

Mantra Resources Limited: Implementation of Scheme of Arrangement

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PERTH, Western Australia, June 7, 2011 /CNW/ - [Mantra Resources Limited](#) ('Mantra') (ASX: MRU) (TSX: MRL) is pleased to announce that the scheme of arrangement by which JSC Atomredmetzoloto ('ARMZ') will acquire all of the issued shares in Mantra ('Scheme') has now been implemented.

Mantra's shares have been suspended from trading on the ASX and halted on the TSX since the close of trading on Thursday, 26 May 2011. All trades in Mantra's shares up to the close of trading on Thursday, 26 May 2011 on ASX and TSX and any off-market trades after that time (if any) have been registered by Computershare as at 7.00pm (AWST) on Thursday, 2 June 2011 ('Record Date').

Shareholder entitlements

Mantra shareholders on the register as at the Record Date ('Scheme Participants') will receive the following amounts for each Mantra share they hold:

- A\$6.87 in cash ('Scheme Consideration'); and
- an unfranked dividend of A\$0.15 ('Special Dividend').

Computershare will commence the despatch of the Scheme Consideration and the Special Dividend to Scheme Participants from Tuesday, 7 June 2011.

Transfer of Mantra's shares

All Mantra's shares have been transferred to ARMZ and ARMZ has been entered in Mantra's share register as the registered holder of all Mantra's shares.

Changes to Mantra board and officers

In accordance with the Scheme Implementation Agreement, Messrs Middlemas, Breese, Steyn, Smart, Mayers and Behets have today resigned from the Mantra board and have been replaced by Mr Peter Christians, Mr Mark Stanbridge and Mr Salman Haq. Mr Charles Baird has replaced Mr Luke Watson as Company Secretary.

Delisting from the ASX and TSX

An application to remove Mantra from the official list of the ASX will be made shortly. Mantra will be delisted from the TSX at the same time.

Shareholder Information Line

Shareholders can contact the Shareholder Information Line for further information on 1300 135 438 (from within Australia) or on +61 3 9415 4350 (from outside Australia) between 8.30am and 5.00pm (AEST) Monday to Friday.

This news release contains 'forward-looking information' that is based on the Company's expectations, estimates and projections as of the date on which the statements were made. This forward-looking information includes, among other things, statements with respect to the proposed scheme of arrangement between Mantra and JSC Atomredmetzoloto, the Second Court Hearing and the timing for the implementation of the scheme of arrangement. Generally, this forward-looking information can be identified by the use of forward-looking terminology such as 'outlook', 'anticipate', 'project', 'target', 'likely', 'believe',

'estimate', 'expect', 'intend', 'may', 'would', 'could', 'should', 'scheduled', 'will', 'plan', 'forecast', 'evolve' and similar expressions. Persons reading this news release are cautioned that such statements are only predictions, and that the Company's actual future results or performance may be materially different.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Forward-looking information is developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to the risk factors set out in the Company's Annual Information Form.

This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. The Company disclaims any intent or obligations to update or revise any forward-looking statements whether as a result of new information, estimates or options, future events or results or otherwise, unless required to do so by law.

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