

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of CNQ Issuer: Mantis Mineral Corp. (the "Issuer").

Trading Symbol: MINE .

Date: October 22, 2007 .

Is this an updating or amending Notice: ☒ Yes      No

If yes provide date(s) of prior Notices September 14, 2007, September 20, 2007, October 18, 2007 .

Issued and Outstanding Securities of Issuer Prior to Issuance: 171,982,733  
(34,396,547 post-consolidation).

Date of News Release Announcing Private Placement: September 18, 2007 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.035  
(0.175 post-consolidation).

**1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Steve Dulmage 1504-300 Eglinton East Toronto, ON M4P 1L5	110,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45- 106		October 17, 2007	Unrelated

Henry Vehovec 71 Garfield Ave., Toronto, ON M4T 1E8	110,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Thomas Toth 5160 Concession 10 RR2 Sunderland, ON L0C 2J4	220,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Kathy Kumpula 777 Queen Street Newcaster, ON L3Y 2J4	110,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Rocco Scarano 18 Buchanan Dr. Markham, ON L3R 4C5	50,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17	Unrelated
John Leishman 63 Vermont Ave. Toronto, Ontario M6G 1X8	110,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17	Unrelated
Bernie Grybowski 22 Riverbank Dr. Etobicoke, ON M9A 1J4	110,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45	260,000	October 17, 2007	Unrelated
Nabrad Financial 70 Gloucester Crescent Fredericton, NB E3B 6E6	22,222 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Gary Armsworthy 2981 Connaught Avenue, Halifax, NS B3L 3A5	35,500 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Ann Wilkie 2050 Robie St., Halifax, NS B3K 4M3	35,500 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Cam Richardson 28 Chudleigh Avenue, Toronto, ON M4R 1T2	90,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated

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Paul Martini 113 Milden Hall, Toronto, ON M4N 3H4	1,000,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Neil Adshead 402-1177 Pacific Blvd, Vancouver BC V6Z 2R8	70,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Bernard Hensel 7188 Cypress St Vancouver BC V6P 5M3	130,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Donald Richard Hill 827 Pacific Dr., Delta, BC V4M 2K2	90,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Olav Langelaar 728 5 <sup>th</sup> Street E., North Vancouver, BC V7L 1M9	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Robert Hensel 6626 Cartier St. Vancouver, BC V6P 4S3	75,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Peter Real 3204 24 A St SW Calgary, AB T3E 1W7	70,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Fred DeBoer 25355 56 <sup>th</sup> Ave Aldergrove, BC V4W 1G5	75,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Christopher Hunt 2930 136 <sup>th</sup> St Surrey, BC V4P 1N7	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
James Nagy 5570 Baillie St. Vancouver, BC V5Z 3M8	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated

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Richard Lipka and Irene Harper 4539 12 <sup>th</sup> Ave W Vancouver BC V6R 2R4	90,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Christopher Dabbs 4477 W 12 <sup>th</sup> Ave Vancouver, BC V6R 2R3	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
688721 BC Ltd. 1075 W Georgia Street, Suite 1330 Vancouver BC V6E 3C9	500,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
John Leliever 8 King Street East, Suite 1500 Toronto, ON M5C 1B5	222,222 common shares	\$0.1125		Subsections 2.3 (1) and (2) of NI 45	499,433	October 17, 2007	Related
Scott Dulmage 107 Roslin Ave Toronto, Ontario M4N 1Z3	110,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Ian Milnes Holding Inc. 110 Bloor Street, Suite 2008 Toronto, ON M5S 2W7	222,222 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Eforex Inc. 73 Richmond Street, Ste 107 Toronto, ON M5H 4E8	222,222 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Pinetree Resource Partnership 130 King Street W Suite 2500 Toronto, ON M5X 1A9	1,000,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated

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David Deslauriers and Michael Deslauriers 131 Bloor St. W Upper Penthouse Toronto, ON M5S 1S3	662,222 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Jason Hawkins 65 A Glen Road Toronto, Ontario M7W 2V3	222,222 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Roy Ruppert 2350 Doulton Dr. Mississauga, ON L5H 3M3	200,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Craig Butler 2526 Winthrop Crescent Mississauga, ON L5K 2A7	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Incorporated Investments Ltd. 110 Bloor Street, Suite 107 Toronto, ON M5S 2W7	55,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Suzanne Duval 14572 Torbram Road Caledon, East ON L7C 2T2	222,222 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45	358,000	October 17, 2007	Unrelated
Bet-Mur Investments Ltd. 110 Bloor Street, Suite 107 Toronto, ON M5S 2W7	55,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Steven Misner 80 Front Street E Ste 806 Toronto, ON M5E 1T4	200,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated

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Andrew Taranowski 205 Pleasant Ridge Ave Thornhill, ON L4J 9H9	111,111 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45	149,400 shares and convertible securities to acquire 200,000 shares	October 17, 2007	Unrelated
Marek Olszewski 5131 Elmridge Drive Mississauga , ON L5M 5A3	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Deborah Ross C/o 8 King Street East, Suite 1500 Toronto, ON M5C 1B5	45,000 common shares	\$0.1125		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Related
Jordan Ross C/o 8 King Street East, Suite 1500 Toronto, ON M5C 1B5	45,000 common shares	\$0.1125		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Related
Whitney Ross C/o 8 King Street East, Suite 1500 Toronto, ON M5C 1B5	45,000 common shares	\$0.1125		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Related
Jason Ross C/o 8 King Street East, Suite 1500 Toronto, ON M5C 1B5	45,000 common shares	\$0.1125		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Related
Wolfgang Kruning 48 Muzich Place Woodbridge, ON L4L 9C5	100,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
Tyler Lang 54 Cleveland St. Toronto, ON M4S 2W2	45,000 Units	\$0.225		Subsections 2.3 (1) and (2) of NI 45		October 17, 2007	Unrelated
<b>TOTAL:</b>	<b>7,130,443 Units</b> <b>402,222 common shares</b>						

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- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

<sup>1</sup>An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$1,649,600 .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. General Working Capital Purposes and exploration of the Issuer's mineral properties.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not Applicable. .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
- Not applicable.
5. Description of securities to be issued:
- (a) Class Units and common shares .
- (b) Number 7,130,443 units, each unit comprised of one common share and one flow-through share and 402,222 common shares.
- (c) Price per security \$0.225 per unit and \$0.1125 per share. .
- (d) Voting rights 1 vote per share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number Not Applicable .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_ .
- (c) Exercise price \_\_\_\_\_ .
- (d) Expiry date \_\_\_\_\_ .

7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount Not Applicable .
  - (b) Maturity date \_\_\_\_\_ .
  - (c) Interest rate \_\_\_\_\_ .
  - (d) Conversion terms \_\_\_\_\_ .
  - (e) Default provisions \_\_\_\_\_ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): Not Applicable
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Citadel Securities Inc. ("Citadel").
  - (b) Cash Commission of \$78,822.50 and a work fee of \$36,500 .
  - (c) Securities Compensation Options entitling Citadel to purchase an aggregate of 1,020,000 common shares.  
  
Agent's Warrants entitling Citadel to purchase an aggregate of 222,222 common shares.  
  
222,222 common shares.
  - (d) Other \_\_\_\_\_ .
  - (e) Expiry date of any options, warrants etc. October 17, 2009
  - (f) Exercise price of any options, warrants etc. \$0.1125 per share .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship.
- Not Applicable .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- Each unit is comprised of one common and one flow-through share.



11. State whether the private placement will result in a change of control.  
\_\_\_\_\_ No \_\_\_\_\_ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. \_\_\_\_\_ Not Applicable \_\_\_\_\_

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

**2. Acquisition**  
Not Applicable \_\_\_\_\_

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: \_\_\_\_\_

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: \_\_\_\_

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: \_\_\_\_\_ .

(b) Cash: \_\_\_\_\_ .

(c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_ .

(d) Other: \_\_\_\_\_ .

(e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_ .

(f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_ .

(g) Work commitments: \_\_\_\_\_ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: \_\_\_\_\_ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship To Issuer <sup>(1)</sup>

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: \_\_\_\_\_ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_.
  - (b) Cash \_\_\_\_\_ .
  - (c) Securities \_\_\_\_\_ .
  - (d) Other \_\_\_\_\_ .
  - (e) Expiry date of any options, warrants etc. \_\_\_\_\_
  - (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. \_\_\_\_\_

### **Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated October 22, 2007.

Vicki Rosenthal  
Name of Director or Senior  
Officer

"Vicki Rosenthal" (signed)  
Signature

Chief Financial Officer  
Official Capacity