

MANTLE MINING CORPORATION LTD

ABN 70 107 180 441

ENTITLEMENT ISSUE PROSPECTUS

For a pro rata non-renounceable entitlement issue of one (1) Share for every twelve (12) Shares held by Shareholders at an issue price of 9.75 cents per Share to raise approximately \$1,590,866 together with one (1) free new Option for every one (1) new Share issued exercisable at 10.5 cents on or before 15 July 2013 (**Offer**).

There is also an invitation to apply for Additional Shares.

The Offer is fully underwritten by Intersuisse Limited ACN 002 918 247 (AFS Licence 246827). Refer to Section 8.2 for details regarding the terms of the Underwriting Agreement.

INTERSUISSE

Closing Date of Offer 5:00pm (WST) on 17 August 2011

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

TABLE OF CONTENTS

1.	SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES	2
2.	CORPORATE DIRECTORY.....	4
3.	CHAIRMAN'S LETTER.....	5
4.	DETAILS OF THE OFFER.....	6
5.	PURPOSE AND EFFECT OF THE OFFER.....	10
6.	RIGHTS AND LIABILITIES ATTACHING TO THE SECURTIES	13
7.	RISK FACTORS	17
8.	ADDITIONAL INFORMATION	21
9.	AUTHORITY OF DIRECTORS.....	32
10.	DEFINITIONS	33

1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

TIMETABLE AND IMPORTANT DATES *

Lodgement of Prospectus with ASIC	14 July 2011
Notice sent to Shareholders	15 July 2011
Ex Date	19 July 2011
Record Date for determining Shareholder entitlements	25 July 2011
Prospectus despatched to Shareholders	27 July 2011
Closing Date of Offer	17 August 2011
Securities quoted on a deferred settlement basis	18 August 2011
Notify ASX of under-subscriptions	19 August 2011
Despatch date/ Securities entered into Shareholders' security holdings	25 August 2011

* These dates are determined based upon the current expectations of the Directors and may be changed with 6 Business Days prior notice.

IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 14 July 2011 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 13 August 2012 (**Expiry Date**). No Securities will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Acceptance Form which accompanies this Prospectus.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made.

There are differences in how securities are regulated under Australian law.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If you need to make a complaint about the Offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

As noted in the Prospectus at Section 4.6, the Company will apply to the ASX for quotation of the Securities offered under this Prospectus. If quotation is granted, the Securities offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the Securities through that market, you will have to make arrangements for a participant in that market to sell the Securities on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the Securities and trading may differ from securities markets that operate in New Zealand.

ELECTRONIC PROSPECTUS

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

2. CORPORATE DIRECTORY

Directors

Martin Blakeman (Non-Executive Chairman)
Ian Kraemer (Managing Director)
Peter Robert Anderton (Non-Executive Director)
Stephen de Belle (Non-Executive Director)

Underwriter

Intersuisse Limited
ACN 002 918 247 (AFS Licence 246827)
Level 37, 530 Collins Street
MELBOURNE VIC 3000

Telephone (03) 9629 8288
www.intersuisse.com.au
email: suisse@intersuisse.com.au

Company Secretary

Winton Willesee

Share Registry*

Security Transfer Registrars Pty Limited
770 Canning Highway
APPLECROSS WA 6153

Telephone: (08) 9315 2333

Registered Office

Suite 25, 145 Stirling Highway
NEDLANDS WA 6009

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Principal Place of Business

Suite 25, 145 Stirling Highway
NEDLANDS WA 6009

Auditor*

RSM Bird Cameron Partners
8 St Georges Terrace
PERTH WA 6000

General Enquiries

Telephone: (08) 9389 3130
Facsimile: (08) 9389 3199

*These parties have been included for information purposes only. They have not been involved in the preparation of this Prospectus.

3. CHAIRMAN'S LETTER

Dear Shareholder

The Board is pleased to offer Shareholders the opportunity to participate in a one (1) for twelve (12) non-renounceable rights issue of Shares to raise up to approximately \$1,590,866 (before expenses) together with one (1) free Option for every one (1) Share issued exercisable at 10.5 cents on or before 15 July 2013 (**Issue**).

All Shareholders registered as at 5.00pm (WST) on 25 July 2011 will be entitled to participate in the Entitlement Issue. The price payable on application for each Share is 9.75 cents.

The Closing Date for acceptances of the Offer is 5.00pm (WST) on 17 August 2011.


The Entitlement Issue is fully underwritten by Intersuisse Limited and any Securities not taken up by Shareholders pursuant to the Entitlement Issue will be allocated to the Underwriter (and sub-underwriters) (to a maximum of 16,316,575 Shares and 16,316,575 Options). The underwriting of the Entitlement Issue is on standard terms and conditions. A summary of the material terms of the underwriting agreement is set out in Section 8.2 of this Prospectus.

The Offer will provide a significant capital injection, which will assist with the Company's existing exploration program, most especially the drill programs at the Bacchus Marsh Coal Project, Granite Castle Gold Project and Barkly Phosphate Project targeted for completion in the 2011 calendar year.

Funds raised pursuant to the Offer will also be applied to the Trafford Coal Project court case, exploration at the Charters Towers Gold Project and for general working capital purposes.

The Board takes this opportunity to thank all Shareholders for their past support and looks forward to your continued support in the future.

Yours faithfully



Martin Blakeman
Chairman

4. DETAILS OF THE OFFER

4.1 Offer

By this Prospectus, the Company offers for subscription approximately 16,316,575 new Shares and approximately 16,316,575 new Options pursuant to a pro-rata non-renounceable entitlement issue to Shareholders of one (1) new Share for every twelve (12) Shares held on the Record Date at an issue price of 9.75 cents per Share together with one (1) free new Option for every one (1) new Share issued. Fractional entitlements will be rounded up to the nearest whole number.

The Options issued will be exercisable at 10.5 cents on or before 15 July 2013.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Shares to be issued pursuant to the Offer is approximately 16,316,575 and the maximum number of Options is 16,316,575. The Offer will raise approximately \$1,590,866. The purpose of the Offer and the use of funds raised are set out in Section 5 of this Prospectus.

Holders of existing Options will not be entitled to participate in the Offer. The Company currently has 3,900,000 Options on issue as at the date of this Prospectus, which Options may be exercised by the Option holder prior to the Record Date in order to participate in the Offer.

4.2 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
 - (ii) attach your cheque for the amount indicated on that relevant Entitlement and Acceptance Form or pay via Bpay by following the instructions set out on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
 - (i) fill in the number of Securities you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque for the appropriate application monies (at 9.75 cents per Share) or pay via Bpay by following the instructions set out on the Entitlement and Acceptance Form; or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "**Mantle Mining Corporation Ltd – Entitlement Issue Account**" and crossed "**Not Negotiable**".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date. Alternatively, Applicants may pay via BPAY by following the instructions set out on the Entitlement and Acceptance Form (Applicants should ensure they include their reference number if paying by Bpay).

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.3 Minimum Subscription

The minimum subscription in respect of the Offer is \$1,590,866 (being the full subscription).

4.4 Underwriting

The Offer is fully underwritten by Intersuisse Limited.

Refer to Section 8.2 of this Prospectus for further details of the terms of the underwriting.

4.5 Shortfall

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall. The offer of the Shortfall is a separate offer pursuant to this Prospectus. The issue price of any Shares offered pursuant to the Shortfall Offer shall be 9.75 cents being the price at which the Entitlement has been offered to Shareholders pursuant to this Prospectus.

Additional Securities

Any part of your Entitlement not taken up will form part of the Shortfall. If you apply for your full Entitlement you may also apply for more Securities than the number shown on your Entitlement and Acceptance Form.

Shareholders who wish to apply for Securities above their Entitlement (and participate in the Shortfall) by completing the relevant section of the Entitlement and Acceptance Form (titled "**Additional New Shares**"), attached to the back of this Prospectus and return it, together with payment for the value of those Shortfall Securities (at 9.75 cents per Share) (and their Entitlement) to the Company.

Persons identified by the Underwriter to participate in the Shortfall who are not Shareholders, must complete a Shortfall Application Form provided by the Underwriter.

The Shortfall shall be placed at the discretion of the Underwriter. The Underwriter (together with the Company) reserves the right to allot to an applicant a lesser number of Shortfall Securities than the number for which the applicant applies, or to reject an application, or to not proceed with placing the Shortfall.

4.6 Australian Securities Exchange Listing

Application for official quotation by ASX of the Securities offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus, (or such period as modified by the ASIC), the Company will not issue any Securities and will repay all application monies for the Securities within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

4.7 Allotment of Securities

Securities issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. The Company will allot the Securities on the basis of a Shareholder's Entitlement. Where the number of Securities issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

4.8 Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offer.

4.9 Taxation Implications

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Securities offered pursuant to this Prospectus.

4.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company participates in CHES. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Securities allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

4.11 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise approximately \$1,590,866 (before expenses). The proceeds of the Offer are planned to be used in accordance with the table set out below:

Proceeds of the Offer	\$
Granite Castle Gold Drilling	400,000
Bacchus Marsh Coal Drilling	400,000
Barkly Phosphate Drilling	200,000
Trafford Coal Court Case & Exploration	200,000
Charter Towers Gold Exploration	100,000
Other Projects and Working Capital	160,866
Expenses of the Offer	130,000
Total	1,590,866

Notes:

1. Refer to Section 8.7 of this Prospectus for further details relating to the estimated expenses of the Offer.

5.2 Effect of the Offer

The principal effect of the Offer will be to:

- (a) increase the cash reserves by approximately \$1,460,866 immediately after completion of the Offer after deducting the estimated expenses of the Offer;
- (b) increase the number of Shares on issue from 195,798,896, to approximately 212,115,471 Shares following completion of the Offer; and
- (c) increase the number of Options on issue from 3,900,000, to approximately 20,216,575 Options following completion of the Offer.

5.3 Consolidated Balance Sheet

The unaudited Balance Sheet as at 31 May 2011 and the unaudited Pro Forma Balance Sheet as at 31 May 2011 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Securities pursuant to the Offer in this Prospectus are issued.

The unaudited Balance Sheets have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it

does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Consolidated Balance Sheet and Pro Forma Balance Sheet as at 31 May 2011

Mantle Mining Corporation Limited Consolidated Balance Sheet

As at 31 May 2011	Actual (Unaudited)	Proforma (Placement and Entitlement Issue)
Current assets		
Cash and cash equivalents	1,081,152	3,086,018
Trade and other receivables	27,853	27,853
Other	6,439	6,439
Total current assets	<u>1,115,444</u>	<u>3,120,310</u>
Non-current assets		
Receivables	39,531	39,531
Property, plant and equipment	111,831	111,831
Exploration costs	8,646,954	8,646,954
Total non-current assets	<u>8,798,316</u>	<u>8,798,316</u>
Total assets	<u>9,913,760</u>	<u>11,918,626</u>
Current liabilities		
Trade and other payables	82,237	82,237
Provisions	50,263	50,263
Total current liabilities	<u>132,500</u>	<u>132,500</u>
Total liabilities	<u>132,500</u>	<u>132,500</u>
Net assets	<u>9,781,260</u>	<u>11,786,126</u>
Equity		
Issued capital	13,864,047	15,868,913
Reserves	486,375	486,375
Accumulated losses	(4,569,162)	(4,569,162)
Total equity	<u>9,781,260</u>	<u>11,786,126</u>

Notes:

- The above balance sheet includes pro-forma adjustments for the recent placement of undertaken by the Company which raised \$544,000 after costs, as announced on 22 June 2011.

5.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below.

Shares

	Number
Shares on issue at date of Prospectus	195,798,896
Shares offered pursuant to the Offer	16,316,575
Total Shares on issue after completion of the Offer	212,115,471

Options

	Number
Exercisable at \$0.20 on or before 31 December 2012	2,000,000
Exercisable at \$0.25 on or before 13 August 2011	450,000
Exercisable at \$0.10 on or before 31 December 2011	1,450,000
Options offered pursuant to the Offer	16,316,575
Total Options on issue after completion of the Offer	20,216,575

6. RIGHTS AND LIABILITIES ATTACHING TO THE SECURITIES

6.1 Terms of Shares

The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6.1.1 General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

6.1.2 Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

6.1.3 Dividend Rights

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the

Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

6.1.4 Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

6.1.5 Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

6.1.6 Future Increase in Capital

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

6.1.7 Variation of Rights

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

6.2 Terms of 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 5.00 pm (WST) on 15 July 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 10.5 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:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice).

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

7. RISK FACTORS

Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities. Potential Applicants should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.1 Mt Mulligan Tenements – Third Party Claim

To ensure full protection of Aboriginal Cultural heritage and future harmonious relations with the Traditional Custodians of Mt Mulligan, the Company proceeded to negotiate an Indigenous Land Use Agreement (**ILUA**). Finalisation and Authorisation (signing) of the ILUA has been delayed by the advent of a third party claim over the tenements the Company acquired which are located at Mt Mulligan (**Mt Mulligan Tenements**) (**Third Party Claim**). The Company has retained Special Counsel to work with its legal advisor, Allens Arthur Robinson, to resolve the Third Party Claim. While the Company is confident of its legal position in respect of the claim, the Company may suffer damage if its rights to the Mt Mulligan Tenements are in any way affected by the Third Party Claim.

7.2 Operating Risks

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in seismic survey, drilling and production activities;
- (d) mechanical failure of operating plant and equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- (g) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and
- (h) inability to obtain necessary consents or approvals.

7.3 Native Title Risks

Both the *Native Title Act 1993* (Cth), related State Native Title legislation and Aboriginal Land Rights and Aboriginal Heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles.

Compensatory obligations may be necessary in settling Native Title claims if lodged over any tenements acquired by the Company. The existence of outstanding registered Native Title claims means that the grant of a tenement in respect of a particular tenement application may be significantly delayed or thwarted pending resolution of future act procedures in the Native Title Act. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company. At this stage it is not possible to quantify the impact (if any) which these developments may have on the operations of the Company.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

7.4 Title Risks

Licences are granted subject to various conditions including, but not limited to, expenditure conditions. Failure to comply with these conditions may expose the licences to forfeiture.

All of the licences in which the Company has or will have an interest will be subject to application for renewal from time to time. The renewal of the term of each licence is subject to the applicable legislation in that jurisdiction. If a licence is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that licence. However, the Directors are not aware of any reason why renewal of the term of any licences will not be granted.

7.5 Environmental Risks and Regulations

The Company's projects are subject to Commonwealth and State laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the Company's mining tenements.

7.6 Economic Risks

Factors such as inflation, currency fluctuations, interest rates, supply and demand, industrial disruption, government policy and legislation, have an impact on operating costs, commodity prices, the parameters in which the Company may operate and stock market prices. Factors that may be beyond the control of the Company include:

- (a) general economic conditions in Australia and, in particular, inflation rates, interest rates, exchange rates, commodity supply and demand factors;
- (b) financial failure or default by a participant in any joint venture or other contractual relationship to which the Company is, or may become, a party;
- (c) insolvency or other managerial failure by any of the contractors used by the Company in its activities; and

(d) industrial and landholder disputes.

These as well as other conditions can affect the Company's future possible revenues and price of its Securities.

7.7 Market conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

7.8 Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

7.9 Legislative changes, Government policy and approvals

Changes in government regulations and policies may adversely affect the financial performance of the Company. For example, any increased rentals under the relevant mining legislation may impact on the Company's actual financial statements. The Company's capacity to explore and mine, in particular the Company's ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

7.10 Future Capital Requirements

The Company's ongoing activities will require substantial expenditures. There can be no guarantee that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to continue to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional fundraising on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

7.11 Reliance on Key Personnel and Employees

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and

marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

7.12 General Risks

The value of the Company's Securities is affected by a number of general factors which are beyond the control of the Company and its Directors.

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices, local and international economic conditions and general investor sentiment.

The Company's Share price can be afflicted by these factors which are beyond the control of the Directors.

8. ADDITIONAL INFORMATION

8.1 Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial statements of the Company for the financial year ended 30 June 2010 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for the

year ended 30 June 2010 lodged with ASIC before the issue of this Prospectus; and

- (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the 2010 audited financial statements:

Date	Description of Announcement
14/07/2011	Mount Mulligan Court Update
22/06/2011	Appendix 3B and Notice Under Section 708
22/06/2011	Deans Marsh Coal Project Application
16/06/2011	Capital Raising
14/06/2011	Trading Halt - Amended
14/06/2011	Trading Halt
10/06/2011	Mt. Mulligan Court Update
30/05/2011	Bacchus Marsh Drill Program
16/05/2011	Mantle Investor Presentation
10/05/2011	Mt Mulligan Court Update
05/05/2011	Latrobe Valley Tenement Granted
27/04/2011	Details of Company Address
21/04/2011	Quarterly Activities Report
21/04/2011	Quarterly Cashflow Report
18/04/2011	Bacchus Marsh Tenements Granted
07/04/2011	Bacchus Marsh Sulphur Levels
31/03/2011	Pilot Plant Trial a Success
28/03/2011	Bacchus Marsh Tenement Granted
08/03/2011	Change of Director`s Interest Notice
03/03/2011	Change of Director`s Interest Notice x 2

02/03/2011	Successful Bacchus Marsh Bulk Trial
01/03/2011	Half Yearly Accounts
28/02/2011	Trading Halt
07/02/2011	Presentation
02/02/2011	Mantle Granted Texas Coal Tenements
01/02/2011	Bacchus Marsh Bulk Sample Update
25/01/2011	Quarterly Cashflow Report
24/01/2011	Quarterly Activities Report
20/01/2011	Section 708 Notice
19/01/2011	Latrobe Valley Coal Project Applications
18/01/2011	Appendix 3B
14/01/2011	Appendix 3B
13/01/2011	Results of Meeting
11/01/2011	Bacchus Marsh Bulk Sample Update
07/01/2011	Response to ASX Query
07/01/2011	Appendix 3B - Option Exercises
06/01/2011	Change of Director`s Interest Notice - Replacement
05/01/2011	Change of Director`s Interest Notice
29/12/2010	Response to ASX Query
24/12/2010	Change of Director`s Interest Notice
24/12/2010	Appendix 3B - Option Exercise
24/12/2010	Security Trading Policy
22/12/2010	Change of Director`s Interest Notice
21/12/2010	Change of Director`s Interest Notice
20/12/2010	Change of Director`s Interest Notice
17/12/2010	Change of Director`s Interest Notice
17/12/2010	Change of Director`s Interest Notice
15/12/2010	Appendix 3B - Option Exercise
15/12/2010	Change of Director`s Interest Notice x 4

15/12/2010	Appendix 3B and Notice under Section 708
15/12/2010	Change of Director's Interest Notice (Amended)
15/12/2010	Bacchus Marsh Exploration Target Update
14/12/2010	Mantle and Exergen Execute Binding Agreement
09/12/2010	Mantle Applies for Bacchus Marsh Tenements
07/12/2010	Notice of General Meeting/Proxy Form
07/12/2010	Letter to Optionholders
07/12/2010	Mantle Accepts Texas Coal Grant Offer
30/11/2010	Bacchus Marsh Coal Dried Successfully
25/11/2010	Barkly Phosphate Drill Results
18/11/2010	Results of Meeting
12/11/2010	Appendix 3B and Section 708 Notice
27/10/2010	Quarterly Activities Report
27/10/2010	Quarterly Cashflow Report
22/10/2010	Annual Report to Shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the ASX platform (ASX:MNM) at www.asx.com.au.

8.2 Underwriting Agreement

By an agreement dated 14 July 2011 between Intersuisse Limited (**Underwriter**) and the Company (**Underwriting Agreement**), the Underwriter agreed to fully underwrite the Offer for 16,316,575 Shares and 16,316,575 Options (**Underwritten Securities**).

Pursuant to the Underwriting Agreement, the Company has agreed to pay the Underwriter 6% of the amount raised under the Offer.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement if:

- (a) the Underwriter becomes aware of any information in respect of the Offer, the Prospectus or any related document which, in the reasonable opinion of the Underwriter, is untrue, incorrect or misleading or deceptive in its content in a material way or the Underwriter becomes aware of any omission or non-disclosure therein or there is made public any item, transaction or event of a material nature not

previously made public, which the Underwriter reasonably considers to be material (not being an item, transaction or event the full particulars of which have been advised to the Underwriter in writing prior to the date of the Underwriting Agreement or referred to in the Offer, the Prospectus or any related document and the Company has specifically drawn such matter(s) to the attention of the Underwriter noting the potential for such item, transaction or event to render information untrue, incorrect, misleading or deceptive in relation to the Offer.);

- (b) any default by the Company in the performance of its obligations under the Underwriting Agreement which the Underwriter reasonably considers to be material;
- (c) save in the context of any restructure of the Company agreed with the Underwriter to achieve objectives to facilitate the Offer, the occurrence or announcement of any material adverse change in the condition, management or financial position, business, operations or prospects of the Company or a subsidiary including without limitation:
 - (i) any one or more of the provisions of the constituent documents of the Company or a subsidiary being altered;
 - (ii) the Company or a subsidiary resolving to reduce its share capital in any way;
 - (iii) the Company or a subsidiary disposing, or agreeing to dispose of the whole, or a substantial part, of its business or any of its property, unless agreed to in advance by the Underwriter in writing;
 - (iv) the Company or a subsidiary charging, or agreeing to charge, any part of its business or property, unless agreed to in advance by the Underwriter in writing; or
 - (v) any change in the current board of Directors or senior management of the Company without the prior written consent of the Underwriter;
- (d) there is a contravention by the Company of any provision of its constitution or of any legislation of the Commonwealth of Australia or any State or Territory thereof relating to the securities industry or taxation or any of the ASX Listing Rules;
- (e) there is any new outbreak or escalation of hostilities or new acts of terrorism after the date of the Underwriting Agreement involving any of Australia, Japan, the United Kingdom, the United States of America, Afghanistan, Iraq, Iran, North Korea, Canada, Indonesia, any member of the Organisation of Petroleum Exporting Countries or any other country of the Middle East, People's Republic of China, Russia or other countries of the Commonwealth of Independent States which, in the reasonable opinion of the Underwriter, would have a material adverse effect on the Offer;
- (f) any of the following indices close below the following values:
 - (i) 4,362.33 in the case of the Australian All Ordinaries Index (Iress Code "XAO");

- (ii) 5,292.18 in the case of the S&P ASX 200 Resources (Iress Code "XJR")
- (iii) 5,359.77 in the case of the S&P ASX Small Resources (Iress Code "XSR");
- (iv) 11,707.91 in the case of the Dow Jones Industrial Average,
on two or more days (consecutive or non-consecutive) on which the relevant exchange or exchanges is or are open after the date of the Underwriting Agreement;
- (g) the Company's Share price, as stated on the ASX, falls below \$0.09 (9 cents) on any two days (consecutive or non consecutive);
- (h) any person acquires a relevant interest (as that term is defined in the Corporations Act) in more than 20% of the issued share capital of the Company (excepting the existing owners of the Company at the date of the Underwriting Agreement already holding more than 20% of share capital of the Company);
- (i) any law being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories of Australia or any prospective law or other measures being passed or becoming effective, having the effect of restricting capital issues or company profits or imposing any excess profits, tax or any other measure which, in the reasonable opinion of the Underwriter, is likely to have an adverse effect on the success of the Offer, the underwriting of the Offer, or the financial position or prospects of the Company;
- (j) any law or budget being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories of Australia or any prospective law or other measure being passed or becoming effective, or there being adopted any measures or policy by any government authority effecting any major change in monetary or fiscal policy;
- (k) at any time, excepting any event required to restructure or structure the Company with the prior written approval of the Underwriter to achieve agreed objectives to facilitate the Offer:
 - (i) the Company or its subsidiaries (**Relevant Company**) or any of them, are wound up, or suffer any act whereby any of them might be wound up;
 - (ii) a meeting is called to consider a resolution for the winding up of Relevant Company;
 - (iii) proceedings are commenced against a Relevant Company which would materially impact upon or inhibit the Relevant Company carrying on its business; or
 - (iv) a Relevant Company otherwise becomes an externally administered body corporate (within the meaning of the Corporations Act);
- (l) a Relevant Company fails to comply with a statutory demand in accordance with the Corporations Act or any proceedings are

commenced or threatened against a Relevant Company for its winding up;

- (m) an increase in the interest rate for the issue of Australian Government or semi-Government securities by one half of one percent or more above that prevailing on the date of the signing of the Underwriting Agreement;
- (n) any material breach of any warranty given by the Company to the Underwriter;
- (o) ASIC makes any stop order or gives notice of an intention to hold a hearing in relation to the Prospectus;
- (p) unconditional approval or conditional approval (provided such conditions would not, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Offer or the Underwriting of the Offer) by the ASX for quotation is refused, or is not granted prior to 5pm on a date which is within 7 days after the Closing Date or such approval is granted but then withdrawn;
- (q) a court or ASIC concludes that the Prospectus fails to comply with the Corporations Act or any other applicable laws;
- (r) a supplementary or replacement document in relation to the Offer is required to be lodged under section 719 of the Corporations Act;
- (s) in the opinion of the Underwriter, the Company has not taken all necessary steps to satisfactorily complete a due diligence programme and a review of any associated documentation;
- (t) in the reasonable opinion of the Underwriter, the Company has not taken all necessary steps to satisfactorily complete ongoing due diligence;
- (u) in the sole opinion of the Underwriter, there has been any breach of the law which may affect the Company's Share price, which includes but is not limited to market misconduct and/or other prohibited conduct as described in Chapter 7 of the Corporations Act;
- (v) ASX does not indicate in writing that it will grant quotation (subject only to customary listing conditions) on or before 5.00pm on 19 August 2011;
or
- (w) the Directors and their associated parties fail to subscribe for their Entitlement in the Offer,

save that, items listed above shall not be events of termination unless the Underwriter is of the view that the occurrence of that event has a Material Adverse Effect (as that term is defined in the Underwriting Agreement) on the Offer.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

8.3 Disclosure of Underwriting on Voting Power

As set out above, the Offer is fully underwritten by Intersuisse Limited (**Underwriter**).

As at the date of this Prospectus, the Underwriter has a relevant interest in 175,000 Shares. The Underwriter has indicated that it is their present intention to subscribe for all of their Entitlement under the Offer (being 14,583 Shares and 14,583 Options).

The potential maximum increase in the voting power of the Underwriter should no Shareholders take up their Entitlement under the Offer will be 6.89%.

Notwithstanding the potential effect of the underwriting detailed above, in accordance with the terms of the Underwriting Agreement, the Underwriter will allocate the Shortfall to its sub-underwriters and/or clients such that neither the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 20% after the issue of the Shortfall. Therefore, although the information detailed in this Section 8.3, sets out the hypothetical position of the Underwriter if it is required to subscribe for the Shortfall under the Offer, in practical terms, neither the Underwriter nor any of the sub-underwriters nor any of The Underwriter's clients will obtain control of the Company as a result of the Underwriter underwriting the Offer

8.4 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offer pursuant to this Prospectus.

Directors' interests in securities of the Company at the date of this Prospectus are:

Name	Shares	Options	Entitlement ¹
Martin Blakeman	22,228,028	Nil	1,852,336 Shares 1,852,336 Options
Ian Kraemer	1,263,696	3,000,000	105,308 Shares 105,308 Options
Peter Anderton	4,412,259	Nil	367,688 Shares 367,688 Options

Stephen de Belle	6,592,196	Nil	549,350 Shares 549,350 Options
------------------	-----------	-----	-----------------------------------

Notes:

1. Assumes none of the Options held by the Directors as at the date of this Prospectus are exercised prior to the Record Date

The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares. The Company paid to the Directors a total of \$237,878 for the year ended 30 June 2010 and \$395,676 for the year ended 30 June 2011. In addition to the above, the Directors have been paid fees totalling \$20,270 from the end of the previous financial year until the date of this Prospectus. Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

8.5 Interests and Consents of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or
- (c) the Offer of securities pursuant to this Prospectus,

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

Pursuant to Section 716 of the Corporations Act, Intersuisse Limited has given and has not withdrawn its consent to being named as Underwriter to the Offer in the Corporate Directory of this Prospectus in the form and context in which it is named. Intersuisse Limited has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Intersuisse Limited has acted as underwriter to the Offer and will be paid an underwriting fee of approximately \$95,452 (before GST) in consideration for

services provided. In June 2011, Intersuisse Limited ACN 002 918 247 (AFS Licence 246827), and it and its associated company, Phillip Capital Pty Ltd ACN 066 066 911 (AFS Licence No: 246796), managed a placement for the Company and received \$61,600 (inclusive of GST). As at the date of this Prospectus, a related corporation of Intersuisse Limited holds 175,000 Shares.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$10,000 for services in relation to this Prospectus.

8.6 Legal Proceedings

Other than as detailed in Section 7.1, there is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

8.7 Estimated Expenses of Offer

In the event that the Offer is fully subscribed, the estimated expenses of the Offer are as follows:

	\$
ASIC fees	2,137
ASX fees	13,360
Underwriting fees	95,452
Legal expenses	10,000
Printing and other expenses	9,051
Total	130,000

8.8 Market Price of Shares

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

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.15 on 18 April 2011
 Lowest: \$0.089 on 29 June 2011

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.094 on 13 July 2011.

8.9 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

9. AUTHORITY OF DIRECTORS

9.1 Directors' Consent

Each of the Directors of Mantle Mining Corporation Ltd has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act

Dated the 14th day of July 2011



Martin Blakeman
Director
For and on behalf of
Mantle Mining Corporation Ltd

10. DEFINITIONS

Acceptance Form means an Entitlement and Acceptance Form or a Shortfall Application Form as the context permits.

Applicant means a Shareholder or Underwriter or other party instructed by the Underwriter who applies for Securities pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASTC Settlement Rules means the settlement rules of the securities clearing house which operates CHESS.

ASX means the ASX Limited (ACN 008 624 691).

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the closing date of the Offer, being 5.00pm (WST) on 17 August 2011 (unless extended).

Company means Mantle Mining Corporation Ltd (ABN 70 107 180 441).

Constitution means the Company's Constitution as at the date of this Prospectus.

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

Directors means the directors of the Company at the date of this Prospectus.

Dollar or "\$" means Australian dollars.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Issue means the issue of Securities offered by this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

Offer means the offer pursuant to the Prospectus of one (1) new Share for every twelve (12) Shares held by a Shareholder on the Record Date together with one (1) free new Option for every one (1) new Share issued to raise approximately \$1,590,866.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Prospectus means this prospectus.

Quotation and **Official Quotation** means official quotation on ASX.

Record Date means 5.00pm (WST) on 25 July 2011.

Related Corporation has the meaning given to that term in the Corporations Act.

Securities means Shares and Options.

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

Shareholder means a shareholder of the Company.

Shortfall or **Shortfall Securities** means those Securities under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Application Form means the shortfall application form attached to or accompanying this Prospectus.

Underwriter means Intersuisse Limited (ACN 002 918 247) (AFSL 246827).

WST means Western Standard Time.