

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

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 | Ordinary share and options. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Fully paid ordinary shares ("FPO") - 4,471,635,217</p> <ol style="list-style-type: none"> 1. Convertible Note- Conversion to FPO 459,000,000. 2. Consideration FPO for Takeover Offer-2,602,603,925. 3. Minimum Participation FPO to BHC and Delta-181,531,292. 4. Priority Offer, Placement and Shortfall FPO-1,166,000,000. 5. Broker Shares in FPO-62,500,000. <p>Options – unquoted options- 1,134,000,000 consisting of:</p> <ol style="list-style-type: none"> 1. Replacement Options– 625,000,000. 2. Free Attaching Options – 459,000,000. 3. Broker Options – 50,000,000. <p>Defined terms have the meaning given in Metminco's New Prospectus, dated 19 July 2019 ("Prospectus"), unless otherwise indicated.</p> |
| 3 | Principal terms of the +securities (e.g. 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) | <p>FPO</p> <p>Fully paid ordinary shares in the capital of Metminco issued on the same terms as its existing class of ordinary shares.</p> <p>Unquoted Options -1,134,000,000 consisting of:</p> <ol style="list-style-type: none"> 1. 221,875,000 Replacement Options – Class A exercisable at \$0.008 and expiring on 1 July 2023. 2. 26,250,000 Replacement Options – Class B exercisable at \$0.008 and expiring on 31 August 2023. 3. 1,875,000 Replacement Options – Class C exercisable at \$0.008 and expiring on 15 November 2023. 4. 375,000,000 Replacement Options – Class X exercisable at \$0.004 and 16 August 2021. 5. 459,000,000 Free Attaching Options exercisable at \$0.004 and expiring 16 August 2021. |

+ See chapter 19 for defined terms.

6. 50,000,000 Broker Options exercisable at \$0.006 and expiring 16 August 2021.

All of the above issues are on a pre-consolidation basis and have been approved by shareholders.

4 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?

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

Yes

5 Issue price or consideration

FPO are issued as follows (using the numbering in item 2):
FPO (1) Convertible Note FPOs – at a conversion price of \$0.002.
FPO (2) consideration for Takeover Offer.
FPO (3) in satisfaction of a Minimum Participation Right.
FPO (4) Priority Offer, Placement and Shortfall FPOs - at an issue price of \$0.002.

FPO (5) Broker Shares in FPOs - 62,500,000 – as consideration for services.

Options are issued for nil cash consideration as follows (using the numbering in item 2):

Options (1), (2) and (3) have been issued to Optionholders of Andes Resources Limited (**Andes**), in consideration for the cancellation and replacement of their existing Andes options under the off-market takeover announced 17 May 2019. Options (4) and (5) are free attaching options issued in conjunction with the Company's and Andes' capital raisings. Options (6) have been issued as consideration for services.

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)

As set out in Section 1.6 of the Prospectus.

| | | |
|----|--|--|
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> | <p>Metminco is an eligible entity that successfully sought shareholder approval on 17 May 2019. However, since that time, Metminco has sought approval under Listing Rule 11.1.2 and, as a consequence, may no longer utilise its 7.1A placement capacity.</p> |
| 6b | The date the security holder resolution under rule 7.1A was passed | 17 May 2019 |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | None |
| 6d | Number of +securities issued with security holder approval under rule 7.1A | None |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | All securities listed in item 2 received shareholder approval at 15 July 2019 EGM. |
| 6f | Number of +securities issued under an exception in rule 7.2 | None |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | N/A |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/A |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | <p>7.1 placement capacity = 848,936,375</p> <p>7.1A placement capacity= unable to use this capacity</p> |
| 7 | <p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata</p> | 15 August 2019 |

+ See chapter 19 for defined terms.

entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

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8 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)

| Number | ⁺ Class |
|---------------|---|
| 5,659,757,831 | Ordinary Fully paid shares |
| 547,345,422 | Options exercise price \$0.011 expiring 1 June 2020 |

| Number | ⁺ Class |
|--------|--------------------|
| | |

| | | | |
|----|---|-------------|--|
| 9 | Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable) | 46,400,000 | Performance Rights (terms and conditions summarised in the notice of AGM announced 26 April 2018). Performance Rights in 3 equal tranches of 10 million each: |
| | | 30,000,000 | Tranche 1 vesting on 30-day VWAP of \$0.004 or higher before 31 December 2019; |
| | | | Tranche 2 vesting on 30-day VWAP of \$0.006 or higher on or before 31 December 2020; and |
| | | | Tranche 3 vesting on delivery of at least 1 million ounces resource at Chuscal before 31 December, 2021. |
| | | 9,600,000 | LTIP Options exercisable at A\$0.016 each on or before 31 December 2019, subject to vesting. |
| | | 9,600,000 | LTIP Options exercisable at A\$0.024 each on or before 31 December 2020, subject to vesting. |
| | | | Replacement Options – Class A, unquoted options exercisable at \$0.008 and expiring on 1 July 2023. |
| | | 221,875,000 | Replacement Options – Class B, unquoted options exercisable at \$0.008 and expiring on 31 August 2023. |
| | | 26,250,000 | Replacement Options – Class C, unquoted options exercisable at \$0.008 and expiring on 15 November 2023. |
| | | 1,875,000 | Replacement Options – Class X, unquoted options exercisable at \$0.004 and expiring on 16 August 2021. |
| | | 375,000,000 | \$0.004 and expiring 16 August 2021. |
| | | 59,000,000 | Free Attaching Options - unquoted options exercisable at \$0.004 and expiring 16 August 2021. |
| | | 50,000,000 | Broker Options, unquoted options exercisable at \$0.006 and expiring 16 August 2021. |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | N/A | |

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the ⁺ securities will be offered | |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | |
| 15 | ⁺ Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 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. | |
| 19 | Closing date for receipt of acceptances or renunciations | |

| | | |
|----|---|--|
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | |
| 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 | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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 – see attachment
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories – see attachment
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

+ 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 *issue date with an existing *class of quoted *securities?

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

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

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

| | Number | *Class |
|--|--------|--------|
| 42 Number and *class of all *securities quoted on ASX (including the *securities in clause 38) | | |

+ 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 is not available now, we 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: 15th August 2019
(Company secretary)



Print name: Geoffrey Widmer

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|--|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | 912,548,977 |
| Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 88,867,687 shares - Entitlement offer (on or about 18 December 2018) - Exception 1 of LR 7.2 135,000,000 shares- placement 18 October 2018 approved at 24 December 2018 EGM-LR 7.4 23,950 shares from conversion of 23,950 Listed options with expiry date 1 June 2020 and an exercise price of \$0.011 per share 51,500,000 shares from Prospectus Placement Shortfall issued at \$0.003 per share (Rights Issue Prospectus closed 14 December 2018) 459,000,000 shares from conversion of Convertible Note (EGM 15 July 2019) 2,784,135,217 shares for consideration to Andes shareholders (EGM 15 July 2019) 1,166,000,000 Placement shares (EGM 15 July 2019) 62,500,000 Brokers shares (EGM 15 July 2019) |
| Subtract the number of fully paid +ordinary securities cancelled during that 12-month period | |
| “A” | 5,659,575,831 |
| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 |

+ See chapter 19 for defined terms.

| | |
|---|---|
| | <i>[Note: this value cannot be changed]</i> |
| Multiply "A" by 0.15 | 848,936,375 |
| Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | . |
| "C" | |
| Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1 | |
| "A" x 0.15 <i>Note: number must be same as shown in Step 2</i> | 848,936,375 |
| Subtract "C" <i>Note: number must be same as shown in Step 3</i> | |
| Total ["A" x 0.15] – "C" | 848,936,375 |

+ See chapter 19 for defined terms.

+ See chapter 19 for defined terms.