

MANTLE MINING CORPORATION LTD (ACN 107 180 441)

PROSPECTUS

For the offer of a pro-rata non-renounceable rights issue of approximately 137,006,186 New Shares, on the basis of 1 New Share for every 3 Shares held at an issue price of 1.1 cents per New Share, to raise approximately \$1,507,068 and 1 free New Option, exercisable at 1.8 cents on or before 30 June 2016, for every 2 New Shares subscribed for under the Prospectus.

Offer closes at 5:00pm WST on 4 March 2015

This document is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer. You should read the entire document including the Entitlement and Acceptance Form. If after reading this Prospectus you have any questions about the Offer or this Prospectus, you should speak to your professional adviser.

The New Shares and New Options offered by this Prospectus should be considered highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 4 February 2015 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in the Glossary. In this Prospectus, the words "we", "our" and "us" refer to the Company. The words "you" or "your" refer to Shareholders.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application for quotation of the New Shares and New Options will be made to ASX within 7 days after the date of this Prospectus.

We are an ASX listed company whose securities are granted official quotation by ASX. In preparing this Prospectus regard has been had to the fact that we are a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Directors or by us.

Restrictions on distribution

The Offer is made in Australia and New Zealand only. This Prospectus does not constitute an offer in any overseas jurisdiction where it would be unlawful to make the Offer. You must ensure compliance with all laws of any country relevant to your Application. We will take the return of a duly completed Entitlement and Acceptance Form as a representation by you that there has been no breach of any laws and that you are an Eligible Shareholder.

The Corporations Act prohibits any person passing on to another person an application form unless it is accompanied by or included in a hard copy, or the complete and unaltered electronic version of this Prospectus. Please contact us if you wish to obtain a hard copy of this Prospectus free of charge.

A copy of this Prospectus can be downloaded from our website at www.mantlemining.com. If you access the electronic version of this Prospectus you should ensure that you download and read the entire Prospectus. The electronic version of this Prospectus is only available to Australian residents.

CORPORATE DIRECTORY

DIRECTORS

Mr Martin Blakeman (Non-Executive Chairman)
Mr Ian Kraemer (Managing Director)
Mr Stephen de Belle (Non-Executive Director)

COMPANY SECRETARIES

Mr Winton Willesee
Miss Eryn Dale

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* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of any part of this Prospectus and has not consented to being named in the Prospectus.

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1. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	<p>We are offering to issue New Shares and New Options to Eligible Shareholders by a pro-rata non-renounceable rights issue.</p> <p>Under the Rights Issue, Eligible Shareholders may subscribe for 1 New Share for every 3 Shares held on the Record Date. Each Eligible Shareholder will also be entitled to 1 free New Option for every 2 New Shares subscribed for under the Prospectus.</p>	Section 2.1
What is the Issue Price for the New Shares?	The Issue Price is 1.1 cents per New Share.	Section 2.1
What are the terms of the New Options?	The New Options have an exercise price of 1.8 cents and an expiry date of 30 June 2016. The Company will apply for quotation of the Options on ASX. The full terms of the New Options are set out in Section 5.2.	Section 5.2
Who is an Eligible Shareholder?	The Offer is made to Eligible Shareholders only. An Eligible Shareholder is a Shareholder with a registered address in Australia or New Zealand on the Record Date.	Section 4.1(a)
How many New Securities will be issued?	<p>It is anticipated that the number of New Shares and New Options that will be issued under the Offer is 137,006,186 New Shares and 68,503,093 New Options at Full Subscription and 22,727,273 New Shares and 11,363,637 New Options at Minimum Subscription.</p> <p>Where Option holders who reside in Australia or New Zealand exercise their Options before the Record Date, they will be entitled to participate in the Offer. This will increase the maximum number of New Shares and New Options that may be issued under the Offer.</p>	Section 2.1
What is the amount that will be raised under the Offer?	<p>At the date of this Prospectus, the maximum amount that may be raised under the Offer is approximately \$1,507,068 before expenses at Full Subscription and \$250,000 before expenses at Minimum Subscription.</p> <p>If existing Option holders exercise their Options before the Record Date so as to participate in the Offer, the amount that may be raised under the Offer will increase.</p>	Section 2.1
What is the purpose of the Offer?	The purpose of the Offer is to raise funds so that at Full Subscription the Company intends to:	Section 2.2

Question	Response	Where to find more information
	<ul style="list-style-type: none"> • Undertake a drilling program at the Norton Gold Project to drill newly defined extensions of previously mined shears and drill immediately under previously mined shears for detailed mine planning and remodel and maiden Resource calculation; • Finalise process design trials, optimise processing flowchart and to acquire secondary crusher and initial hydrometallurgical processing and ancillary equipment to allow production of bulk sample of high grade concentrate from existing stockpiles at the Norton Gold Project; • Undertake minimum expenditure commitments upon the Granite Castle Gold Project and a minor drilling program to seek to establish a maiden resource at the Granite Castle Coronation shear; • Undertake a minor drilling program at Charters Towers Gold Project; • Maintain the Company’s minimum expenditure commitments on its Latrobe Valley and Bacchus Marsh Coal Projects; • Fund general working capital requirements of the Company; and. • Fund the costs of the rights issue process. <p>The purpose of the Offer at Minimum Subscription is restricted to a more limited drilling program at the Norton Gold Project, undertaking some minimum expenditure commitments upon the Granite Castle, Latrobe Valley and Bacchus Marsh Projects, funding some general working capital requirements and the costs of the rights issue process.</p> <p>A budget of how we intend to use the funds raised both at Minimum Subscription and Full Subscription is set out in Section 2.2. As with any budget, new circumstances may change the way we apply the funds.</p>	
What is the effect of the Offer on share capital and cash reserves?	<p>The effect of the Offer is to:</p> <ul style="list-style-type: none"> • Increase the number of Shares and Options on issue. • Increase our cash reserves at Full Subscription by approximately \$1,507,068 before the costs of the Offer. 	Section 2.3
What are the risks of a further investment in the Company?	<p>The Rights Issue should be considered highly speculative. Before deciding to subscribe under the Offer, you should consider the risk factors set out in this Prospectus and all other relevant material including our public announcements and reports. Some of the specific risks relevant to an investment in the Company are:</p>	Section 3

Question	Response	Where to find more information
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- Future capital needs and additional funding – The Company will need to raise further capital (equity or debt) in the future. No assurance can be given that future funding will be available to the Company on favourable terms or at all which would prejudice the development of projects and the viability of the Company. This future funding risk will be highlighted if only Minimum Subscription under this Offer (or not much more than Minimum Subscription) is achieved, as a more limited drilling program at the Norton Gold Project will occur and the development of the Granite Castle Gold Project and the Charters Towers Gold Project will be significantly curtailed in the absence of future funding.
- Operating and development risks – In the event of the recommencement of mining at any of the Company's gold projects, the Company's ability to achieve scheduled production, development, operating costs and capital expenditure cannot be assured. The business of gold mining involves many risks and may be impacted by factors including ore tonnes, grade and metallurgical recovery, input prices (some of which are unpredictable and outside the control of the Company), labour force disruptions, cost overruns, changes in regulatory environment and unforeseen contingencies.
- Resource estimations – The Company has made estimates of its resources on a number of projects. Resource estimations are expressions of judgment and are inherently imprecise.
- Exploration – Exploration is by its nature a high risk undertaking. There can be no assurance that the Company's exploration of its existing projects or any other exploration projects that may be acquired in the future will result in a commercially viable discovery.
- Gold, coal and commodity price – The Company is seeking to develop mainly gold and coal projects. Adverse fluctuations in the gold and coal price may detrimentally affect the Company.
- Reliance on key personnel - The Company's success largely depends on the core competencies of its Directors and management and their familiarisation with, and ability to operate in, the resource industry and the Company's ability to retain its key executives.
- Joint Venture risk – The development of the Bacchus Marsh Brown Coal project is subject to a joint venture arrangement with Exergen Pty Ltd. The Company is reliant on its relationship with Exergen and Exergen's ability to fund the development of the project and meet its commitments under the joint venture arrangement.

Question	Response	Where to find more information
Is the Offer underwritten?	The Offer is not underwritten. However, the major Shareholder of the Company, McNally Clan Investments Pty Ltd (an unrelated party), has committed to the Company to take up its full Entitlement being in the sum of \$162,281. Mr Ian Kraemer, the Managing Director, and his associates have committed to take up their full Entitlement being the sum of \$13,949.	Section 4.1(c)
How do I accept my Entitlement under the Offer?	<p>All Eligible Shareholders are entitled to subscribe for New Shares and New Options under the Offer. If you wish to make an Application in respect to your Entitlement, you must complete the Entitlement and Acceptance Form that accompanies this Prospectus.</p> <p>You may accept all or part of your Entitlement.</p> <p>If you do not wish to take up any of your Entitlement, you do not need to take any action and your Entitlement will lapse.</p>	Section 4.2(a)
What will happen to Excluded Shareholders?	The Offer is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is situated outside Australia or New Zealand).	Section 4.2(b)
How will Shortfall be allocated?	<p>Any Entitlement not accepted will form the Shortfall.</p> <p>Eligible Shareholders may apply for Shortfall Securities in accordance with Section 4.4.</p> <p>The Directors intend to provide first priority to Eligible Shareholders (other than related parties) who have subscribed for their full Entitlement.</p>	Section 4.4
What is the effect of the Offer on control of the Company?	<p>The offer is 1 New Share for every 3 Shares held by Eligible Shareholders and the maximum dilution to shareholding that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement at Full Subscription is 25% of its existing shareholding.</p> <p>The largest substantial holding of Shares at the date of this Prospectus is McNally Clan Investments Pty Ltd with 10.77%. Shortfall will not be allocated so that a party will breach the takeover provisions in the Corporations Act. No party by this Offer can increase its relevant interest to 20% or more.</p> <p>By reason of the above, the Offer should not have a material effect on the control of the Company.</p>	Section 2.6
What are the key dates of the Offer?	<p>Prospectus lodged with ASIC and ASX</p> <p>"Ex" date (date from which Shares trade on</p>	<p>4 February 2015</p> <p>9 February 2015</p>

Question	Response	Where to find more information
	ASX without the entitlement to participate in the Offer)	
	Record Date (to determine eligibility of Shareholders to participate in the Offer)	11 February 2015
	Anticipated despatch of Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders/Opening Date	16 February 2015
	Closing Date	4 March 2015
	Issue of New Securities	12 March 2015
	New Securities commence normal trading on ASX.	13 March 2015
	Please note that these dates are subject to change. We reserve the right, subject to the Corporations Act and the Listing Rules to amend the timetable at any time, and in particular, to extend the Closing Date or to withdraw the Offer without prior notice.	

2. REASON FOR THE RIGHTS ISSUE AND EFFECT ON THE COMPANY

2.1 Background

We listed on ASX on 22 November 2006. The Company is a minerals exploration and mine development company with primarily gold and coal projects in Queensland and Victoria.

We are making this Offer which consists of a pro-rata non-renounceable rights issue to Eligible Shareholders of approximately 137,006,186 New Shares and 68,503,093 New Options at Full Subscription and 22,727,273 New Shares and 11,363,637 New Options at Minimum Subscription. The Offer is made on the basis of 1 New Share for every 3 Shares held by Eligible Shareholders on the Record Date at an issue price of 1.1 cents per New Share and 1 free New Option for every 2 New Shares subscribed for under the Prospectus ("**Rights Issue**"). On this basis, the Rights Issue will seek to raise up to approximately \$1,507,068 before expenses at Full subscription and \$250,000 before expenses at Minimum Subscription.

As at the date of this Prospectus, we have 411,018,557 Shares and 91,473,425 Options on issue. Option holders with an address in Australia or New Zealand may exercise their Options before the Record Date and participate in the Offer. In this event, the number of New Shares and New Options to be issued under this Prospectus and the funds raised as a result of the Rights Issue may vary.

2.2 Use of Funds

We are seeking to raise a total of up to approximately \$1,507,068 from this Rights Issue. The Company intends to use its current funds and the proceeds of the Offer at Minimum Subscription and Full Subscription as follows:

Funds Available	Amount Minimum Subscription	Amount Full Subscription
Cash on hand at the date of this Prospectus	\$250,000	\$250,000
Funds raised under the Offer ¹	\$250,000	\$1,507,068
Total funds available	\$500,000	\$1,757,068
Use of Funds	Amount	Amount
Norton Gold Project drilling	\$100,000	\$400,000
Acquisition of plant and equipment and expenditure at Norton Gold Project	-	\$300,000
Granite Castle Gold Project expenditure	\$25,000	\$25,000
Granite Castle Gold Project drilling	-	\$275,000
Charters Towers Gold Project drilling	-	\$250,000
Victorian Coal Projects expenditure (Latrobe Valley and Bacchus Marsh)	\$75,000	\$75,000
General working capital ²	\$268,750	\$394,818

Expenses of the Offer ³	\$31,250	\$37,250
Total	\$500,000	\$1,757,068

1. This table assumes that none of the existing Option holders exercise their Options before the Record Date and participate in the Offer. In the event that more funds are raised than \$1,507,068, we will allocate those additional funds to general working capital.
2. General working capital includes corporate administration and operating costs and may be applied to directors fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
3. The items of expenses are set out in Section 5.8.
4. In the event that moneys are raised beyond Minimum Subscription to Full Subscription, up to the following amount of net funds are intended to be applied as follows:
 - (a) firstly applied pro-rata as between the following activities up to the sum of \$670,000:
 - (i) further drilling at the Norton Gold Project (\$300,000);
 - (ii) acquire plant and equipment and process design expenditure at the Norton Gold Project (\$300,000); and
 - (iii) general working capital (\$70,000);
 - (b) secondly applied pro-rata as between the following activities up to the sum of \$305,000:
 - (i) Granite Castle Gold Project drilling (\$275,000); and
 - (ii) general working capital (\$30,000); and
 - (c) thirdly applied pro-rata as between the following activities up to the sum of \$276,068:
 - (i) Charters Towers Gold Project drilling (\$250,000); and
 - (ii) general working capital (\$26,068).
5. The cash on hand at the date of this Prospectus includes \$75,000 of loan funds which will convert to subscription funds on Shareholder approval. See Section 5.6(b) for further detail of these loans from Directors.
6. This table is a statement of our proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect our decisions and we reserve the right to vary the way the funds are applied.

2.3 Effect on shareholders' equity and cash reserves

Assuming that all New Shares and New Options offered under the Rights Issue are issued, the principal effects of the Rights Issue on the Company will be to:

- (a) increase the total number of Shares and Options on issue (see Section 2.4); and
- (b) increase our cash reserves at Full Subscription by approximately \$1,507,068, before taking into account the expenses of the Offer (see Section 2.5).

A pro forma statement of financial position, which that contains further information about the effect of the Rights Issue on the Company, is provided in Section 2.5.

2.4 Effect on capital structure

Assuming that no Options are exercised before the Record Date, the effect of the Offer on the Company's issued share capital at Minimum Subscription and Full Subscription is shown in the following table:

Shares	Minimum Subscription	Full Subscription
Existing Shares	411,018,557	411,018,557
New Shares issued under Rights Issue	22,727,273	137,006,186
Total Shares on issue after completion of the Rights Issue¹	433,745,830	548,024,743
Options	Minimum Subscription	Full Subscription
Existing Options – listed (exercise price 4.5 cents expiring 30 June 2015)	78,973,425	78,973,425
Existing Options – unlisted (exercise price 1.8 cents expiring 30 June 2016)	12,500,000	12,500,000
New Options issued under the Rights Issue (exercise price 1.8 cents expiring 30 June 2016)	11,363,637	68,503,093
Total Options on issue after completion of the Rights Issue¹	102,837,062	159,976,518

1. As announced on 8 January 2015, entities associated with two of the Directors (Ian Kraemer and Martin Blakeman) have paid \$75,000 to the Company which, subject to Shareholder approval, will be subscription funds for a total of 6,250,000 Shares (at 1.2 cents per Share) plus 4,687,500 free Options in the same class as the New Options (exercise price 1.8 cents expiring 30 June 2016). Any Shareholder approval and the issue of the securities will occur after the Record Date for this Rights Issue. See Section 5.6(b) for further details.

2.5 Pro forma Statement of financial position

To illustrate the effect of the Rights Issue on the Company, a pro forma statement of financial position has been prepared based on the unaudited balance sheet as at 31 December 2014. The pro forma statement of financial position shows the effect of the Rights Issue as if it had been made on 31 December 2014 at both Minimum Subscription and Full Subscription based on the following assumptions:

- (a) At Minimum Subscription, the issue of 22,727,273 New Shares under the Offer at an issue price of 1.1 cents each to raise \$250,000 and the issue of 11,363,637 New Options for free (on the basis of 1 New Option for every 2 New Shares subscribed for under the Prospectus); or
- (b) At Full Subscription, the issue of 137,006,186 New Shares under the Offer at an issue price of 1.1 cents each to raise \$1,507,068 and the issue of 68,503,093 New Options for free (on the basis of 1 New Options for every 2 New Shares subscribed for under the Prospectus; and
- (c) Expenses of the Offer, being approximately \$31,250 at Minimum Subscription and \$37,250 at Full Subscription;
- (d) The issue of 16,666,667 Shares at 1.2 cents per Share to raise \$200,000 on 8 January 2015 and the issue of 12,500,000 Options for free (exercise price 1.8 cents and expiry date 30 June 2016). A no interest loan of \$50,000 (\$25,000 loan was accounted for in December 2014);
- (e) The satisfaction of \$31,890 current liabilities via Share issues to Directors and consultants in lieu of cash remuneration in lieu of director and employee fee plan.

	Actual 31 December 2014 Unaudited Consolidated	Pro-forma 31 December 2014 Unaudited Consolidated at Minimum Subscription	Pro-forma 31 December 2014 Unaudited Consolidated at Full Subscription
Current assets			
Cash and cash equivalents	187,929	656,679	1,907,747
Trade and other receivables	35,502	35,502	35,502
Other	39,192	39,192	39,192
Total current assets	262,623	731,373	1,982,441
Non-current assets			
Receivables	62,599	62,599	62,599
Property, plant and equipment	179,232	179,232	179,232
Exploration Assets	7,957,562	7,957,562	7,957,562
Total non-current assets	8,199,392	8,199,392	8,199,392
Total assets	8,462,015	8,930,765	10,181,833

Current liabilities			
Trade and other payables	218,310	186,420	186,420
Provisions	66,419	66,419	66,419
Loans	25,000	75,000	75,000
Total current liabilities	309,729	327,839	327,839
Total liabilities	309,729	327,839	327,839
Net assets	8,152,286	8,602,926	9,853,994
Equity			
Issued capital	21,677,929	22,128,569	23,379,637
Reserves	1,439,433	1,439,433	1,439,433
Accumulated losses	(14,965,076)	(14,965,076)	(14,965,076)
Total equity	8,152,286	8,602,926	9,853,994

2.6 Potential effect on control

The Offer is 1 New Share for every 3 Shares held by Eligible Shareholders and the maximum dilution that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement at Full Subscription is 25% of its existing shareholding.

The largest substantial holding of Shares at the date of this Prospectus is 10.77% held by McNally Clan Investments Pty Ltd ("McNally Clan") (an unrelated party). It has committed to the Company to take up its full Entitlement. In the event that McNally Clan takes up its full Entitlement and only Minimum Subscription is achieved, the relevant interest of McNally Clan will increase to 13.60%. McNally Clan (as with other Shareholders) may additionally apply for Shortfall.

Shortfall will not be allocated so that a party will breach the takeover provisions in the Corporations Act. Accordingly, no party by this Offer can increase their relevant interest to 20% or more.

By reason of the above, the Offer should not have a material effect on the control of the Company.

3. RISK FACTORS

3.1 Introduction

An investment in the securities the subject of this Prospectus is highly speculative as the Company is a minerals exploration and mine development company. The Company currently has primarily gold and coal projects in Queensland and Victoria. The purpose of the Offer is set out in Section 1. Funds will be applied to developing the Norton Gold Project and, if sufficient funds are raised, then to develop the Granite Castle Gold Project and the Charters Towers Gold Project.

There are a number of factors that may have a material impact on our future operating and financial performance. The key material risks are described below.

You should carefully consider the risks described below, the information contained in other sections of this Prospectus, and all other relevant material including our public announcements and reports.

The specific risks below are some of the risks specific to the Company including by reason of its involvement in the resource industry. The general investment risks below are some of the risks to the Company of a general economic nature.

3.2 Specific Risks

Future Capital Needs and Additional Funding

The funds raised by the Offer will be used to carry out the Company's objectives as detailed in this Prospectus and the Company's announcements to ASX. The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

This future funding risk will be highlighted if only Minimum Subscription under this Offer (or not much more than Minimum Subscription) is achieved, as a more limited drilling program at the Norton Gold Project will occur and the development of the Granite Castle Gold Project and the Charters Towers Gold Project will be significantly curtailed in the absence of future funding.

Section 2.2 outlines how the Company intends to use funds upon its projects at Minimum Subscription, as funds are raised up to Full Subscription and at Full Subscription.

Operating and Development Risks

In the event of the commencement of mining at any of the Company's gold projects, the Company's ability to achieve scheduled production, development, operating costs and capital expenditure cannot be assured. The business of gold mining involves many risks and may be impacted by factors including ore tonnes, grade and metallurgical recovery, input prices (some of which are unpredictable and outside the control of the Company), labour force disruptions, cost overruns, changes in regulatory environment and unforeseen contingencies.

Resource Estimations

The Company has made estimates of its resources on a number of projects based on relevant reporting codes. Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. They are also influenced by the recoverability of the value component from the defined resource.

Additionally, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

Exploration

Investors should understand that exploration is by its nature a high risk undertaking. There can be no assurance that the Company's exploration of its existing projects or any other exploration projects that may be acquired in the future will result in a commercially viable discovery.

Gold, Coal and Commodity Price Volatility

It is anticipated that any revenues derived from any mining will be primarily derived from the sale of gold or coal. Consequently, any future earnings are likely to be closely related to the price of gold and/or coal and the terms of any offtake agreements which it enters into.

Gold, coal and metal prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for gold, coal and metals, forward selling by producers and production cost levels in mineral producing regions.

Moreover, gold, coal and metal prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the relevant fuel or commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Foreign Exchange Rate Risk

Any revenue generated would be in Australian dollars derived from the sale of gold and coal and the Company's operating expenses would be incurred principally in Australian dollars. Gold is sold throughout the world based principally on a United States dollar price. Therefore the Australian dollar gold and coal price is directly impacted by movements in the United States dollar gold and coal price and the United States dollar/Australian dollar exchange rate. Movements in the United States dollar/Australian dollar exchange rate and/or the United States dollar gold and coal price may adversely or beneficially affect the Company's results

or operations and cash flows in the event of the recommencement of mining.

Reliance on Key Personnel

The Company's success largely depends on the core competencies of its Directors and management and their familiarisation with, and ability to operate in, the resource industry and the Company's ability to retain its key executives.

Joint Venture Risk

The development of the Bacchus Marsh Brown Coal Project is subject to a joint venture arrangement with Exergen Pty Ltd ("Exergen") to develop the deposit utilising Exergen's patented continuous hydro-thermal dewatering technology. The next step in commercialisation of the deposit is for Exergen to undertake a \$50 million pre-commercial demonstration project ("PCDP") to prove the technology at commercial scale. The Company is free carried through the PCDP.

The successful development of the PCDP is reliant in part on an effective relationship between the joint venture parties.

There would be a material adverse impact on development of the Bacchus Marsh coal project if Exergen does not perform its obligations under the joint venture arrangements.

Title

All of the tenements or licences in which the Company has or may earn an interest in will be subject to applications for renewal or grant (as the case may be). The renewal or grant of the terms of each tenement or licence is usually at the discretion of the relevant government authority.

Additionally, tenements are subject to a number of State specific legislative conditions including payment of rent and meeting minimum annual expenditure commitments. The inability to meet these conditions could affect the standing of a tenement or restrict its ability to be renewed.

If a tenement or licence expires, is not renewed or granted, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

Native Title and Aboriginal Heritage

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is a significant uncertainty associated with native title in Australia and this may impact upon the Company's operations and future plans.

Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not necessarily extinguished by the grant of mining licences, although a valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court. If native title rights do exist, the ability of the Company to gain access

to tenements (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

Environmental

The Company's projects are subject to Commonwealth and State laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

Competition

The Company competes with other companies, including major mineral exploration and mining companies. These companies will likely have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out downstream operations on these and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource projects. Any such transactions would be accompanied by risks commonly encountered in making such acquisitions.

3.3 General Investment Risks

Securities Investments and Share Market Conditions

There are risks associated with any securities investment. The prices at which the securities of the Company trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general

economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, interest rates and the rate of inflation.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practices and government policies in countries in which the Company operates may adversely affect the financial performance of the Company.

4. DETAILS OF THE OFFER

4.1 The Offer

(a) Overview

All Eligible Shareholders are entitled to participate in the Rights Issue. You are an Eligible Shareholder if you have a registered address in Australia or New Zealand on the Record Date. The Record Date is 5.00pm WST, 11 February 2015.

As an Eligible Shareholder you are entitled to subscribe for 1 New Share for every 3 Shares held on the Record Date at the Issue Price of 1.1 cents per New Share. When calculating your Entitlement, we will round up fractions to the nearest whole number. You are also entitled to 1 free New Option for every 2 New Shares subscribed for.

The Company's share registry must receive your Entitlement and Acceptance Form by the Closing Date (being 5.00pm WST on 4 March 2015).

The Offer is non-renounceable. This means that you may not sell or transfer all or part of your Entitlement. The Offer will lapse if you do not accept your Entitlement by the Closing Date.

(b) Minimum Subscription

Minimum Subscription under the Rights Issue including Shortfall Securities subscriptions is \$250,000.

No New Shares and New Options will be allotted or issued until the Minimum Subscription has been received. If the Minimum Subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application moneys to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application moneys.

(c) Offer is not underwritten

The Offer is not underwritten. However, the major Shareholder of the Company, McNally Clan, has committed to the Company to take up its full Entitlement being in the sum of \$162,281. Mr Ian Kraemer, the Managing Director, and his associates have committed to take up their full Entitlement being in the sum of \$13,949.

(d) Rights attaching to New Shares and terms of New Options

A summary of the rights attaching to the New Shares and the terms of the New Options are set out in Sections 5.1 and 5.2.

(e) Taxation

There may be taxation implications in relation to the Rights Issue and subscribing for New Shares and New Options. These taxation implications vary depending on your individual circumstances. You should seek and rely on your own taxation advice regarding an investment in the Company. Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to

the taxation consequences connected with the Rights Issue or the New Shares and New Options.

4.2 How to accept the Rights Issue

(a) Action required by Eligible Shareholders

Your Entitlement is shown on the Entitlement and Acceptance Form accompanying the Prospectus sent to you. To subscribe to the Rights Issue, you must complete this form in accordance with the instructions.

You may take up your Entitlement in whole or in part or allow all of your Entitlement to lapse.

You may pay by cheque or by BPAY.

If you pay by cheque, please make the cheque payable to "Mantle Mining Corporation Ltd" and cross it "Not Negotiable". Completed Entitlement and Acceptance Forms (and a cheque for the Application Money) must be mailed to the postal address, or delivered by hand to the delivery address set out below.

Postal address: Mantle Mining Corporation Ltd
c/- Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

Delivery address: Mantle Mining Corporation Ltd
c/- Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

If you pay by BPAY, please follow the procedure set out in the Entitlement and Acceptance Form. You do not have to send us a completed Entitlement and Acceptance Form if you pay by BPAY. It is your responsibility to ensure that we receive your payment by the Closing Date. We do not accept any responsibility for incorrectly completed BPAY payments.

We must receive your Entitlement and Acceptance Form by the Closing Date. If we receive your Entitlement and Acceptance Form after the Closing Date, we may, at our discretion, accept or reject your Application. If we reject your Application, you will receive a refund in full of any payment of Application Money without interest.

If you complete and lodge an Entitlement and Acceptance Form, you will be deemed to have accepted the Offer to subscribe, on the terms set out in this Prospectus and in the Entitlement and Acceptance Form, for the number of New Shares specified in the Form together with the number of free attaching Options.

We will hold your Application Money on trust until we issue the New Shares and New Options in accordance with the Corporations Act. We will retain any interest earned on the Application Money, whether or not the New Shares and New Options are issued to you.

If you are in any doubt as to how to complete or deal with your Entitlement and Acceptance Form, you should contact your professional adviser for assistance.

(b) **Excluded Shareholders**

The Offer under the Rights Issue is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is situated outside Australia or New Zealand). The Rights Issue does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

In making this decision, the Directors have taken into account the small number of Excluded Shareholders and the cost and administrative complexity of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

(c) **New Zealand offer restrictions**

The New Shares and New Options are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

4.3 **Allotment and quotation**

(a) **Allotment of New Shares and New Options**

The New Shares and New Options issued pursuant to the Rights Issue will be allotted as soon as practicable after the Closing Date. We will allot the New Shares and New Options on the basis of your Entitlement.

Pending the allotment and issue of New Shares and New Options or payment of refunds under this Prospectus, we will hold all Application Money on trust for you in a separate bank account. We will, however, be entitled to retain all interest that accrues on any Application Money we hold.

No securities will be allotted and issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

(b) **Quotation by ASX**

We intend to apply to ASX for quotation of the New Shares and New Options within 7 days of the date of this Prospectus. If the ASX accepts our application, quotation of the New Shares and New Options will commence after the allotment of the New Securities.

If any New Shares and New Options are not granted quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, we will not issue those New Shares and New Options and the Application Money in respect of those New Shares and New Options will be refunded to you without interest within the time prescribed by the Corporations Act.

(c) **Holding statements**

We participate in the security transfer system known as CHESS. CHESS is operated by ASX Settlement Pty Ltd (ACN 008 504 532) (a wholly owned subsidiary of ASX) in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHESS you will not receive a share certificate. You will receive a holding statement setting out the number of New Shares and New Options issued to you under this Prospectus. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

4.4 **Shortfall**

Any New Shares and New Options under the Rights Issue that are not applied for will form the Shortfall Securities. The Offer to issue Shortfall Securities is a separate offer under this Prospectus.

Shareholders may apply for Shortfall Securities by completing the "*Additional New Shares*" section in the Entitlement and Acceptance Form and sending it to the Company's share registry (refer to Section 4.2(a) above) together with a cheque in the amount of Shortfall applied for.

Shortfall Securities are intended to be allocated in accordance with the following principles:

- (a) first priority will be given to Eligible Shareholders (other than any related parties) who have subscribed for their full Entitlement; and
- (b) in the event that Applications exceed Shortfall Securities, the Directors intend to allocate Shortfall Securities on a proportionate basis relative to shareholdings at the Record Date.

Related parties may not apply for Shortfall Securities without prior Shareholder approval.

It is your responsibility to ensure that you will not breach the takeovers provisions in the Corporations Act (a 20% threshold) by applying for Shortfall Securities.

Application for Shortfall Securities with moneys does not guarantee any allotment of any Shortfall Securities. All application moneys in relation to which Shortfall Securities are not allocated will be returned without interest.

The Shortfall Securities may be placed at the discretion of the Directors within 3 months of the Closing Date.

5. ADDITIONAL INFORMATION

5.1 Rights attaching to New Shares

The rights attaching to ownership of Shares in the Company (including the New Shares) are:

- (a) set out in the Company's Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of our Shareholders.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. A person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid on the relevant share (not credited) bears to the total amounts paid and payable in respect of the share excluding amounts credited. Voting may be in person or by proxy, attorney or representative.

Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the Board may from time to time determine to declare a dividend to be paid to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share (not credited) bears to the total amounts paid and payable in respect of such shares (excluding amounts credited). All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares.

Future Issues of Securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue shares or grant options over unissued shares in the Company at the times and on the terms that the Directors at their absolute discretion determine and a share may be issued with preferential or special rights.

Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by the Board.

Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

Election of Directors

There must be a minimum of three Directors. At every annual general meeting one third of the Directors (or the number nearest to one third, rounded up in the case of doubt) must retire from office together with any Director who would have held office for more than three years since that Director's election or until the third annual general meeting following his or her appointment. These retirement rules do not apply to certain appointments including the managing director.

Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the shareholders divide the assets of the Company among the members in kind and may for that purpose set a value as the liquidator considers fair upon any such property and may determine how that division is to be carried out as between shareholders or different classes of shareholders.

Amendment of Constitution

The Constitution of the Company can only be amended by a special resolution, passed by at least three quarters of the votes cast by holders of Shares entitled to vote on the resolution, at general meeting. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

Predominance of Listing Rules

While the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

5.2 Terms of New Options

The terms of the issue of the New Options are:

- (a) Each Option gives the Option Holder the right to subscribe for one Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5.00pm (WST) on 30 June 2016 ("**Expiry Date**"). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be 1.8 cents ("**Exercise Price**").

- (d) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
- (e) An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised

("Exercise Notice").

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options on ASX.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) Other than pursuant to term (n), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

5.3 Transaction specific prospectus and continuous disclosure obligations

We are a disclosing entity under the Corporations Act and therefore are subject to regular reporting and disclosure obligations. Under those obligations, we are required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules. In particular, we must comply with the requirement to disclose to ASX any information held by us which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is only required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. This Prospectus is not required to provide information regarding our assets and liabilities, financial position and performance, profits and losses or prospects on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

We lodged our latest annual report with ASX on 24 October 2014. Since then, we have made the following announcements to ASX, shown in the table below.

Date	Description of Announcement
13/11/2014	Results of Meeting
28/11/2014	Section 708 Notice and Appendix 3B
28/11/2014	Change of Director's Interest Notice x 4
23/12/2014	Mantle and Exergen Reconfirm Commitment to Joint Venture

Date	Description of Announcement
8/01/2015	Section 708 Notice and Appendix 3B
8/01/2015	Change in substantial holding
29/01/2015	Director Resignation
29/01/2015	Final Director's Interest Notice
30/01/2015	Quarterly Cashflow Report
30/01/2015	Quarterly Activities Report
03/02/2015	Appendix 3B and 3Y x 3

5.4 **Market price of Shares**

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest closing market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last closing market price on the day on which Shares traded prior to lodgement of this Prospectus with ASIC were :

	Price	Date
Highest	2.2 cents	7 and 10 November 2014
Lowest	1.1 cents	27 November 2014
Latest	1.5 cents	3 February 2015

5.5 **Board and Management**

The Board consists of:

- Mr Martin Blakeman (Non-Executive Chairman)
- Mr Ian Kraemer (Managing Director)
- Mr Stephen de Belle (Non-Executive Director)

Mr Blakeman as a substantial shareholder and Mr Kraemer as an executive director are not considered independent directors.

Mr de Belle is considered an independent director.

5.6 Directors' Interests

(a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last two years, any interest in:

- (i) the formation or promotion of the Company; or
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (iii) the Offer;

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director to induce him or her to become, or to qualify as, a Director or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

(b) Interests in securities as at the date of this Prospectus

As at the date of this Prospectus, the Directors (and their respective associates) have relevant interests in the Shares and Options of the Company as set out in the table below. Interests include those held directly and indirectly.

Each Director who is an Eligible Shareholder will be entitled to participate in the Rights Issue. The table below does not include the New Shares and New Options that the Directors may subscribe for under the Offer.

Director	Number of Shares	Number of Options ¹
Martin Blakeman ²	40,365,907	4,257,860
Ian Kraemer ^{2 and 3}	3,804,303	161,577
Stephen de Belle	12,207,447	-

Notes:

1. The Options have an exercise price of 4.5 cents and an expiry date of 30 June 2015.
2. In addition to the above and as announced on 8 January 2015, entities associated with Mr Martin Blakeman and Mr Ian Kraemer (Directors of the Company) have together paid a total of \$75,000 to the Company which, subject to Shareholder approval, will be subscription funds for Shares and Options on identical terms to those issued under a placement to McNally Clan Investments Pty Ltd (an unrelated party) on 8 January 2015 (being 1.2 cents per Share together with 1.5 free attaching options (exercise price 1.8 cents, expiry date 30 June 2016) for every 2 Shares subscribed for). Shareholder approval is required prior to issuing securities to entities associated with Mr Blakeman and Mr Kraemer as related parties. In the event of Shareholder approval:
 - (a) an entity associated with Mr Blakeman will be issued an additional 4,166,667 Shares (subscription funds of \$50,000) and 3,125,000 Options

in the same class of securities as the New Options to be issued under this Prospectus; and

- (b) an entity associated with Mr Kraemer will be issued an additional 2,083,333 Shares (subscription funds of \$25,000) and 1,562,500 Options in the same class of securities as the New Options to be issued under this Prospectus.

Pending Shareholder approval, the \$75,000 in funds are held as unsecured interest free loan funds for the benefit of the Company and the funds will be treated as subscription funds upon Shareholder approval. If no Shareholder approval is obtained, the funds will be repaid.

- 3. Mr Ian Kraemer and his associates have committed to take up their full Entitlement being 1,268,101 Shares in the sum of \$13,949.

(c) **Remuneration of Directors**

Mr Martin Blakeman is paid \$48,000 per annum as a director's fee as chairman. In accordance with Shareholder approval that has been obtained, Mr Blakeman can elect to receive some or all of his remuneration in Shares in lieu of cash payments. In the two years prior to the date of this Prospectus Mr Blakeman has been paid or become entitled to be paid total remuneration (including cash sacrificed to equity) of \$96,000.

Mr Ian Kraemer is paid \$220,000 per annum (exclusive of superannuation) as managing director including a director's fee. In accordance with Shareholder approval that has been obtained, Mr Kraemer can elect to receive some or all of his total remuneration in Shares in lieu of cash payments. In the two years prior to the date of this Prospectus Mr Kraemer has been paid or become entitled to be paid total remuneration (including cash sacrificed to equity) of \$508,804.

Mr Stephen de Belle is paid \$42,000 per annum as a director's fee as a non-executive director. In accordance with Shareholder approval that has been obtained, Mr de Belle can elect to receive some or all of his remuneration in Shares in lieu of cash payments. In the two years prior to the date of this Prospectus Mr de Belle has been paid or become entitled to be paid total remuneration (including cash sacrificed to equity) of \$84,000.

Directors are also entitled to be reimbursed for reasonable expenses incurred by them in providing their services to the Company.

5.7 Interests of experts and advisers

Other than as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(c) the Offer.

Other than as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as lawyers to the Company in relation to the Rights Issue. We estimate that we will pay approximately \$18,000 (excluding GST) for these services. In the past two years, Fairweather Corporate Lawyers has been paid fees (excluding GST) of approximately \$52,000 by the Company.

5.8 Expenses of the Offer

The expenses connected to the Rights Issue payable by the Company are estimated at approximately \$37,250 at both Full Subscription and \$31,250 at Minimum Subscription. These estimated expenses include legal fees, ASX and ASIC fees and other miscellaneous expenses directly attributable to the Rights Issue.

5.9 Consents

The following parties have given their written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

The party referred to above in this section:

- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this section; and
- has not caused or authorised the issue of this Prospectus.

6. DIRECTORS' AUTHORISATION AND CONSENT

This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 4 February 2015



.....
Signed for and on behalf of
Mantle Mining Corporation Ltd
By Mr Martin Blakeman

7. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

Applicant	A person who submits an Entitlement and Acceptance Form.
Application	An application for New Shares and New Options under the Rights Issue.
Application Money	The Issue Price multiplied by the total number of New Shares applied for by an Applicant under an Entitlement and Acceptance Form.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) and the Australian Securities Exchange it operates
Board	The Board of Directors.
Closing Date	The time and date at which the Offer expires, being 5.00pm WST, 4 March 2015, subject to the Company varying this date in accordance with the Listing Rules.
Company or Mantle Mining	Mantle Mining Corporation Ltd (ACN 107 180 441).
Constitution	The constitution of the Company.
Corporations Act	The Corporations Act 2001 (Cth)
Director	A director of the Company for the time being.
Eligible Shareholders	Shareholders with a registered address in Australia or New Zealand at the Record Date.
Entitlement	The entitlement to subscribe for New Shares and New Options under the Rights Issue.
Entitlement and Acceptance Form	The entitlement and acceptance form attached to or accompanying this Prospectus, personalised for each Eligible Shareholder, which allows each Eligible Shareholder to accept the Offer.
Excluded Shareholder	A Shareholder whose registered address is not in Australia or New Zealand.
Full Subscription	The maximum amount to be raised under the Offer being the sum of \$1,507,068 assuming no existing Options are exercised.
Issue Price	1.1 cents per New Share, being the price payable to subscribe for each New Share.

Listing Rules	The official listing rules of ASX.
Minimum Subscription	The minimum amount to be raised under the Offer being \$250,000.
New Options	The Options offered under the Rights Issue.
New Securities	The New Shares and New Options.
New Shares	The Shares offered under the Rights Issue.
Offer	The offer to Eligible Shareholders of New Shares and New Options under the Rights Issue.
Official List	The official list of the ASX.
Option	An option to acquire a Share.
Prospectus	This prospectus dated 4 February 2015.
Record Date	The time and date for determining a Shareholder's entitlement to participate in the Rights Issue, being 5.00pm WST, 11 February 2015.
Rights Issue	The pro-rata non-renounceable offer to Eligible Shareholders of 1 New Share for every 3 Shares held by Eligible Shareholders on the Record Date with 1 free New Option for every 2 New Shares subscribed for.
Share	A fully paid ordinary share in the issued capital of the Company.
Shareholder	Registered holder of Shares.
Shortfall	New Securities not applied for under the Offer before the Closing Date.
Shortfall Securities	New Securities constituting the Shortfall.
WST	Western Standard Time.
\$	means Australian dollars unless otherwise stated.