



PO Box 3144, Nedlands WA 6009  
Ph: 08 9389 3130 Fx: 08 9389 3199 6643  
Email: admin@mantlemining.com

3 July 2014

The Manager  
Company Announcements  
Australian Securities Exchange

*Via electronic lodgement*

Dear Sir/Madam

#### **Notice under ASIC Class Order 09/425 – Share Purchase Plan**

On 23 June 2014 Mantle Mining Corporation Limited (ASX:MNM) (**Company**) announced an offer to eligible shareholders to apply for fully paid ordinary shares in the Company (**Shares**) under a Share Purchase Plan (**Plan**). The offer under the Plan will open on 3 July 2014 being within 24 hours of this notice.

This notice is given to the Company pursuant to ASIC Class Order 09/425 (**Class Order**).

For the purposes of the Class Order, the Company states that:

- (a) it will make offers to issue Shares under the Plan without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Corporations Act**);
- (b) this notice is being given in accordance with the Class Order;
- (c) as at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no information that is excluded information within the meaning of subsections 708A(7) and 708A(8) of the Corporations Act as if this notice was a notice under paragraph 708A(5)(e) of the Corporations Act.

Yours sincerely

**Winton Willesee**  
Company Secretary



PO Box 3144, Nedlands WA 6009  
Ph: 08 9389 3130 Fx: 08 9389 3199 6643  
Email: admin@mantlemining.com

3 July 2014

Dear Shareholder,

### INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

On 23 June 2014 Mantle Mining Corporation Limited (**Mantle Mining or Company**) announced an offer to eligible shareholders to participate in a partly underwritten Share Purchase Plan (**Plan**).

The Plan gives eligible shareholders the opportunity to purchase up to \$15,000 of Mantle Mining ordinary shares (**new Shares**) at a 15% discount without incurring brokerage or transaction costs on the terms and conditions (**Terms and Conditions**) enclosed with this letter.

#### Shareholders eligible to participate in the Plan

Participation in the Plan is voluntary and is available exclusively to shareholders who are registered as holders of Shares at 5pm (Perth time) on the Record Date of 20 June 2014 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

#### Plan

The Plan entitles Eligible Shareholders to purchase parcels of Shares valued at \$1,000, \$2,500, \$5,000, \$10,000 or \$15,000, irrespective of the size of their shareholding.

The new Shares will be priced at a 15% discount to the volume weighted average price (**VWAP**) of the Company's Shares over the last 5 days on which sales in the Shares are recorded up to and including the notification of shortfall under the Plan (**Issue Price**).

The maximum number of Shares to be issued under the Plan is 100,726,009 new Shares, which is 30% of the Company's share capital. Assuming a price of 1.5175 cents (being 85% of the 5 day VWAP of 1.7853 cents up to and including 30 June 2014), the Company will raise up to approximately \$1,528,517 under this Plan. However, the actual funds raised will depend on the Issue Price which is not yet known.

The Company also intends, subject to shareholder approval, to undertake a non-underwritten "top-up" placement to institutional and sophisticated investors of up to \$500,000 at the same price as the Plan.

#### Partial Underwriting of Plan

The Company has engaged Patersons Securities Limited (ABN 69 008 896 311) (**Underwriter**) to partly underwrite (subject to shareholder approval) and to manage the Plan. The Underwriter is underwriting shortfall Shares to the value of \$750,000. The Company will seek shareholder approval to the issue of the shortfall Shares to the Underwriter or its nominees.

The underwriting agreement contains customary conditions, warranties and undertakings and is subject to various termination events exercisable by the Underwriter. In the event that Eligible Shareholders do

not subscribe for all of the new Shares under the Plan, there will be a shortfall and the Underwriter must subscribe for (or arrange for its nominees to subscribe for) new Shares up to the value of \$750,000.

### **Participation in the Plan**

The offer for new Shares under the Plan is made in accordance with the enclosed Terms and Conditions. An application form for the Plan (**Application Form**) is included in this package.

Eligible Shareholders may participate by selecting one of the following offers to purchase new Shares under the Plan:

	<b>Total amount payable</b>
Offer A	\$15,000
Offer B	\$10,000
Offer C	\$5,000
Offer D	\$2,500
Offer E	\$1,000

The Issue Price will be determined on the day of notification of shortfall under the Plan. Once the Issue Price has been determined, the number of Shares to which you are entitled will be calculated by dividing the total amount you have paid under the Offer you have selected by the purchase price per Share, rounded down.

### **Current Activities**

Details of the Company's current activities are set out in the announcements made to the ASX and are available from the ASX, or the Company's website at [www.mantlemining.com](http://www.mantlemining.com).

The funds raised under the Plan will be used to advance the Company's Norton Gold Project, to further explore and develop its other gold and coal projects, for working capital and the cost of the offer.

### **Custodians and Nominees**

Eligible Shareholders who hold Shares as a custodian for one or more persons on the Record Date may apply for up to a maximum amount of \$15,000 worth of Shares in respect of each beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company. Please refer to the Terms and Conditions for more details.

### **Price risk**

The market price of Shares in the Company may rise and fall between the date of this offer and the date that any new Shares are issued to you as a result of an application under the Plan. Although the price Eligible Shareholders pay will be a 15% discount to the 5 day VWAP up to and including the notification of shortfall under the Plan, the Issue Price under the Plan may still exceed the market price of Shares on the issue date of the Shares.

## Additional information

The offer under the Plan is non-renounceable and cannot be transferred by Eligible Shareholders. The Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

## Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

## New Zealand Shareholders

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

## Shortfall

There will be a shortfall if less than the maximum number of Plan Shares are subscribed for by Eligible Shareholders (i.e. less than 100,726,009 new Shares). In this event there will be a shortfall and the Underwriter (or its nominees) must subscribe for the shortfall Shares up to the value of \$750,000 in accordance with the underwriting arrangements. Two of the Directors, Martin Blakeman and Ian Kraemer have made arrangements to take up part of the shortfall, subject to shareholder approval.

## Indicative timetable

Date	Event
Friday, 20 June 2014	Record Date for Share Purchase Plan
Thursday, 3 July 2014	Posting of Share Purchase Plan booklet and Share Purchase Plan Opens
Monday, 4 August 2014	General Meeting of Shareholders <sup>1</sup>
Tuesday, 5 August 2014	Closing Date for Share Purchase Plan
Friday, 1 August 2014 to Thursday, 7 August 2014	Pricing Period to determine the Issue Price under the Share Purchase Plan
Thursday, 7 August 2014	Share Purchase Plan shortfall notified to the Underwriter
Tuesday, 12 August 2014	Issue of New Shares under the Share Purchase Plan and issue of shortfall

Notes:

1. To seek Shareholder approval to issue the shortfall to the Underwriter and its nominees and to Martin Blakeman and Ian Kraemer (Directors) as well as approval to a "top-up" placement at the same price as the Plan.

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact the Company Secretary, Mr Winton Willesee on +61 8 9389 3130.

Yours faithfully



Mr Martin Blakeman  
Chairman  
MANTLE MINING CORPORATION LIMITED

**MANTLE MINING CORPORATION LIMITED ACN 107 180 441**  
**Shareholder Share Purchase Plan - Terms and Conditions**

**1. PURPOSE**

The purpose of the Shareholder Share Purchase Plan (the **Plan**) is to offer eligible shareholders of Mantle Mining Corporation Limited (**Mantle or Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**new Shares**) in accordance with these Terms and Conditions. Under this Plan, Eligible Shareholders may purchase parcels of Shares valued at \$1,000, \$2,500, \$5,000, \$10,000 or \$15,000 priced at a 15% discount to the volume weighted average price of the Company's Shares over the last 5 days on which sales in the Shares are recorded up to and including the notification of shortfall under the Plan (**Issue Price**). The purchase is without the need to pay brokerage costs and without the need for the Company to issue a Prospectus.

**2. SHAREHOLDERS ELIGIBLE TO PARTICIPATE**

**Eligible Shareholders**

Holders of Mantle Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

The Record Date is 20 June 2014.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any new Shares offered under the Plan). Eligible Shareholders who wish to take up the new Shares issued under the Plan agree to be bound by the Company's constitution in respect of the new Shares issued under the Plan.

An offer may, at the discretion of the Directors of the Company, be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

**Joint holders**

Where two or more persons are recorded in the register as jointly holding Shares, they are taken to be a single registered holder and the Offer is made to them jointly.

**Custodians, trustees and nominees**

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order CO 09/425) (refer below) (**Custodian**), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annex to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- (a) that you or another interposed custodian held Shares on behalf of one or more other persons who are resident in Australia or New Zealand (each a Participating Beneficiary) at 5:00pm (Perth time) on 20 June 2014 who have subsequently instructed you to apply for new Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;

- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the dollar amount of new Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- (e) that the amount for new Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application amount for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- (f) that a copy of the written offer document was given to each beneficiary; and
- (g) where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order CO 09/425 you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that covers the provision of a custodial or depositary service or operate IDPS accounts;
- is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service by virtue of relevant ASIC class orders or regulations of the Corporations Regulations 2001, provisions of the Corporations Act or an individual instrument of relief granted by ASIC;
- is a trustee of a self-managed superannuation fund or a superannuation master trusts;
- is a responsible entity of IDPS-like schemes;
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry during normal business hours.

The Company reserves the right to reject any application for new Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

### **3. PRICE OF NEW SHARES**

The price of new Shares to be issued under the Plan will be equal to the 85% of the volume weighted average price of the Company's Shares over the last 5 days on which sales in the Shares are recorded up to and including notification of shortfall under the Plan.

### **4. ISSUE OF NEW SHARES**

The new Shares will be issued as soon as reasonably practicable after the Closing Date. The new Shares will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notifications will be issued in respect of all new Shares issued under the Plan. The Company will, promptly after the issue of new Shares under the Plan, make application for those new Shares to be quoted on ASX.

## 5. LODGING THE APPLICATION FORM AND PAYMENT

You can participate in the Offer by applying for new Shares in accordance with the Application Form. Please follow the instructions on the Application Form. You can apply by one of the following methods.

### Option 1 – payment by cheque or money order

Complete the Application Form and send it to the share registry of the Company at the address shown in the Application Form, together with your payment. Your payment must be by cheque or money order in Australian dollars made payable to “Mantle Mining Corporation Limited”. The Application Form should be sent so that it is received by the share registry by no later than **5.00pm (Perth time) on 5 August 2014**. No late applications will be accepted.

### Option 2 – payment by BPAY facility

Make a BPAY payment from your cheque or savings account by using the Biller Code and Reference Number shown on your Application Form which is required to identify your holding.

If you have multiple holdings you will have multiple BPAY Reference Numbers. To ensure you receive your new Shares under the Offer in respect of that holding you must use the specific Biller Code and Reference Number shown on each personalised Application Form when paying for any new Shares that you may wish to apply for in respect of that holding. If you inadvertently use the same Reference Number for more than one of your applications, you will be deemed to have applied only for that application to which that Reference Number applies and any excess amount will be refunded.

**If you make your payment using BPAY you do not need to return your Application Form.** New Zealand holders will not be able to make a payment using BPAY. Payments made by BPAY received after **5:00pm (Perth time) on 5 August 2014** will not be accepted.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

By using the BPAY facility to apply for new Shares you represent that the total of the application price for the following does not exceed \$15,000:

- the new Shares the subject of your application;
- any other Shares issued under any similar arrangement in the 12 months before the date of your application;
- any other new Shares which you have instructed a Custodian to acquire on your behalf under the Plan;
- any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the date of your application as a result of any instruction given by you to the Custodian or to another custodian which resulted in you holding beneficial interests in such Shares.

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date of **5:00pm (Perth time) on 5 August 2014**.

If the exact amount of money is not tendered with your application, the Company reserves the right to either:

- return your Application Form and/or payment and not issue any new Shares to you; or

- issue to you the number of new Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

The maximum investment any shareholder may apply for is \$15,000. This limitation applies even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the new Shares the subject of the application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of the application does not exceed \$15,000.

## **6. SCALE BACK**

The Company will issue a maximum of 100,726,009 new Shares under the Plan.

In the event of an oversubscription by the closing date the Directors will in their absolute discretion scale-back all applications on an equitable basis.

If the Company undertakes a scale back, you will receive the number of new Shares decided by the Company in its absolute discretion, which may be less than the parcel of new Shares for which you applied. In this case, the difference between the application money received, and the number of new Shares allocated to you multiplied by the purchase price, will be refunded to you by direct credit (to your nominated account as recorded on Company's Share Register) or by cheque, as soon as practicable, without interest.

Scale back decisions are made by the Board and are final.

## **7. PLACEMENT OF SHORTFALL**

In the event that less than 100,726,009 new Shares are subscribed for, then the Underwriter (or its nominees) will be required to subscribe for the shortfall up to the value of \$750,000 (subject to shareholder approval). Two of the Directors, Martin Blakeman (the Chairman) and Ian Kraemer (the Managing Director) have entered into sub-underwriting agreements with the Underwriter under which they have agreed to take up part of the Shortfall under the Plan: Martin Blakeman (up to \$50,000) and Ian Kraemer (up to \$25,000). This obligation is subject to shareholder approval.

## **8. ISSUE OF NEW SHARES**

The new Shares will be issued under the Plan on or about 12 August 2014 or as soon as possible after that date. The Company may issue fewer new Shares than applied for (or none at all) if any of the following apply:

- the Company considers (in its reasonable opinion) that issuing new Shares to you under the Plan will breach the Plan, the Corporations Act or the ASX Listing Rules;
- the Company considers (in its reasonable opinion) that by issuing new Shares to you under the Plan you may exceed the maximum of \$15,000 or receive an aggregate of more than \$15,000 of new Shares under the Plan or any other arrangement similar to the Plan in the past 12 months up to the Closing Date (except to the extent that the person is issued with new Shares as a Custodian under a custodian offer);
- you are a Custodian and you have not complied with the requirements of paragraph 2;
- the Company undertakes a scale back;
- the Company considers (in its reasonable opinion) that you have not complied with these terms.

It is your responsibility to confirm your holding before trading any new Shares you believe have been issued under the Plan. Any shareholder that sells new Shares before receiving confirmation of their holding in the form of their holding statement will do so at their own risk. The Company and the share registry disclaim all liability whether in the negligence or otherwise (to the maximum extent permitted by law) to person who trade their Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the share registry.

## **9. OTHER INFORMATION**

### **Not a Prospectus**

This document is not a prospectus and has not been lodged with ASIC. The issue of a prospectus is not required for the purposes of this Offer. This document does not contain the type of information required to be contained in a prospectus. You must rely on your own knowledge of the Company, previous information disclosed by the Company to ASX and if necessary, consult with your professional adviser when deciding whether or not to participate in the Plan.

### **Modification and Termination of the Plan**

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

### **Dispute Resolution**

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

### **Company's rights**

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the Directors of the Company or any delegate of them.

### **Questions and Contact Details**

If you have any questions regarding the Plan or how to deal with this Offer, please contact your professional adviser or Mr Winton Willesee, Company Secretary on +61 8 9389 3130.



**PAYMENT INSTRUCTIONS**



Biller Code: 159483

**BPAY** this payment via internet or phone banking.  
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

**You do not need to return this form if you have made payment via BPAY.**

**Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.**



**CHEQUE/MONEY ORDER**

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd  
PO Box 535, APPLECROSS WA 6953.

**Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on 5 August 2014.**

**CERTIFICATION**

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

**LIMITATION ON PARTICIPATION**

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

**CUSTODIAN CERTIFICATION**

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to Mantle Mining Corporation Limited. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

**ENQUIRIES**

All enquiries should be directed to the Company's share registry:

**Security Transfer Registrars Pty Ltd**

**PO Box 535, Applecross WA 6953 AUSTRALIA**

**770 Canning Highway, Applecross WA 6153 AUSTRALIA**

**Telephone +61 8 9315 2333**

**Facsimile +61 8 9315 2233**

**Email [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)**

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them at the address on this form.