

**MANTLE MINING CORPORATION LIMITED**  
**ACN 107 180 441**

**NOTICE OF GENERAL MEETING**  
**AND**  
**EXPLANATORY STATEMENT**

For the General Meeting to be held  
on Monday, 4 August 2014 at 1pm (Western Standard Time) at

Trinity Conference Centre (Epworth Room)  
230 Hampden Road, Crawley, Western Australia, 6009

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or  
how to vote at the Meeting.

## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

### **Venue**

The General Meeting of Mantle Mining Corporation Limited will be held at:

Trinity Conference Centre (Epworth Room)  
230 Hampden Road  
Crawley, Western Australia, 6009

Commencing  
at 1pm (WST)  
on Monday, 4 August 2014.

### **How to Vote**

You may vote by attending the meeting in person, by proxy or authorised representative.

### **Voting in Person**

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 1pm (WST).

### **Voting by Proxy**

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- post to Mantle Mining Corporation Limited, PO Box 3144, Nedlands, Western Australia, 6909;
- hand by delivery to the Company's office at Suite 25, 145 Stirling Highway, Nedlands, Western Australia, 6009;
- facsimile to +61 8 9389 3199; or
- email to the Company at [winton@azc.com.au](mailto:winton@azc.com.au).

so that it is received not later than 1pm (WST) on 2 August 2014.

**Your proxy form is enclosed.**

**MANTLE MINING CORPORATION LIMITED**  
**ACN 107 180 441**  
**NOTICE OF GENERAL MEETING**

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Notice is hereby given that the General Meeting of the Shareholders of Mantle Mining Corporation Limited will be held at Trinity Conference Centre (Epworth Room), 230 Hampden Road, Crawley, Western Australia, 6009 on Monday, 4 August 2014 at 1pm (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

**AGENDA**

**BUSINESS**

**RESOLUTION 1 - APPROVAL TO ISSUE SHORTFALL SHARES TO THE UNDERWRITER UNDER THE SHARE PURCHASE PLAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$750,000 to the Underwriter or its nominees at the same price as the Shares that are issued under the Share Purchase Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company seeks approval to issue Shortfall Shares (if any) to the Underwriter pursuant to the Share Purchase Plan.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 2 – APPROVAL TO ISSUE SHORTFALL SHARES TO MARTIN BLAKEMAN UNDER THE SHARE PURCHASE PLAN**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$50,000 to Martin Blakeman or his nominee at the same price as the Shares that are issued under the Share Purchase Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company seeks approval to issue some of the Shortfall Shares (if any) to Martin Blakeman, the Chairman of the Company, pursuant to the Share Purchase Plan.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by or on behalf of Martin Blakeman or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

### **RESOLUTION 3 – APPROVAL TO ISSUE SHORTFALL SHARES TO IAN KRAEMER UNDER THE SHARE PURCHASE PLAN**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$25,000 to Ian Kraemer or his nominee at the same price as the Shares that are issued under the Share Purchase Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company seeks approval to issue some of the Shortfall Shares (if any) to Ian Kraemer, the Managing Director of the Company.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by or on behalf of Ian Kraemer or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

### **RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER A TOP-UP PLACEMENT**

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$500,000 at the same price as the Shares that are issued under the Share Purchase Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company seeks approval to issue Shares by way of the Top-up Placement to raise up to a further \$500,000.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO MARTIN BLAKEMAN IN THE TOP-UP PLACEMENT

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$50,000 to Martin Blakeman or his nominee under the Top-up Placement on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** Martin Blakeman wishes to subscribe for Shares under the Top-up Placement (if undertaken). The Company seeks approval to issue Shares to Martin Blakeman under the Top-up Placement.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by or on behalf of Martin Blakeman or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (c) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (d) it is cast by the chair of the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

## VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The chair of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is Saturday, 2 August 2014 at 1pm (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

## By order of the Board



Winton Willesee  
Company Secretary  
Dated: 3 July 2014

**MANTLE MINING CORPORATION LIMITED**  
**ACN 107 180 441**

**EXPLANATORY STATEMENT**

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

**1. RESOLUTION 1 – APPROVAL TO ISSUE SHORTFALL SHARES TO UNDERWRITER UNDER SHARE PURCHASE PLAN**

**1.1 Background**

On 23 June 2014, the Company announced a partly underwritten Share Purchase Plan (**Plan**). Under the terms of the Plan, the Company has offered each eligible Shareholder the opportunity to purchase Shares up to \$15,000 in value. The Company will issue a maximum of 100,726,009 Shares under the Plan, which is 30% of the Company's share capital (**Plan Shares**). The Plan Shares will be issued at a price equal to a 15% discount to the VWAP up to and including the Shortfall Date.

The Company has appointed Patersons Securities Limited (ABN 69 008 896 311) (**Underwriter**) to partly underwrite and to manage the Plan. In the event that eligible Shareholders do not subscribe for all of the Plan Shares then the Underwriter must (or arrange for its nominees to), subject to this approval being sought, subscribe for Shortfall Shares to the value of \$750,000.

**1.2 Listing Rule 7.1**

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders.

The issue of shares under a share purchase plan is an exception to Listing Rule 7.1. However, this exception does not extend to the issue of shares to the plan's underwriters. Resolution 1 therefore seeks Shareholder approval pursuant to Listing Rule 7.1 to authorise the Company to issue Shortfall Shares to the Underwriter or its nominees pursuant to the Plan.

**1.3 Information required by Listing Rule 7.3**

- (a) The maximum number of Shortfall Shares to be issued to the Underwriter or its nominees is not known at the date of this Notice. However, Shortfall Shares up to a value of \$750,000 will be issued at the same price as Shares that are issued under the Plan (being 85% of the VWAP before the Shortfall Date).
- (b) The Shortfall Shares will be issued no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification to the ASX Listing Rules) and will be issued on the same date as the Shares under the Plan.
- (c) The issue price of the Shortfall Shares is not known at the date of this Notice, as it will be the same price as the Shares issued under the Plan. The issue price of the Shares under the Plan will be equal to 85% of the VWAP up to and including the Shortfall Date. ASX has granted a waiver from Listing Rule 7.3.3 to allow this Notice to refer to this issue price which is neither a fixed price nor a minimum price in accordance with the formula in Listing Rule 7.3.3.

Examples of the issue price of Shares under the Plan based on the formula of 85% of VWAP up to and including the Shortfall Date are as follows:

- (1) Assuming the VWAP (the 5 days on which sales are recorded up to and including the Shortfall Date) is 1.75 cents, the issue price of Shares under the Plan will be 1.4875 cents.
  - (2) Assuming the VWAP (the 5 days on which sales are recorded up to and including the Shortfall Date) is 2.5 cents, the issue price of Shares under the Plan will be 2.125 cents.
  - (3) Assuming the VWAP (the 5 days on which sales are recorded up to and including the Shortfall Date) is 1.25 cents, the issue price of Shares under the Plan will be 1.0625 cents.
- (d) The Shortfall Shares will be issued to the Underwriter or to nominees of the Underwriter, if there is available shortfall under the Plan. Martin Blakeman and Ian Kraemer (both Directors) propose to subscribe for part of the shortfall, which is the subject of Resolutions 2 and 3.
  - (e) The Shortfall Shares will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.
  - (f) The Company intends to use the funds raised from the Plan (including under any shortfall) to advance the Company's Norton Gold Project, to further explore and develop its other gold and coal projects, for working capital and the costs of the offer.
  - (g) The issue will occur on one date in accordance with the terms of the underwriting arrangements.

## 2. **RESOLUTIONS 2 AND 3 - APPROVAL TO ISSUE SHORTFALL SHARES TO PARTICIPATING DIRECTORS UNDER THE SHARE PURCHASE PLAN**

### 2.1 **Background**

Subject to Shareholder approval, Martin Blakeman (the Chairman) and Ian Kraemer (the Managing Director) have agreed with the Underwriter to take up part of the Shortfall under the Plan, if any.

### 2.2 **Listing Rule 10.11**

Listing Rule 10.11 requires, subject to certain exceptions, a listed company to obtain shareholder approval to issue securities to a related party. As Directors of the Company, Martin Blakeman and Ian Kraemer are related parties of the Company.

The issue of shares under a share purchase plan is an exception to Listing Rule 10.11. The Directors of the Company may participate in the Plan by applying for Shares up to a maximum of \$15,000 pursuant to the Plan terms and conditions.

However, this exception does not extend to the issue of shares under a shortfall. Resolutions 2 and 3 seek Shareholder approval pursuant to Listing Rule 10.11 to authorise the Company to issue Shortfall Shares to Martin Blakeman and Ian Kraemer.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shortfall Shares to the participating Directors as approval is being obtained under Listing Rule 10.11. Shareholders should note that the issue of the Shortfall Shares to the participating Directors will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

### 2.3 Information required by Listing Rule 10.13

- (a) The Shortfall Shares (if any) will be issued to Martin Blakeman (Resolution 2) and Ian Kraemer (Resolution 3) or their nominees.
- (b) The maximum number of Shortfall Shares that may be issued to Martin Blakeman and Ian Kraemer is not known at the date of this Notice. However:
  - (i) Shortfall Shares up to the value of \$50,000 will be issued to Martin Blakeman or his nominee at the same price as the Shares that are issued under the Plan (being 85% of the VWAP up to and including the Shortfall Date); and
  - (ii) Shortfall Shares up to the value of \$25,000 will be issued to Ian Kraemer or his nominee at the same price as the Shares issued under the Plan (being 85% of the VWAP up to and including the Shortfall Date).
- (c) The Shortfall Shares will be issued no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and will be issued on the same date as Shares issued under the Plan.
- (d) The issue price of the Shortfall Shares is not known at the date of this Notice, as it will be the same price as the Shares issued under the Plan. The issue price of the Shares under the Plan will be equal to 85% of the VWAP up to and including the Shortfall Date. ASX has granted a waiver from Listing Rule 10.13.5 to allow this Notice to refer to this issue price which is not a known issue price at the date of this Notice. Examples of the issue price under the Plan are set out in section 1.3(c) of this Notice. The Shortfall Shares will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.
- (e) The Company intends to use the funds raised from the Plan (including under any shortfall) to advance the Company's Norton Gold Project, to further explore and develop its other gold and coal projects, for working capital and the costs of the offer.

### 2.4 Chapter 2E of the Corporations Act (related party transactions)

A public company may only give a financial benefit to a related party of the public company if:

- (a) the public company obtains the prior approval of shareholders; and
- (b) the benefit is given within 15 months following such approval,

unless an exception applies.

Martin Blakeman and Ian Kraemer are related parties of the Company because they are Directors of the Company. The issue of Shortfall Shares may constitute giving a financial benefit requiring shareholder approval in the absence of a specified exception applying.

One of the exceptions is where the benefit is given on reasonable arms length terms. The Directors (other than Mr Blakeman in respect of Resolution 2 and Mr Kraemer in respect of Resolution 3 who have a material personal interest in those respective Resolutions) consider that shareholder approval pursuant to chapter 2E of the Corporations Act is not required for Mr Blakeman or Mr Kraemer to be issued with Shortfall Shares because the Shares will be issued to them on the same terms as Shares to be issued to the Underwriter and/or its nominees who are non-related party participants to the underwriting arrangements and the Shortfall Shares will be issued at the same price as the Shares that are issued under the Plan and as such the issue of the Shortfall Shares is on reasonable arm's length terms.



### 3. RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER A TOP-UP PLACEMENT

#### 3.1 Background

On completion of the Plan, the Company may seek to raise up to a further \$500,000 by a placement of Shares (**Top-up Placement**). The Top-up Placement Shares will be issued at the same price as the Shares issued under the Plan (being 85% of the VWAP up to and including the Shortfall Date).

#### 3.2 Listing Rule 7.1

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders. Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to authorise the Company to issue Shares under the Top-up Placement to raise additional funds.

#### 3.3 Information required by Listing Rule 7.3

- (a) The maximum number of Shares that may be issued under the Top-up Placement is not known at the date of this Notice. However, the number of Shares will be equal to up to \$500,000 in value issued at the same price as the Shares issued under the Plan (being 85% of the VWAP up to and including the Shortfall Date).

A capital structure table illustrating the effect of the Top-up Placement (Resolutions 4 and 5) is set out below.

Shares	Issue Price under Plan is 1.4875 cents <sup>1</sup>	Percentage	Issue Price under Plan is 2.125 cents <sup>2</sup>	Percentage
Existing Shares	335,753,362	71.42%	335,753,362	72.99%
Plan Shares (assuming maximum)	100,726,009	21.43%	100,726,009	21.90%
Top-up Placement (Resolution 4)	30,252,101 <sup>3</sup>	6.43%	21,176,470 <sup>3</sup>	4.60%
Top-up Placement Shares to Martin Blakeman (Resolution 5)	3,361,344 <sup>3</sup>	0.72%	2,352,941 <sup>3</sup>	0.51%
	<b>470,092,816</b>	<b>100%</b>	<b>460,008,782</b>	<b>100%</b>

Notes:

1. The Top-up Placement assumes the issue price of Shares under the Plan will be 1.4875 cents (based on a VWAP of 1.75 cents).
2. The Top-up Placement assumes the issue price of Shares under the Plan will be 2.125 cents (based on a VWAP of 2.5 cents).
3. The Top-up Placement assumes Martin Blakeman will take up \$50,000 in value.

- (b) The Top-up Placement Shares will issued no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification to the ASX Listing Rules).
- (c) The issue price of the Top-up Placement Shares is not known at the date of this Notice, as it will be the same price as the Shares issued under the Plan. The issue price of the Shares under the Plan will be equal to 85% of the VWAP up to and including the Shortfall Date. ASX has granted a waiver from Listing Rule 7.3.3 to allow this Notice to refer to this issue price which is neither a fixed price nor a minimum price in accordance with the formula in Listing Rule 7.3.3. Examples of the issue price under the Plan are set out in section 1.3(c) of this Notice.
- (d) The Top-up Placement Shares will be issued to investors who are exempt from the disclosure requirements of Chapter 6D of the Corporations Act including such investors introduced by the Underwriter. None of the investors will be related parties of the Company other than Martin Blakeman (the Chairman) who proposes to subscribe for part of the Top-up Placement, which is the subject of Resolution 5.
- (e) The Top-up Placement Shares will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the Top-up Placement to advance the Company's Norton Gold Project, to further explore and develop its other gold and coal projects and for working capital.
- (g) The issue will occur on one date.

#### 4. **RESOLUTION 5 - APPROVAL TO ISSUE SHARES TO MARTIN BLAKEMAN IN THE TOP-UP PLACEMENT**

##### 4.1 **Background**

Subject to Shareholder approval, Martin Blakeman (the Chairman) proposes to subscribe for Shares under the Top-up Placement if it proceeds.

##### 4.2 **Listing Rule 10.11**

Listing Rule 10.11 requires, subject to certain exceptions, a listed company to obtain shareholder approval to issue securities to a related party. As a Director of the Company Martin Blakeman is a related party of the Company. Resolution 5 seeks Shareholder approval pursuant to Listing Rule 10.11 to authorise the Company to issue part of the Top-up Placement Shares to Martin Blakeman.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Top-up Placement Shares to Mr Blakeman as approval is being obtained under Listing Rule 10.11. Shareholders should note that the issue of the Top-up Placement Shares to Mr Blakeman will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

##### 4.3 **Information required by Listing Rule 10.13**

- (a) The Top-up Placement Shares will be issued to Martin Blakeman or his nominees.
- (b) The maximum number of Top-up Placement Shares that may be issued to Martin Blakeman is not known at the date of this Notice. However, the number of Top-up Placement Shares to be issued to Martin Blakeman will be equal to up to \$50,000 in value issued at the same price as the Shares issued under the Plan (being 85% of the VWAP up to and including the Shortfall Date). A capital structure table illustrating the effect of the Top-up Placement (Resolutions 4 and 5) is set out in section 3.3(a) of this Notice.

- (c) The Top-up Placement Shares will be issued no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) The issue price of the Top-up Placement Shares is not known at the date of this Notice, as it will be the same price as the Shares issued under the Plan. The issue price of the Shares under the Plan will be equal to 85% of the VWAP up to and including the Shortfall Date. ASX has granted a waiver from Listing Rule 10.13.5 to allow this Notice to refer to this issue price which is not a known issue price at the date of this Notice. Examples of the issue price under the Plan are set out in section 1.3(c) of this Notice. The Top-up Placement Shares will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.

The Company intends to use the funds raised from the Top-up Placement to advance the Company's Norton Gold Project, to further explore and develop its other gold and coal projects and for working capital.

#### 4.4 **Chapter 2E of the Corporations Act (related party transactions)**

As noted above Martin Blakeman is a related party of the Company because he is a Director of the Company. The issue of Top-up Placement Shares may constitute giving a financial benefit requiring shareholder approval in the absence of a specified exception applying.

The Directors (other than Mr Blakeman who has a material personal interest in Resolution 5) consider that shareholder approval pursuant to chapter 2E of the Corporations Act is not required for Mr Blakeman to be issued with Top-up Placement Shares because the Shares will be issued to him on the same terms as Shares issued to non-related party investors under the Top-up Placement and as such the issue of the Shortfall Shares is on reasonable arm's length terms.

**MANTLE MINING CORPORATION LIMITED**

**ACN 107 180 441**

**GLOSSARY**

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In the Notice and this Explanatory Statement the following expressions have the following meanings:

"**ASX**" means ASX Limited (ACN 008 624 691).

"**ASX Listing Rules**" or "**Listing Rules**" means the Listing Rules of the ASX.

"**Board**" means the board of directors of the Company.

"**Chairman**" means the chairman of the Company.

"**Company**" or "**Mantle Mining**" means Mantle Mining Corporation Limited (ACN 107 180 441).

"**Constitution**" means the Constitution of the Company.

"**Corporations Act**" means the Corporations Act 2001 (Cth).

"**Directors**" mean the current directors of the Company.

"**Explanatory Statement**" means this Explanatory Statement.

"**General Meeting**" or "**Meeting**" means the meeting convened by this Notice.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Offer**" or "**Plan**" means share purchase plan of the Company as described in paragraph 1.1 of the Explanatory Statement.

"**Resolution**" means a resolution referred to in the Notice.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means a registered holder of Shares in the Company.

"**Shortfall**" means the balance of Shares not subscribed for by eligible Shareholders under the Plan.

"**Shortfall Date**" means the date on which Shortfall under the Plan will be notified to the Underwriter.

"**Top-up Placement**" means the issue of Shares at the same price as the Plan Shares to raise up to \$500,000.

"**Underwriter**" means Patersons Securities Limited (ABN 69 008 896 311).

"**VWAP**" means the volume weighted average price of Shares calculated over the last 5 days on which sales in the Shares are recorded up to and including to the Shortfall Date.

"**WST**" means Western Standard Time in Australia.



**MANTLE MINING CORPORATION LIMITED**  
**ACN 107 180 441**

**INSTRUCTIONS FOR COMPLETING PROXY FORM**

**LODGEMENT OF YOUR PROXY FORM**

**This proxy form must be received by 1pm (WST) on 2 August 2014.**

Any proxy form (and any Power of Attorney under which it is signed) received after that time will not be valid.

**How to complete this proxy form**

If you are unable to attend the Meeting to be held at Trinity Conference Centre (Epworth Room) on Monday, 4 August 2014 at 1pm (WST), you are encouraged to appoint a person or body corporate who will attend as your proxy and exercise your right to vote your shares. Your proxy does not need to be a shareholder. It may be an individual or a company. Note that if you appoint a body corporate as your proxy, the body corporate should appoint a person as its representative at the Meeting in accordance with section 250D of the Corporations Act. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.

**Appointment of a second proxy**

If you are entitled to cast two or more votes, you may appoint up to two proxies to attend the Meeting and vote. A separate proxy form should be used for each proxy appointment. An additional proxy form will be supplied on request. If you appoint two proxies you must insert the percentage of votes to be allocated to each proxy in each proxy form. If you do not specify this, each proxy may exercise half of your votes. Fractions of votes are disregarded.

**Directing your proxy how to vote**

If you wish to direct your proxy how to vote (or to abstain from voting) on any item, place a mark (X) in the "For", "Against" or "Abstain" box for each item. If you mark more than one box on an item, your vote on that item will be invalid. If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority. If you do not direct your proxy how to vote, your proxy may vote as they choose.

**Signing instructions**

You must sign this proxy form as follows in the spaces provided.

**Individual:** Where the holding is in one name, the proxy form must be signed by the shareholder.

**Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this proxy form when you return it.

**Companies:** Where the company has a sole director who is also the sole company secretary, the proxy form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can sign alone. Otherwise the proxy form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a company shareholder or a company proxy is to attend the meeting the appropriate "Appointment of Corporate Representative Form" should be produced prior to admission. This form may be obtained from the Share Register.

**Proxy appointments and proxy appointment authorities may be lodged:**

<b>BY MAIL</b>	<b>IN PERSON</b>	<b>BY FAX</b>	<b>BY EMAIL</b>
Mantle Mining Corporation Limited PO Box 3144 NEDLANDS WA 6909	Mantle Mining Corporation Limited Suite 25 145 Stirling Highway NEDLANDS WA 6009	+61 8 9389 3199	winton@azc.com.au

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