



## **ASX ANNOUNCEMENT**

14 May 2010

# **Metminco completes the acquisition of North Hill Holdings Group Inc and secures the Los Calatos Project**

On 14 May 2010, the Company completed the purchase of North Hill Holdings Group Inc (North Hill) by issuing Highland Holdings Resources Inc (HHR) 150 million fully paid ordinary shares and payment of US\$0.5 million to HHR. The Company must pay a further US\$1.5 million to HHR on or before 1 August 2010.

North Hill is the ultimate owner of the Alpha, Gamma and Nelson tenements at the Los Calatos project on which Hampton Mining Limited (Hampton) has undertaken all drilling to date.

Hampton has an option to purchase these tenements from North Hill on or before 1 August 2010 which remains unaffected by this transaction.

A handwritten signature in black ink, appearing to read 'J Fillmore', with a stylized flourish at the end.

**John Fillmore  
Chairman  
Metminco Limited**

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   | Fully paid ordinary share                  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 150,000,000                                |
| 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) | As per existing fully paid ordinary shares |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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4	<p>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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes	
5	Issue price or consideration	In accordance with completion of the purchase of North Hill Holdings Group Inc, Metminco issued 150,000,000 fully paid ordinary shares and paid cash consideration of US\$ 500,000.	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of shares in accordance with completion of the purchase of North Hill Holdings Group Inc from Highland Holdings Resources Inc.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	14 May 2010	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		715,629,659	Fully paid ordinary shares

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+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>Nil</td><td></td></tr></table>	Number	+Class	Nil	
Number	+Class					
Nil						
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

Deleted – Not applicable

## 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*

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  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

Refer Appendix A 'Shareholding Metminco Limited'

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

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
41	Reason for request for quotation now  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)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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+ 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:



(Company secretary)

Date: 14 May 2010

Print name: Philip W Killen= == == == ==

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+ See chapter 19 for defined terms.

## Appendix A: Shareholding Metminco Limited

### Distribution of Shareholders:

Category (size of holding)	Number of Ordinary Shareholders
1 - 1,000	17
1,001 - 5,000	82
5,001 - 10,000	141
10,001 - 100,000	428
100,001 and above	276
<b>Total</b>	<b>944</b>

### 20 Largest Shareholders - Ordinary Shares:

	Holder Name	Number of Ordinary Fully Paid Shares Held	Percentage Held of Issued Ordinary Capital
1	HIGHLAND HOLDINGS RESOURCES INC	150,000,000	21.0%
2	JUNIOR INVESTMENT COMPANY	72,887,884	10.2%
3	COMPUTERSHARE CLEARING PTY LTD	57,787,377	8.1%
4	MINING INVESTMENT SERVICES (ATF WSE SUPERANNUATION FUND)	49,600,000	6.9%
5	TANGARRY PTY LTD	41,066,664	5.7%
6	NJ HOWE & WJ HOWE (ATF HOWE SUPERANNUATION FUND)	30,800,000	4.3%
7	WILNIC PTY LTD	17,464,168	2.4%
8	ANZ NOMINEES LIMITED	16,374,915	2.3%
9	MR MAXWELL JAMES GREEN	15,600,000	2.2%
10	MINING INVESTMENT SERVICES	12,800,000	1.8%
11	NATIONAL NOMINEES LIMITED	12,600,000	1.8%
12	MR M. JAMES GREEN & RL GREEN (ATF GREEN SUPERANNUATION FUND)	10,400,000	1.5%
13	CHILE COPPER MINE PTY LTD	10,266,668	1.4%
14	MONETTI PTY LTD	8,449,526	1.2%
15	MARATHON CREST PTY LTD	6,301,572	0.9%
16	NUTSVILLE PTY LTD	6,100,000	0.9%
17	MR COLIN SINCLAIR & MS MARIA JAUREGUIBERRY (SINCLAIR FAMILY S/F A/C)	5,578,956	0.8%
18	HAMMERFEST INVESTMENTS	5,566,668	0.8%
19	MR NEVILLE JOEL KATZ	5,130,952	0.7%
20	MR MICHAEL HJ COWIE & MRS MARY COWIE (MHJ COWIE PVT S/F A/C)	4,500,000	0.6%

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