



UNDERWRITTEN SHARE PURCHASE PLAN

ASX ANNOUNCEMENT

23 JUNE 2014

The Directors of Mantle Mining Corporation Ltd (ASX: MNM, MNMO) are pleased to announce the opportunity for existing shareholders to participate in a partly underwritten Share Purchase Plan (SPP) to raise a minimum of \$750,000 with the Company having the capacity to top up this amount by a Placement (Top-up Placement) to raise up to \$0.5 million. The funds will be applied primarily towards the commencement of production at the Company's Norton gold mine near Gladstone in Queensland and to advance the Granite Castle and Charters Towers Gold projects.

Key Features of the SPP and Placement:

- **Share Purchase Plan underwritten to raise a minimum of A\$0.75 million**
- **Top-up Placement to raise up to a further \$0.5 million**
- **Shares will be offered at a 15% discount to the volume weighted average price (VWAP) of ordinary shares (Shares) over the last 5 days on which sales in the Shares are recorded up to and including the date on which shortfall under the SPP is notified (Shortfall Date).**
- **Funds raised will support planned commencement of production at the Norton Gold Mine in Q1 2015**

The Equity Raising is being made to support the Company's plans to bring its recently acquired Norton mine in Queensland into production by Q1 2015. The planned mining and production process involves low capital cost and will target a number of high-grade shears defined within the Company's Mining Lease. Three of the shears have been previously mined or pre-stripped and remain open for almost immediate mining.

Recent stockpile sampling results show that a high grade component (47.1 g/t gold and 49.8 g/t silver) can be generated. Low cost sorter machine and hydrometallurgical processing options are being considered and the Company is in advanced discussions with potential off-take parties in relation to sale of high grade concentrate.

The Directors will be subscribing to the share purchase plan.

Information for Eligible Shareholders

Shareholders who are registered as at 5.00pm (Perth time) on 20 June 2014 (Record Date), and have a registered address in Australia and New Zealand (Eligible Shareholders) are invited to participate in the Offer. The SPP provides the opportunity for Eligible Shareholders to purchase up to \$15,000 of Mantle Mining Shares at a 15% discount to the VWAP of Shares on ASX over the last 5 days on which sales in the Shares are recorded up to and including the Shortfall Date.

Eligible Shareholders are able to purchase parcels of Shares valued at \$1,000, \$2,500, \$5,000, \$10,000 or \$15,000 without incurring brokerage or transaction costs. The Directors reserve the right to expand the size of the SPP (subject to ASX Listing Rule limits) and to scale back acceptances at its discretion.

All new Shares issued under the SPP will rank equally with existing ordinary shares in the Company. Shares issued under the Placement will be issued at the same price as under the SPP.

Eligible Shareholders will be sent an offer letter and Share Purchase Plan rules to enable them to consider the investment.

Issue of shortfall under the SPP, approval for the Top-up Placement and related matters are subject to shareholder approval at a General Meeting expected to be held on or about 4 August 2014. A Notice of Meeting will be sent to shareholders together with the SPP offer letter and rules.

The SPP is to be underwritten by Patersons Securities Limited ABN 69 008 896 311 (Underwriter) to an amount of up to \$0.75 million (Underwritten Amount). If Applications are not received for the Underwritten Amount, Mantle Mining will place to nominees of the Underwriter any Shares that have not been applied for by Eligible Shareholders up to the Underwritten Amount subject to shareholder approval (Shortfall Shares).

Important Dates

Event	Date (2014)
SPP Record Date	Friday, 20 June 2014 (5.00pm WST)
Announcement Date	Monday, 23 June 2014
Dispatch of SPP Booklet and SPP Opening Date (and dispatch of Notice of Meeting)	Thursday, 3 July 2014
General Meeting	Monday, 4 August 2014
Closing Date	Tuesday, 5 August 2014
Pricing Period to determine the price per Share under the SPP	Friday, 1 August 2014 to Thursday, 7 August 2014
Shortfall Notice Date	Thursday, 7 August 2014
SPP results and pricing announcement	Monday, 11 August 2014
Allotment of SPP Shares (including Shortfall Shares) and dispatch of transaction confirmations and if applicable a direct credit deposit or refund cheque	Tuesday, 12 August 2014
SPP Shares (including Shortfall Shares) commence trading	Wednesday, 13 August 2014

This timetable is subject to change. Subject to its obligations under the underwriting agreement, Mantle reserves the right to vary the timetable without notice, including without limitation to close the SPP early. Shareholders are therefore encouraged to lodge their applications well ahead of the advertised closing date. The commencement of trading of the New Shares is subject to confirmation from ASX.

For further information please contact:

Ian Kraemer
Managing Director

ikraemer@mantlemining.com
P: +61 7 3310 8932

Winton Willesee
Company Secretary

winton@azc.com.au
P: +61 8 9389 3100