluded.

The Company will keep the market informed in the event of a material development from the ongoing discussions.

For further information please contact:

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Managing Director
Mantle Mining Corporation Limited
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P: +61 7 3310 8932

About Mantle Mining Corporation Limited

Mantle Mining (ASX: MNM) is an Australian based minerals exploration company that is focussed on a range of in high demand commodities. Mantle's principal activities are to acquire exploration tenements and locate economically developable deposits of coal and gold. It is Mantle's intention to progress mineral deposits through feasibility and into mining operations, to the benefit of all stakeholders.

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
MNMO Options (4.5 cents, 30 June 2015) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 18,750,000 Fully Paid Ordinary Shares
23,749,998 MNMO Options (4.5 cents, 30 June 2015) |
| 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
MNMO Options (4.5 cents, 30 June 2015) |

+ 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>Yes</p>
<p>5 Issue price or consideration</p>	<p>18,749,998 Fully Paid Ordinary Shares issued at 2.8 cents per Share along with one free attaching listed MNMO Option (4.5 cents, 30 June 2015) for every share allotted (Placement Securities).</p> <p>5,000,000 listed MNMO Options issued for nil cash consideration (Fee Options).</p> <p>2 Fully Paid Ordinary Shares issued upon the exercise of 2 listed MNMO Options (4.5 cents, 30 June 2015).</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Placement Securities issued to fund the Company's existing exploration programs and for general working capital purposes.</p> <p>Fee Options issued in lieu of cash payment for professional services provided to the Company in connection with the placement of the above Placement Securities.</p> <p>2 Shares issued upon the exercise of 2 listed MNMO Options (4.5 cents, 30 June 2015).</p>
<p>6a 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>	<p>Yes</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	20 November 2013
6c	Number of +securities issued without security holder approval under rule 7.1	18,749,998 Fully Paid Ordinary Shares 23,749,998 MNMO 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)	Nil
6f	Number of securities issued under an exception in rule 7.2	2 Fully Paid Ordinary Shares
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	5,050,508 under rule 7.1 31,700,336 under rule 7.1A
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	15 January 2014

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8	335,753,362 78,973,425	Ordinary Fully Paid Shares MNMO Options (4.5c, 30 June 2015)

	Number	+Class
9		

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged
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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	

+ See chapter 19 for defined terms.

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	
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?	

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 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
- (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: ...15 January 2014.....
(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	263,146,420												
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%;">21/02/2013</td> <td style="text-align: right;">5,000,000</td> </tr> <tr> <td>19/03/2013</td> <td style="text-align: right;">74,610</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%;">04/04/2013</td> <td style="text-align: right;">7,400,000</td> </tr> <tr> <td>26/04/2013</td> <td style="text-align: right;">109,675</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%;">09/05/2013</td> <td style="text-align: right;">1,667</td> </tr> <tr> <td>04/06/2013</td> <td style="text-align: right;">17,957,559</td> </tr> </table> 	21/02/2013	5,000,000	19/03/2013	74,610	04/04/2013	7,400,000	26/04/2013	109,675	09/05/2013	1,667	04/06/2013	17,957,559	
21/02/2013	5,000,000												
19/03/2013	74,610												
04/04/2013	7,400,000												
26/04/2013	109,675												
09/05/2013	1,667												
04/06/2013	17,957,559												
Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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 style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 40%;">24/06/2013</td> <td style="text-align: right;">21,432,541</td> </tr> <tr> <td>28/06/2013</td> <td style="text-align: right;">140,158</td> </tr> <tr> <td>26/08/2013</td> <td style="text-align: right;">254,074</td> </tr> <tr> <td>11/12/2013</td> <td style="text-align: right;">1,471,658</td> </tr> <tr> <td>18/12/2013</td> <td style="text-align: right;">15,000</td> </tr> <tr> <td>15/01/2014</td> <td style="text-align: right;">2</td> </tr> </table>	24/06/2013	21,432,541	28/06/2013	140,158	26/08/2013	254,074	11/12/2013	1,471,658	18/12/2013	15,000	15/01/2014	2
24/06/2013	21,432,541												
28/06/2013	140,158												
26/08/2013	254,074												
11/12/2013	1,471,658												
18/12/2013	15,000												
15/01/2014	2												
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-												
“A”	317,003,364												

+ 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	47,550,504
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> 	<p>15/01/2014 42,499,996</p>
“C”	42,499,996
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>	47,550,504
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	42,499,996
Total [“A” x 0.15] – “C”	5,050,508 <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>	317,003,364
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	31,700,336
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.

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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>	31,700,336
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	31,700,336 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.