

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 shares (Shares)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 41,604,832 Shares  |
| 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) | a) 40,000,000 Shares ranking equally with existing Shares from the date of issue<br>b) 1,604,832 Shares issued on exercise of May 2016 Options |

+ See chapter 19 for defined terms.

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>a) \$0.004 (£0.002 ) per Share  b) \$0.005 (£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>a) 40,000,000 Shares to sophisticated and professional shareholders in respect of a capital raising.  b) 1,604,832 Exercise of May 2016 Options</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>8 April 2016</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="742 1512 997 1579">Number</th> <th data-bbox="997 1512 1396 1579"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="742 1579 997 1771">3,285,062,196</td> <td data-bbox="997 1579 1396 1771">Fully paid ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	3,285,062,196	Fully paid ordinary Shares
Number	<sup>+</sup> Class				
3,285,062,196	Fully paid ordinary Shares				

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+ 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)	5,000,000	Options exercisable at A\$0.0302 expiring no later than 1 August 2017
	518,792,949	Options exercisable at A\$0.005 (£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
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

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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
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

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+ See chapter 19 for defined terms.

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

- 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

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1 - 1,000	917,993
1,001 - 5,000	5,248,323
5,001 - 10,000	7,272,539
10,001 - 100,000	82,334,427
100,001 and over	3,189,288,914

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
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39 Class of +securities for which quotation is sought 

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

n/a
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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
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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

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### 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: 8 April 2016



Print name:                      (Company Secretary)  
Philip W Killen

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+ See chapter 19 for defined terms.

## Appendix 3B New issue announcement

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### Appendix A: Shareholding Metminco Limited

1	COMPUTERSHARE CLEARING PTY LTD	953,345,595	29.0%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	218,543,683	6.7%
3	CITICORP NOMINEES PTY LIMITED	117,531,702	3.6%
4	BARRICK GOLD CORPORATION	75,000,000	2.3%
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	74,376,761	2.3%
6	WILNIC PTY LTD	78,141,533	2.4%
7	FINHILL CAPITAL PTY LTD	51,000,000	1.6%
8	RMB AUSTRALIA HOLDINGS LIMITED	50,000,000	1.5%
9	HUMBER RESOURCES INC	50,000,000	1.5%
10	ALCHEMY SECURITIES PTY LTD	40,000,000	1.2%
11	MINING INVESTMENT SERVICES PTY LTD	35,465,000	1.1%
12	TANGARRY PTY LTD	34,701,264	1.1%
13	MR STEPHEN CHIA-KUEI HSU & MRS JACQUELINE CHIU-YUEH HSU	30,000,000	0.9%
14	MR COLIN SINCLAIR & MRS MARIA EDITH JAUREGUIBERRY	29,665,623	0.9%
15	J P MORGAN NOMINEES AUSTRALIA LIMITED	28,369,416	0.9%
16	RSFT MANAGEMENT PTY LTD	28,000,000	0.9%
17	HAMMERFEST INVESTMENTS PTY LTD	26,729,109	0.8%
18	WOOD PARK AUSTRALIA PTY LTD	25,759,147	0.8%
19	MR BRUCE CAMPBELL DONALDSON & MRS NOELA MAREE DONALDSON	25,000,000	0.8%
20	MR VASILIOS VOTSARIS	24,298,174	0.7%

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**8 April 2016**

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Issue of 41,604,832 Shares – Cleansing Notice**

***Notification Pursuant to Paragraph 708A(5)(e) of the Corporations Act 2001 (Act).***

On 5 April 2016, Metminco Limited (the Company) issued 41,604,832 fully paid ordinary shares (Shares) as announced to the market on 8 April 2016.

Accordingly, the Company gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (the "Corporations Act") that:

1. the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice the Company has complied with:
  - (a) the provisions of Chapter 2M Corporations Act as they apply to the Company; and
  - (b) section 674 Corporations Act; and
3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

Yours faithfully

**Metminco Limited**

A handwritten signature in black ink, appearing to read "Philip Killen", written over a horizontal line.

**Philip Killen**

**Company Secretary**

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Level 6, 122 Walker Street, t (612) 9460 1856  
North Sydney NSW 2060 Australia f (612) 9460 1857

Metminco Limited  
ACN 119 759 349