

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Metminco Limited

ABN

43 119 759 349

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | (a) Fully paid ordinary shares
(b) Unlisted Rights Issue Options to acquire a further Share. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 62,717,362 new fully paid ordinary shares (Shares) with 62,717,362 options exercisable at A\$0.005 (£0.0026) per Share on or before 15 May 2016. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Shares issued on the terms set out in the prospectus dated 1 April 2015. (Prospectus).
(a) 62,717,362 Shares at A\$0.005 (£0.0026) per each new Share
(b) 62,717,362 Rights Issue Options exercisable at A\$0.005 (£0.0026) per Share exercisable no later than 15 May 2016. Terms are summarised in section 6.2 of the Prospectus. |

+ See chapter 19 for defined terms.

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<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(a) Shares –Yes (b) Options. Options are exercisable in accordance with the terms summarised in section 6.2 of the Prospectus and will rank equally with existing Shares</p>				
<p>5 Issue price or consideration</p>	<p>A\$0.005 (GBP£0.0026)per share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds from acceptance of Rights Issue shortfall applications (A\$0.3 million before costs) will be applied to expenditure related to the Company’s objective of securing a near term cashflow asset, completion of the planned Preliminary Economic Assessment for a smaller, high grade starter operation at the Los Calatos Project and working capital.</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>18 May 2015</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="734 1489 989 1545">Number</th> <th data-bbox="989 1489 1396 1545">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="734 1545 989 1736">2,370,388,400</td> <td data-bbox="989 1545 1396 1736">Fully paid ordinary Shares</td> </tr> </tbody> </table>	Number	⁺ Class	2,370,388,400	Fully paid ordinary Shares
Number	⁺ Class				
2,370,388,400	Fully paid ordinary Shares				

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000	Options exercisable at A\$0.175 expiring no later than 15 June 2015
	2,000,000	Options exercisable at A\$0.210 expiring no later than 15 June 2015
	250,000	Options exercisable at A\$0.075 expiring no later than 28 January 2016
	250,000	Options exercisable at A\$0.089 expiring no later than 28 January 2016
	5,000,000	Options exercisable at A\$0.0302 expiring no later than 1 August 2017
	75,335,833	Options exercisable at A\$0.006 (GBP£0.003) per share expiring no later than 20 May 2015
	103,855,318	Options exercisable at A\$0.006 (GBP£0.003) per share expiring no later than 27 June 2015
	315,635,968	Options exercisable at A\$0.005 (GBP£0.0026) per share expiring no later than 15 May 2016
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not anticipate payment of dividends in the near term.	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	n/a
12 Is the issue renounceable or non-renounceable?	n/a
13 Ratio in which the +securities will be offered	n/a
14 +Class of +securities to which the offer relates	n/a

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15	+Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	n/a

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	+Issue date	n/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

Refer Appendix A 'Shareholding Metminco Limited'

- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000	927,238
1,001 - 5,000	5,365,711
5,001 - 10,000	7,615,870
10,001 - 100,000	89,207,414
100,001 and over	2,267,272,167

To be provided after completion of rights issue

- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

n/a

39 Class of +securities for which quotation is sought

n/a

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

n/a

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

n/a

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
	n/a	n/a

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 18 May 2015



Print name: (Company Secretary)
Philip W Killen

+ See chapter 19 for defined terms.

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Appendix A: Shareholding Metminco Limited

1	COMPUTERSHARE CLEARING PTY LTD	320,149,422	13.5%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	211,213,627	8.9%
3	CITICORP NOMINEES PTY LIMITED	104,645,270	4.4%
4	BARRICK GOLD CORPORATION	75,000,000	3.2%
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	74,141,761	3.1%
6	HUMBER RESOURCES INC	50,000,000	2.1%
7	FINHILL CAPITAL PTY LTD	50,000,000	2.1%
8	MR WILLIAM HOWE	49,999,933	2.1%
9	MR MATTHEW BURFORD	40,000,002	1.7%
10	MINING INVESTMENT SERVICES PTY LTD	35,465,000	1.5%
11	TANGARRY PTY LTD	34,701,264	1.5%
12	MR STEPHEN CHIA-KUEI HSU & MRS JACQUELINE CHIU-YUEH HSU	30,000,000	1.3%
13	MR GAVIN JOHN DANEEL	22,516,591	0.9%
14	MR BRUCE CAMPBELL DONALDSON	22,500,000	0.9%
15	MR VASILIOS VOTSARIS	22,448,174	0.9%
16	MR COLIN SINCLAIR & MRS MARIA EDITH JAUREGUIBERRY	22,365,623	0.9%
17	J P MORGAN NOMINEES AUSTRALIA LIMITED	21,651,574	0.9%
18	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED	21,430,080	0.9%
19	SCINTILLA STRATEGIC INVESTMENTS LIMITED	20,000,000	0.8%
20	MR ROSS ANTHONY CORBEN	19,446,827	0.8%

+ See chapter 19 for defined terms.