

## SHARE PURCHASE PLAN OFFER RAISES APPROXIMATELY A\$1.0 MILLION

**Metminco Limited (Metminco or the Company) (ASX: MNC; AIM: MNC)** announces that the share purchase plan offer (**SPP Offer**) acceptances (as previously announced) and subsequent placement of shortfall shares has raised approximately A\$1.0 million before costs by issue of 234,535,724 fully paid ordinary shares in the Company (**Share**) at an issue price of A\$0.004 (£0.0021) per Share.

As announced on 6 May 2016 the SPP closed on 29 April 2016 with 151,785,724 Shares being issued. Subsequently a number of investors applied for Shares under the shortfall provisions of the SPP Offer and the Board has now placed a further 82,750,000 Shares (**Shortfall Shares**) on the same terms and conditions as the SPP Offer.

The Company also received notices of exercise of 6,582,125 Rights Issue Options (**Option Shares**) granted in 2015 at an issue price of A\$0.005 (£0.0026) per Share, prior to expiry, raising a total of A\$32,910. Of the Rights Issue Options granted in 2015, 54,654,492 have been exercised raising \$273,272 with the remaining 510,977,194 Rights Issue Options lapsing.

Funds raised from the SPP Offer and exercise of the Rights Issue Options will be applied to the acquisition of Minera Seafield SAS (**Minera Seafield**) from RMB Australia Holdings Limited and the development of Minera Seafield's wholly owned Quinchia Gold Project, and working capital.

The Company is on track to assume ownership of the Quinchia Gold Project which includes:

- the potential near term cash flow at Miraflores which contains an estimated NI 43-101 mineral resource of 2.8 million ounces of gold; and,
- the highly prospective Tesorito gold exploration target.

The Company has scheduled on site meetings with independent experts engaged to complete the Miraflores feasibility study and is also currently planning a drilling program to test the Tesorito target.

*Mr William Howe, Managing Director, commented: "A review of independent expert work completed to date indicates that there is significant potential opportunity to optimise the Miraflores project economics and to facilitate its development into a gold producing asset in the short term. A successful drilling program at Tesorito, adjacent to the Miraflores deposit, would further enhance the economics of a potential development.*

*Negotiations on equity funding for the Company's Los Calatos copper-molybdenum project are well advanced. Securing funding for the Los Calatos Project would progress the project through to completion of a feasibility study and thereafter potential development of Los Calatos into a relatively low cost mine producing 50,0000 tonnes of copper in concentrate per annum for some 22 years.*

The effect of the SPP Offer shortfall, shares issued in lieu of retainer fees and exercise of the Rights Issue Options on the Issued Capital of the Company is set out in the table below:

Issued Capital	Shares On Issue	Options on Issue
Shares currently on Issue	3,438,081,550	
Option exercisable on or before 15 May 2016 (estimated) @A\$0.005 (£0.0026) per Share		517,559,319
Option exercisable on or before 1 August 2017 @A\$0.0302 per Share		5,000,000
<b>Securities on Issue as at 22 May 2016</b>	<b>3,438,081,550</b>	<b>522,559,319</b>
Shares issued under the SPP Offer shortfall	82,750,000	
Shares issued in lieu of retainer fees	1,639,872	
Exercise of option expiring 15 May 2016 @A\$0.005 (£0.0026) per Share	6,582,125	(6,582,125)
Expiry of option expiring 15 May 2016 @A\$0.005 (£0.0026) per Share		(510,977,194)
<b>Total Securities on Issue on or about 23 May 2016</b>	<b>3,529,053,547</b>	<b>5,000,000</b>

The Company will apply for quotation of the New Shares, the Option Shares and the Shares issued in lieu of retainer fees to be traded on the ASX and AIM. It is expected that quotation will take place and trading will commence on the ASX on or around 24 May 2016, and on AIM on or around 27 May 2016.

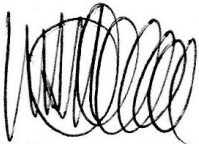
Following this announcement, the Directors will hold securities in the Company to the extent as summarised in Table 1 and Table 2 below:

**Table 1: Shares**

Director	Direct and Indirect Interest	Increase	Holding	% Interest
William Howe	Indirect (136,641,533)	0	136,641,533	3.9
Francisco Vergara	Direct (10,140,000) and Indirect (53,750,000)	0	63,890,000	1.8
Phillip Wing	Indirect (29,229,109)	0	29,229,109	0.8
Tim Read	Indirect (28,400,000)	3,492,308	28,400,000	0.8
Roger Higgins	Direct (8,653,848) and Indirect (4,534,464)	0	13,188,464	0.4
Steve Tainton	Indirect (5,843,594)	0	5,843,594	0.2
<b>Total</b>		<b>3,492,308</b>	<b>277,192,700</b>	<b>7.9</b>

**Table 2 - Options Expiring 15 May 2016 @A\$0.005 (£0.0026) per Share**

Director	Prior to 23 May 2016	Expired	Exercised	As at 23 May 2016
Tim Read	3,507,692	(15,384)	3,492,308	0
Phillip Wing	6,044,106	(6,044,106)		0
Francisco Vergara	2,500,000	(2,500,000)		0
Roger Higgins	184,616	(184,616)		0
<b>Total</b>	<b>12,236,414</b>	<b>(8,744,106)</b>	<b>3,492,308</b>	<b>0</b>



**William Howe**

**Managing Director**

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