
MANTLE MINING CORPORATION LTD

ACN 107 180 441

NOTICE OF GENERAL MEETING

TIME: 11 am (AEST)

DATE: 28 September 2017

PLACE: Christie's Conference Centre, 3 Spring Street, Sydney NSW

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 7 3319 4120.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11 am AEST on 28 September 2017 at:
Christie's Conference Centre, 3 Spring Street, Sydney NSW

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AEST) on 27 September 2017.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporation Act, each proxy may exercise one-half of the votes.
- at the meeting, a poll is duly demanded on the resolution; and

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:

- ➔ the proxy is not recorded as attending the meeting; or
- ➔ the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the Glossary section or where the relevant term is first used.

ASX

A final copy of this Notice of Meeting and Explanatory Statement has been lodged with ASX. Neither ASX, nor any of its officers takes any responsibility for the contents of this Notice of Meeting.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares, attaching 2,500,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 2,500,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to McNally Clan Investments Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares, attaching 5,000,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 5,000,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Chesbreeze Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares, attaching 2,500,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 2,500,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Mr Rogan Richard Yates, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 40,000,000 Shares, attaching 10,000,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 10,000,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Chancery Asset Management Pte Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares, attaching 2,500,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 2,500,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Mr David James Azar, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Shares, attaching 1,250,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 1,250,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to JHS & D Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,000,000 Shares, attaching 7,500,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 7,500,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Mr Ryan Richard Mount, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares, attaching 2,500,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 2,500,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Mr Gideon Benjamin Cecil Franklin & Mrs Mioko Franklin, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS TO A SOPHISTICATED INVESTOR

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares, attaching 5,000,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 5,000,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to McNally Clan Investments Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE - SHARES (PLACEMENT) AND OPTIONS TO A SOPHISTICATED INVESTOR

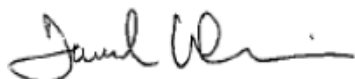
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares, attaching 2,500,000 MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, and 2,500,000 Unlisted Options exercisable at \$0.030 on or before 30 November 2018 to Chesbreeze Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

Dated: 24 August 2017

By order of the Board of Directors



David Kinsman
(Company Secretary)

EXPLANATORY STATEMENT

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS

1.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from McNally Clan Investments Pty Ltd for 10,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 2,500,000 MNMOC Options on a 1 for 4 basis to each Share issued and 2,500,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$100,000 (before costs).

Resolution 1 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to McNally Clan Investments Pty Ltd under the Private Placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities in issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The effect of Resolution 1 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 10,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to McNally Clan Investments Pty Ltd who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset, and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to McNally Clan Investments Pty Ltd was 2,500,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to McNally Clan Investments Pty Ltd was 2,500,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

2.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from Chesbreeze Pty Ltd for 20,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 5,000,000 MNMOC Options on a 1 for 4 basis to each Share issued and 5,000,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$200,000 (before costs).

Resolution 2 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Chesbreeze Pty Ltd under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 2 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and

Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 20,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Chesbreeze Pty Ltd who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Chesbreeze Pty Ltd was 5,000,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to Chesbreeze Pty Ltd was 5,000,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

3.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from Mr Rogan Richard Yates for 10,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 2,500,000 MNMOC Options on a 1 for 4 basis to each Share issued and 2,500,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$100,000 (before costs).

Resolution 3 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Mr Rogan Richard Yates under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 3 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 10,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Mr Rogan Richard Yates who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Mr Rogan Richard Yates was 2,500,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to Mr Rogan Richard Yates was 2,500,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and

conditions set out in Schedule 1;

- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

4.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from Chancery Asset Management Pte Ltd for 40,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 10,000,000 MNMOC Options on a 1 for 4 basis to each Share issued and 10,000,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$400,000 (before costs).

Resolution 4 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Chancery Asset Management Pte Ltd under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 4 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 40,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Chancery Asset Management Pte Ltd who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Chancery Asset Management Pte Ltd was 10,000,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to Chancery Asset Management Pte Ltd was 10,000,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

5.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from Mr David James Azar for 10,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 2,500,000 MNMOC Options on a 1 for 4 basis to each Share issued and 2,500,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$100,000 (before costs).

Resolution 5 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Mr David James Azar under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 5 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 10,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Mr David James Azar who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Mr David James Azar was 2,500,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to Mr David James Azar was 2,500,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

6.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from JHS & D Pty Ltd for 5,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 1,250,000 MNMOC Options on a 1 for 4 basis to each Share issued and 1,250,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$50,000 (before costs).

Resolution 6 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to JHS & D Pty Ltd under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 6 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 5,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to JHS & D Pty Ltd who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to JHS & D Pty Ltd was 1,250,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to JHS & D Pty Ltd was 1,250,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

7.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from Mr Ryan Richard Mount for 30,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 7,500,000 MNMOC Options on a 1 for 4 basis to each Share issued and 7,500,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$300,000 (before costs).

Resolution 7 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Mr Ryan Richard Mount under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 7 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 30,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Mr Ryan Richard Mount who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Mr Ryan Richard Mount was 7,500,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to Mr Ryan Richard Mount was 7,500,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

8.1 General

Pursuant to the Private Placement in the Company announcement made on 29 March 2017, the Company accepted an application from Mr Gideon Benjamin Cecil Franklin & Mrs Mioko Franklin for 10,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 2,500,000 MNMOC Options on a 1 for 4 basis to each Share issued and 2,500,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$100,000 (before costs).

Resolution 8 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Mr Gideon Benjamin Cecil Franklin & Mrs Mioko Franklin under the Private Placement.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 8 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the Private Placement and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

8.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 10,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;

- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Mr Gideon Benjamin Cecil Franklin & Mrs Mioko Franklin who are not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Mr Gideon Benjamin Cecil Franklin & Mrs Mioko Franklin was 2,500,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to Mr Gideon Benjamin Cecil Franklin & Mrs Mioko Franklin was 2,500,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS

9.1 General

On 29 June 2017, the Company issued to McNally Clan Investments Pty Ltd, 20,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 5,000,000 MNMOC Options on a 1 for 4 basis to each Share issued and 5,000,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$200,000 (before costs).

Resolution 9 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to McNally Clan Investments Pty Ltd under the issue.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The effect of Resolution 9 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the issue and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 20,000,000 Shares were issued;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to McNally Clan Investments Pty Ltd who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to McNally Clan Investments Pty Ltd was 5,000,000;
- (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to McNally Clan Investments Pty Ltd was 5,000,000;
- (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
- (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
- (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

10.1 General

On 29 June 2017, the Company issued to Chesbreeze Pty Ltd, 10,000,000 Shares at an issue price of \$0.01 per Share with attaching options issued as follows: 2,500,000 MNMOC Options on a 1 for 4 basis to each Share issued and 2,500,000 Unlisted Options on a 1 for 4 basis for each Share issued, to raise a further \$100,000 (before costs).

Resolution 10 seeks Shareholder approval for ratification of the issued Shares, MNMOC Options and Unlisted Options to Chesbreeze Pty Ltd under the issue.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.1 above.

The effect of Resolution 10 will be to allow the Company to issue the above stated amount of Shares, MNMOC Options and Unlisted Options which can be issued under the issue and to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

10.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 10,000,000 Shares were issued;
 - (b) the issue price was \$0.01 per Share;
 - (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (d) the Shares were issued to Chesbreeze Pty Ltd who is not a Related Party of the Company;
 - (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
 - (f) the number of MNMOC Options issued was equal to 25% of the number of Shares issued, as the MNMOC Options were issued as free attaching with the Shares on a 1:4 basis, the number of MNMOC Options issued to Chesbreeze Pty Ltd was 2,500,000;
 - (g) the number of Unlisted Options issued was equal to 25% of the number of Shares issued, as the Unlisted Options were issued as free attaching with the Shares on a 1:4 basis, the number of Unlisted Options issued to is Chesbreeze Pty Ltd was 2,500,000;
 - (h) the MNMOC Options, exercisable at \$0.015 on or before 30 November 2017, will be issued on the terms and conditions set out in Schedule 1;
 - (i) the Unlisted Options, exercisable at \$0.03 on or before 30 November 2018, will be issued on the terms and conditions set out in Schedule 2; and
 - (j) no funds will be raised from the issue of the MNMOC Options and Unlisted Options.
-

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Mantle Mining Corporation Ltd (ACN 107 180 441).

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

MNMOC Option means an option to acquire a Share on the terms and conditions set out in Schedule 1.

Morning Star Gold Asset means MIN5009 and EL4320 in Victoria, Australia.

Morning Star Gold means Morning Star Gold N.L. (ACN 003 312 721).

Norton Gold Project means the gold mine (90% held by the Company) located in the northern extension of the New England Orogen in Queensland.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement, schedules and the Proxy Form.

Option means an option to acquire a Share.

Option holder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning provided in section 9 of the Corporations Act.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Securities mean Options and Shares.

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

Shareholder means a registered holder of a Share.

Unlisted Option means an option to acquire a Share on the terms and conditions set out in Schedule 2.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF MNMOC OPTIONS

The terms of the issue of the MNMOC Options are:

- (a) Each MNMOC Option gives the MNMOC Option Holder the right to subscribe for one Share. To obtain the right given by each MNMOC Option, the MNMOC Option Holder must exercise the MNMOC Options in accordance with the terms and conditions of the MNMOC Options.
 - (b) The MNMOC Options will expire at 5.00pm (WST) on 30 November 2017 (**Expiry Date**). Any MNMOC Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each MNMOC Option will be 1.5 cents (**Exercise Price**).
 - (d) The MNMOC Options held by each MNMOC 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 MNMOC Options are held, all MNMOC Options must be exercised together.
 - (e) An MNMOC Option Holder may exercise their MNMOC Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of MNMOC Options specifying the number of MNMOC Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of MNMOC 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 MNMOC Options specified in the Exercise Notice.
 - (h) The MNMOC Options are transferable.
 - (i) All Shares allotted upon the exercise of MNMOC Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will apply for quotation of the MNMOC Options on ASX.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an MNMOC 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 MNMOC Options and MNMOC Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the MNMOC 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 MNMOC Option Holders the opportunity to exercise their MNMOC Options prior to the date for determining entitlements to participate in any such issue.
 - (m) Other than pursuant to term (n), an MNMOC Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which MNMOC 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 MNMOC Options, the number of securities over which an MNMOC Option is exercisable may be increased by the number of securities which the MNMOC Option Holder would have received if the MNMOC Option had been exercised before the record date for the bonus issue.

SCHEDULE 2 – TERMS AND CONDITIONS OF UNLISTED OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms:

- (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 November 2018 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise at each Option will be 3 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 Options are unlisted however the Company reserves the right to seek quotation of the Options in due course.
- (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.

MANTLE MINING CORPORATION LTD
ACN 107 180 441

PROXY FORM
GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11am (AEST) on 28 September 2017 at Christie's Conference Centre, 3 Spring Street, Sydney NSW and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 - 10 (except where I/we have indicated a different voting intention below).

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
RESOLUTION 1 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 7 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 8 Ratification of Prior Issue - Shares (Placement) and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 9 Ratification of Prior Issue - Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION10 Ratification of Prior Issue - Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: - _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

**Consent for contact by e-mail
in relation to this Proxy Form:** YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(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 provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Mantle Mining Corporation Ltd, Level 6, 15 Astor Terrace, Spring Hill QLD 4000; or
 - (b) facsimile to the Company on facsimile number +61 7 3839 4386; or
 - (c) email to the Company at proxyvotes@mantlemining.com,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.