
MANTLE MINING CORPORATION LIMITED
ACN 107 180 441

NOTICE OF ANNUAL GENERAL MEETING

TIME: 12:00 noon (AEDT)

DATE: 20 November 2013

PLACE: Level 1
2 Ross Place
South Melbourne VIC 3205

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 8) 9389 3130.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 12:00 noon (AEDT) on 20 November 2013 at:

Level 1
2 Ross Place
South Melbourne VIC 3205

YOUR VOTE IS IMPORTANT

The business of the Annual General 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 Annual General Meeting are those who are registered Shareholders at 5:00 pm (AEDT) on 18 November 2013.

VOTING IN PERSON

To vote in person, attend the Annual General 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, members are advised that:

- each member has a right to appoint a proxy;
 - the proxy need not be a member of the Company; and
 - a member 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 Corporations Act, each proxy may exercise one-half of the votes.

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 members; 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;
 - 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.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2013.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER ANDERTON

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Peter Anderton, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ISSUE OF SHARES TO DIRECTOR - MARTIN BLAKEMAN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 693,089 Shares to Martin Blakeman (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Martin Blakeman (or his nominee) and any of his associates. 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 directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – ISSUE OF SHARES TO DIRECTOR - STEPHEN DE BELLE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 606,453 Shares to Stephen de Belle (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Stephen de Belle (or his nominee) and any of his associates. 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 directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES ISSUED TO AZALEA CONSULTING PTY LTD

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 249,833 Shares to Azalea Consulting 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – ISSUE OF SHARES TO AZALEA CONSULTING PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 172,112 Shares to Azalea Consulting 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 any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 5,000,000 Shares, together with one free attaching Listed MNMOA Option for every two Shares issued, 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS ISSUED TO TPG AUSTRALASIA PTY LTD

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 254,074 Shares and 833,333 Listed MNMO Options to TPG Australasia 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 17 OCTOBER 2013

BY ORDER OF THE BOARD



**WINTON WILLESEE
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.mantlemining.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2013.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors who were in office when the directors' report (as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company), will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER ANDERTON

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 4 Directors and accordingly 1 must retire.

Peter Anderton, the Director longest in office since his last election, retires by rotation and seeks re-election.

4. RESOLUTIONS 3 TO 4 – ISSUE OF SHARES TO DIRECTORS

4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 1,299,542 Shares (**Director Shares**) to Messrs Blakeman and de Belle (or their respective nominees) (**Related Parties**) on the terms and conditions set out below.

The Director Shares to be issued to the Related Parties will be issued as an alternative to the payment of the following accrued (but unpaid) Directors' remuneration for the period from 1 October 2012 to 30 September 2013:

Related Party	Amount of accrued but unpaid remuneration for period from 1 October 2012 to 30 September 2013	Director Shares to be issued in lieu of accrued but unpaid remuneration for period from 1 October 2012 to 30 September 2013
Martin Blakeman	\$24,000	693,089
Stephen de Belle	\$21,000	606,453

The number of Director Shares to be issued to the Directors as an alternative to the payment of the accrued (but unpaid) Directors' remuneration for the period from 1 October 2012 to 30 September 2013 as set out above (**2012-2013 Directors' Fees**), was calculated by reference to the 10 day VWAP of Shares traded on ASX to 30 September 2013.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The issue of the Director Shares to the Related Parties requires the Company to obtain Shareholder approval because the issue of Director Shares constitutes giving a financial benefit and as Directors, Messrs Blakeman and de Belle are related parties of the Company.

The Directors will not seek to rely on the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 does not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Director Shares to the Related Parties.

4.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Shares:

- a) the related parties are Messrs Blakeman and de Belle and they are related parties by virtue of being Directors;
- b) the maximum number of Director Shares (being the nature of the financial benefit being provided) to be granted to the Related Parties (of their respective nominees) pursuant to Resolutions 3 and 4 is:
 - (i) 693,089 to Mr Blakeman; and
 - (ii) 606,453 to Mr de Belle;
- c) the Director Shares will be issued to the Related Parties no later than 1 month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Shares will be issued on one date;
- d) the Director Shares will be issued as an alternative to the payment of the 2012-2013 Directors' Fees in the proportions set out in Section 4.1. As such the Director Shares will be issued for nil consideration, accordingly no funds will be raised;
- e) the Director Shares issued will be fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares;
- f) the relevant interests of the Related Parties in securities of the Company is as follows:

Director	Shares	MNMOA Options ¹	MNMO Options ²
Martin Blakeman	34,062,889	5,204,672	4,257,860
Stephen de Belle	9,077,518	1,598,700	-

Notes:

1. All Options are listed options exercisable at \$0.075 each on or before 1 December 2013.
2. All Options are listed options exercisable at \$0.045 each on or before 30 June 2015.

- g) the remuneration and emoluments from the Company to the Related Parties for both the 2013 financial year and currently is as follows:

Director	Remuneration for year ended 30 June 2013¹	Estimated Remuneration for year ended 30 June 2014²
Martin Blakeman	48,000	48,000
Stephen de Belle	42,000	42,000

Notes:

¹Of the total amount of \$45,000 which is due and payable to the Directors for the period 1 October 2012 to 30 September 2013, \$33,750 relates to accrued Directors remuneration for the year ended 30 June 2013 and is included in the total remuneration shown in the table above.

²Of the total amount of \$45,000 which is due and payable to the Directors for the period 1 October 2012 to 30 September 2013, the remaining \$11,250 relates to accrued Directors remuneration for the period from 1 July 2013 to 30 September 2013 and is included in the total remuneration shown in the table above. Subject to Shareholder approval being obtained in accordance with Resolutions 3 and 4, these accrued amounts will be satisfied by the issue of the Director Shares to those Directors in the proportions set out in Section 4.1. If Shareholders do not approve Resolutions 3 and 4, then all of the amounts set out above for the relevant period will remain payable.

- h) if the Director Shares are granted to the Related Parties, a total of 1,299,542 Shares would be allotted and issued. This will increase the number of Shares on issue from 315,516,704 to 316,816,246 with the effect that the shareholding of existing Shareholders would be diluted as follows:

Related Party	Dilutionary effect after Director Shares are issued
Martin Blakeman	0.22%
Stephen de Belle	0.19%
TOTAL	0.41%

- i) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Annual General Meeting is set out below:

	Price	Date
Highest	\$0.096	25/10/2012
Lowest	\$0.025	1/07/2013
Last	\$0.023	14/10/2013

- j) the primary purpose for allotting the Director Shares in lieu of their director's fees for the relevant periods to Messrs Blakeman and de Belle is to preserve the Company's working capital and the Board considers the issue of the Director Shares to Messrs Blakeman and de Belle to be reasonable in the circumstances;

- k) the financial benefit to be given to the Related Parties is Director Shares (fully paid ordinary shares). The Company is an ASX listed resource company. Although there are various methodologies for valuing shares, the Company considers the most appropriate indicator of the market value of the Shares is the trading price of the Shares on the ASX (quoted market price basis). Using this methodology, the Company will issue the number of Director Shares as set out in Section 4.1 in lieu of accrued but unpaid remuneration.
- l) Mr Blakeman declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of that Resolution on the basis that Mr Blakeman is to be granted Director Shares should Resolution 3 be passed. However, in respect of Resolution 4 recommends that Shareholders vote in favour of that Resolution for the following reasons:
- (ii) the issue of Director Shares to the Related Parties as an alternative to the payment of accrued (but unpaid) Director remuneration will assist the Company in the preservation of its cash reserves; and
 - (iii) the particular number of Director Shares to be issued is reasonable in the circumstances and it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares upon the terms proposed;
- m) Mr de Belle declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that Mr de Belle is to be granted Director Shares should Resolution 4 be passed. However, in respect of Resolution 3 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- n) Peter Anderton and Ian Kraemer (the members of the Board other than Mr Blakeman and Mr de Belle) recommend that Shareholders vote in favour of Resolutions 3 and 4 for the reasons set out in paragraph (l); and
- o) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 3 and 4.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES ISSUED TO AZALEA CONSULTING PTY LTD

5.1 General

On 26 April 2013, the Company issued 109,675 Shares to Azalea Consulting Pty Ltd (**Azalea**) in part consideration for company secretarial and other services provided by Azalea for the period between 1 January 2013 to 31 March 2013.

On 28 June 2013, the Company issued a further 140,158 Shares to Azalea in part consideration for company secretarial and other services provided by Azalea for the period between 1 April 2013 to 30 June 2013.

Azalea is not a related party of the Company.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

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.

By ratifying this issue, the Company will 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 7.4

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

- a) A total of 249,833 Shares were allotted, being:
 - (i) 109,675 Shares issued at a deemed price of 5.47 cents on 26 April 2013; and
 - (ii) 140,158 Shares issued at a deemed price of 4.28 cents on 28 June 2013.
- b) the Shares were issued for nil cash consideration in satisfaction of company secretarial services provided by Azalea;
- 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 allotted and issued to Azalea, which is not a related party of the Company; and
- e) no funds were raised from this issue as the Shares were issued in part consideration for company secretarial and other services provided by Azalea.

6. RESOLUTION 6 – ISSUE OF SHARES TO AZALEA CONSULTING PTY LTD

6.1 General

Resolution 6 seeks Shareholder approval for the issue of 172,112 Shares in part consideration for company secretarial and other services provided by Azalea for the period between 1 July 2013 to 30 September 2013.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of Resolution 6 will be to allow the Directors to issue the Shares pursuant to the Resolution 6 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- a) the maximum number of Shares to be issued is 172,112;
- b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- c) the Shares will be issued at a deemed price of 3.49 cents each;
- d) the Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- e) the Shares will be issued on one date and for nil cash consideration in part satisfaction of company secretarial and other services provided by Azalea for the period between 1 June 2013 to 30 September 2013;
- f) the Shares will be issued to Azalea Consulting Pty Ltd, which is not a related party of the Company;
- g) no funds will be raised from the issue as the Shares are being issued in consideration for company secretarial and other services provided by Azalea.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS ISSUED TO MCNALLY CLAN INVESTMENTS PTY LTD

7.1 General

On 21 February 2013, the Company issued 5,000,000 Shares at an issue price of 5 cents per Share to raise \$250,000, along with one free-attaching Listed MNMOA Option for every two Shares issued, being a total of 2,500,000 Listed MNMOA Options. The Shares and Listed MNMOA Options were allotted and issued to McNally Clan Investments Pty Ltd, who is a sophisticated investor under section 708(8)(c) of the Corporations Act and an existing shareholder of the Company.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Listed MNMOA Options (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

By ratifying this issue, the Company will 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 7.4

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 and 2,500,000 Listed MNMOA Options were allotted;
- b) the Shares were issued at an issue price of 5 cents per Share to raise \$250,000, together with one free attaching Listed MNMOA Option issued for nil consideration;
- c) the Shares 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. The Options were issued on the terms and conditions set out in Schedule 1;
- d) the Shares and Options were allotted and issued to McNally Clan Investments Pty Ltd, a sophisticated investor who is not a related party of the Company; and
- e) the funds raised from this Placement were used to fund the Company's existing exploration programs and for general working capital purposes.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS ISSUED TO TPG AUSTRALASIA PTY LTD

8.1 General

On 26 August 2013 the Company issued 254,074 Shares and 833,333 Listed MNMO Options to TPG Australasia Pty Ltd pursuant to a Subscription Agreement between the Company and TPG Australasia Pty Ltd.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Options (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1.

By ratifying this issue, the Company will 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 7.4

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

- a) 254,074 Shares and 833,333 Listed MNMO Options were allotted;
- b) the Shares were issued for nil cash consideration in satisfaction of consulting fees paid in connection with the Company's recent acquisition of Exploration Licence 5210 located in the Latrobe Valley, Victoria as announced to the ASX on 23 August 2013;
- c) the Shares 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. The Listed MNMO Options were issued on the terms and conditions set out in Schedule 2;

- d) the securities were allotted and issued to TPG Australasia Pty Ltd, which is not a related party of the Company; and
- e) no funds were raised from this issue as the securities were issued in consideration for consulting services provided by TPG Australasia Pty Ltd in connection with the Company's recent acquisition of Exploration Licence 5210 located in the Latrobe Valley, Victoria.

9. RESOLUTION 9 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 9, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 9.2 below).

The effect of Resolution 9 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

9.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation below the threshold.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has three classes of Equity Securities on issue, being the Shares (ASX Code: MNM) and listed Options (ASX Code: MNMOA & MNMO).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and
 - (D) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

9.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 9.3(a)(i), the date on which the Equity Securities are issued.

b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Issue Price (per Share)	Dilution		
		\$0.0115 50% decrease in Issue Price	\$0.023 Issue Price	\$0.046 100% increase in Issue Price
316,988,358 (Current)	Shares issued	31,698,836 Shares	31,698,836 Shares	31,698,836 Shares
	Funds raised	\$364,537	\$729,073	\$1,458,146
475,482,537 (50% increase)	Shares issued	47,548,254 Shares	47,548,254 Shares	47,548,254 Shares
	Funds raised	\$546,805	\$1,093,610	\$2,187,220
633,976,716 (100% increase)	Shares issued	63,397,672 Shares	63,397,672 Shares	63,397,672 Shares
	Funds raised	\$729,073	\$1,458,146	\$2,916,293

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 316,988,358 Shares on issue comprising:
 - 315,516,704 existing Shares as at the date of this Notice of Meeting; and
 - 1,471,654 Shares which will be issued if Resolutions 3, 4 and 6 are passed at this Meeting.
- The issue price set out above is the closing price of the Shares on the ASX on 14 October 2013.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- No listed Options (including any listed Options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.

5. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the dilution effect on existing Shareholders.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) **Purpose of Issue under 10% Placement Capacity**

- (i) The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:
- (ii) as cash consideration in which case the Company intends to use funds raised for the continued exploration expenditure on the Company's high priority assets including its Granite Castle, Mt Mulligan and Latrobe Valley projects, as well as the review of additional coal assets in the Latrobe Valley and, if appropriate, participation in the tender process and the acquisition of new resources, assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (iii) as non-cash consideration for the acquisition of complementary new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

e) **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

As noted in section 9.3(d) above, the Company may issue Equity Securities under the 10% Placement Capacity as non-cash consideration for the acquisition of complementary new assets and investments. In the event that the Company is successful in acquiring complementary new assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the complementary new assets or investments.

f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 27 November 2012.

During the 12 months preceding the date of this Meeting, the Company did not issue any Equity Securities shares under Listing Rule 7.1A.

During the 12 months preceding the date of this Meeting, the Company issued a total of 137,283,289 Equity Securities, which represents approximately 54% of the total number of Equity Securities on issue at 20 November 2012 (12 months before this Meeting). All of these Equity Securities were issued under an exception in Listing Rule 7.2 or with shareholder approval.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of this Meeting are set out in Schedule 3.

g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

9.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 9.1 of this Notice.

AEDT means Australian Eastern Daylight Time.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listed MNMO Option means an option to acquire a Share in the capital of the Company issued on the terms and conditions contained in Schedule 2.

Listed MNMOA Option means an option to acquire a Share in the capital of the Company issued on the terms and conditions contained in Schedule 1.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share in the capital of the Company.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2013.

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

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

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in section 9.2 of this Notice.

SCHEDULE 1 – TERMS AND CONDITIONS OF LISTED MNMOA OPTIONS

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

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
 - (b) The Options will expire at 5.00 pm (WST) on 1 December 2013 (**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 7.5 cents (**Exercise Price**).
 - (d) The Options held by each Optionholder 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 Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a) a written notice of exercise of Options specifying the number of Options being exercised; and
 - b) 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 Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Options and Optionholders 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 such issue, the record date will be at least 6 Business Days 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 issues of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

SCHEDULE 2 – TERMS AND CONDITIONS OF LISTED MNMO OPTIONS

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

- (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 2015 ("**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 4.5 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:
 - a) a written notice of exercise of Options specifying the number of Options being exercised; and
 - b) 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 ASX Listing Rules at the time of the reconstruction.

- (m) 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 at least 6 Business Days 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.
- (n) 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.
- (o) 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.

SCHEDULE 3 – ISSUES OF EQUITY SECURITIES SINCE 27 NOVEMBER 2012

Date ¹	Quantity & Class ¹	Recipients	Cash/ Non-Cash Consideration	Details of consideration
11/12/2012	2,074,725 Shares	Nominee of Fortrend Small Cap Investors Pty Ltd, Citibank Nominees Pty Ltd	Cash consideration of \$133,612 (before costs)	<p>The Shares were issued pursuant to a drawdown made under the Company's Standby Subscription Facility with Fortrend Small Cap Investments Limited and Fortrend Securities Pty Ltd.</p> <p>The Shares were issued at a price of 6.44 cents per Share, which represented a 10% discount to the 5 day trading VWAP.</p> <p>A total cash consideration of \$133,612 was received, 50% of which was spent on exploration and mapping at the Granite Castle and Charters Towers Gold Projects and the remaining 50% was spent on administration.</p>
17/12/2012	220,109 Shares	Nominee of Martin Blakeman, Tonka Trading Pty Ltd <Jakessi Super Fund A/C>	Non-cash	<p>The Shares were issued in lieu of cash consideration for accrued but unpaid remuneration for the period 1/10/2011 to 30/09/2012 totalling \$20,250.</p> <p>The deemed issue price of 9.2 cents per Shares was calculated with reference to the 10 day VWAP of Shares traded on the ASX to 30/09/2013.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$5,063.</p>
17/12/2012	189,772 Shares	Nominee of Stephen de Belle, Mr Stephen de Belle & Ms Jennifer Sheehan <SJ Super A/C>	Non-cash	<p>The Shares were issued in lieu of cash consideration for accrued but unpaid remuneration for the period 1/10/2011 to 30/09/2012 totalling \$17,459.</p> <p>The deemed issue price of 9.2 cents per Share was calculated with reference to the 10 day VWAP of Shares traded on the ASX to 30/09/2013.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$4,365.</p>
17/12/2012	22,641 Shares	Peter Anderton	Non-cash	<p>The Shares were issued in lieu of cash consideration for accrued but unpaid remuneration for the period 1/10/2011 to 30/11/2011 totalling \$2,083.</p> <p>The deemed issue price of 9.2 cents per Share was calculated with reference to the 10 day VWAP of Shares traded on the ASX to 30/09/2013.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$521.</p>

17/12/2012	115,661 Shares	Azalea Consulting Pty Ltd	Non-cash	<p>The Shares were issued in lieu of cash consideration for company secretarial services provided by Azalea between the period 1 April 2012 to 30 September 2012 totalling \$12,000.</p> <p>The deemed issue price of 10.4 cents per Share was calculated with reference to the monthly VWAP of Shares traded on ASX.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$2,660.</p>
24/12/2012	8,333,332 Shares + 8,333,332 Listed MNMOA Options	Sophisticated investors who were clients of Cygnet Capital Pty Ltd and who are exempt from disclosure requirements under Chapter 6D of the Corporations Act.	Cash consideration of \$500,000 (before costs)	<p>Pursuant to a placement to sophisticated investors, the Shares were issued at 6 cents per Share, which represented a 5% discount to the market price of 6.3 cents per Share, along with one free attaching Listed MNMOA Option</p> <p>A total cash consideration of \$500,000 was received in respect of this issue, 40% of which was spent on exploration, mapping, sampling and drill design at the Granite Castle, Charters Towers and Haunted Stream Gold Projects, 40% on exploration program design, field work and access and negotiations at the Mt Mulligan, Bacchus Marsh and Latrobe Valley coal projects and the remaining 20% spent on administration.</p>
24/12/2012	1200,000 Listed MNMOA Options	Cygnet Capital Pty Ltd	Non-cash	<p>Listed MNMOA Options were issued for nil consideration as part payment for services provided by Cygnet in the management of the placement of Shares and Listed MNMOA Options referred to above.</p> <p>Listed MNMOA Options were valued based on the last trade price of the Options prior to the date they were issued, being 2.8 cents on 20/09/2012, representing a valuation of \$33,600.</p> <p>The latest available price of Listed MNMOA Options is 0.3 cents on 30/09/2013, representing a current valuation of \$3,600.</p>
21/02/2013	5,000,000 Shares + 2,500,000 Listed MNMOA Options	McNally Clan Investments Pty Ltd	Cash consideration of \$250,000 (before costs)	<p>The Shares were issued at 5 cents per Share, which represented a nil discount to the market price, along with one free attaching Listed MNMOA Option for every two Shares issued.</p> <p>A total cash consideration of \$250,000 was received in respect of this issue, 50% of which was spent on exploration, mapping and sampling at the Charters Towers and Haunted Stream Gold Projects, and 50% on site access, work plan and drill design for the Mount Mulligan, Bacchus Marsh and Latrobe Valley coal projects.</p>
19/03/2013	3,000,000 Listed MNMOA Options	Nominee of Ian Kraemer, Beth Lauren Kraemer <Kraemer Family A/C>	Non-cash	<p>The Listed MNMOA Options were issued for nil consideration to provide a performance linked incentive component in the remuneration for Ian Kraemer to motivate and reward his performance in his role as the Managing Director of the Company.</p> <p>Listed MNMOA Options were valued based on the last trade price of the Options prior to the date they were issued, being 2.0 cents on 15/03/2013, representing a valuation of \$60,000.</p> <p>The latest available price of Listed MNMOA Options is 0.3 cents on 30/09/2013, representing a current valuation of \$9,000.</p>

19/03/2013	74,610 Shares	Azalea Consulting Pty Ltd	Non-cash	<p>The Shares were issued in lieu of cash consideration for company secretarial services provided by Azalea between the period 1 October 2012 to 31 December 2012 totalling \$6,000.</p> <p>The deemed issue price of 8 cents per Share was calculated with reference to the monthly VWAP of Shares traded on ASX.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a valuation of \$1,716.</p>
4/04/2013	7,400,000 Shares + 3,700,000 Listed MNMOA Options	Sophisticated, professional and other investors who are exempt from disclosure requirements under Chapter 6D of the Corporations Act.	Cash consideration of \$370,000 (before costs)	<p>The Shares were issued at 5 cents per Share, which represented a premium to the market price of 4.5 cents per Share, along with one free attaching Listed MNMOA Option for every two Shares issued.</p> <p>A total cash consideration of \$370,000 was received in respect of this issue, 45% of which was spent on exploration, mapping, sampling and drill design at the Granite Castle, Charters Towers and Haunted Stream Gold Projects, 15% was on business development and exploration design at the Latrobe Valley coal project and the remaining 40% was spent on administration.</p>
26/04/2013	109,675 Shares	Azalea Consulting Pty Ltd	Non-cash	<p>Shares were issued in lieu of cash consideration for company secretarial services provided by Azalea between the period 1 January 2013 to 31 March 2013 totalling \$6,000.</p> <p>The deemed issue price of 5.47 cents per Share was calculated with reference to the monthly VWAP of Shares traded on ASX.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$2,523.</p>
9/05/2013	1,667 Shares	Mr Christopher Bollam	Cash consideration of \$123.03 (before costs)	A total cash consideration of \$125.03 was received upon the exercise of 1,667 Listed MNMOA Options, each with an exercise price of 7.5 cents, representing a premium to the market price of 3.9 cents.
4/06/2013	17,957,559 Shares + 17,957,559 Listed MNMO Options	Shareholders who subscribed to the Rights Issue announced to the ASX on 30 April 2013	Cash consideration of \$628,515 (before costs)	<p>The Shares were issued at 3.5 cents per Share, which represented a 27% discount to the market price of 4.8 cents per Share, along with one free attaching Listed MNMO Option for every Share issued.</p> <p>A total cash consideration of \$628,515 was received in respect of this issue, 20% of which was spent on access and work plan development for Mount Mulligan and business development, drill design and access negotiations for the Bacchus Marsh and Latrobe Valley coal projects. 25% was spent on administration and the remaining 55% remains unspent as at the date of this Notice.³</p>
25/06/2013	21,432,541 Shares + 21,432,541 Listed MNMO Options	Subscribers to the shortfall of Rights Issue announced to the ASX on 30 April 2013 in accordance with the underwriting agreement between the Company and the underwriter, Cygnat Capital Pty Ltd	Cash consideration of \$750,139 (before costs)	<p>The Shares were issued at 3.5 cents per Share, which represented a premium to the market price of 2.9 cents per Share, along with one free attaching Listed MNMO Option for every Share issued.</p> <p>A total cash consideration of \$750,139 was received in respect of this issue, 100% of which remains unspent as at the date of this Notice.³</p>

28/06/2013	15,000,000 Listed MNMO Options	Cygnnet Capital Pty Ltd	Non-cash	<p>Listed MNMO Options were issued as part consideration for services provided by Cygnnet in connection with the fully underwritten rights issue referred to above.</p> <p>Listed MNMO Options were valued based on the last trade price of the Options on the date of issue, being 0.8 cents on 28/06/2013, representing a valuation of \$120,000.</p> <p>The latest available price of Listed MNMO Options is 1 cent on 2/10/2013, representing a current valuation of \$150,000.</p>
28/06/2013	140,158 Shares	Azalea Consulting Pty Ltd	Non-cash	<p>Shares were issued in lieu of cash consideration for company secretarial services provided by Azalea between the period 1 January 2013 to 31 March 2013 totalling \$6,000.</p> <p>The deemed issue price of 5.47 cents per Share was calculated with reference to the monthly VWAP of Shares traded on ASX.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$3,224.</p>
26/08/2013	254,074 Shares + 833,333 Listed MNMO Options	TPG Australasia Pty Ltd	Non-cash	<p>The Shares and Options were issued for nil cash consideration in satisfaction of consulting fees paid in connection with the Company's recent acquisition of Exploration Licence 5210 located in the Latrobe Valley, Victoria as announced to the ASX on 23 August 2013.</p> <p>The market price of the Shares at the date of issue was 3.6 cents per Share.</p> <p>The Listed MNMO Options were valued based on the last trade price of the Options on the date of issue, being 0.8 cents on 28/06/2013, representing a valuation of \$6,667.</p> <p>The latest available price of Shares is 2.3 cents on 14/10/2013, representing a current valuation of \$5,844. The latest available price of Listed MNMO Options is 1 cent on 2/10/2013, representing a current valuation of \$8,333.</p>

Notes:

- Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant Equity Securities.
- All Shares issued during the 12 months preceding the date of this Meeting were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

All Listed MNMOA Options were issued on the terms and conditions set out in Schedule 1; and
All Listed MNMO Options were issued on the terms and conditions set out in Schedule 2.
- The amount raised that remains unspent at the date of this Notice is approximately \$1,100,000. It is proposed that these funds will be used for mapping, geophysics and exploration drilling at the Granite Castle and Charters Towers Gold projects, and access finalisation and initial field exploration at the Mt Mulligan and Latrobe Valley coal projects, administration and working capital. Future events and project reprioritisation may occur to alter the manner in which these funds are spent and the Board reserves this right accordingly.

PROXY FORM

APPOINTMENT OF PROXY
MANTLE MINING CORPORATION LIMITED
ACN 107 180 441

ANNUAL GENERAL MEETING

I/We []
of []
being a Shareholder entitled to attend and vote at the Annual General Meeting, hereby
Appoint []

Name of proxy

OR [] the Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, 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 Annual General Meeting to be held at 12:00 noon (AEDT), on 20 November 2013 at Level 1, 2 Ross Place, South Melbourne VIC 3205, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on Business of the Annual General Meeting

Table with 3 columns: FOR, AGAINST, ABSTAIN. Rows list Resolutions 1 through 9 with corresponding checkboxes.

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 to be counted in computing the required majority on a poll.

Important for Resolutions 1, 3 and 4

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1, 3 and 4 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

[] I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolutions 1, 3 and 4 and that votes cast by the Chair for Resolutions 1, 3 and 4, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1, 3 and 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1, 3 and 4.

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

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

[]

[]

[]

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

MANTLE MINING CORPORATION LIMITED
ACN 107 180 441

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. 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 member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members 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 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.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General 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 Limited, PO Box 3144, Nedlands, WA, 6009; or
 - (b) facsimile to the Company on facsimile number +61 8 9389 3199; or
 - (c) email to the Company at winton@azc.com.au,

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.

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