

8 June 2011

Minas Frangoulis

Adviser, Listings - Melbourne
ASX Compliance Pty Ltd
Level 45, South Tower, Rialto
525 Collins Street
Melbourne VIC 3000

By email: minas.frangoulis@asx.com.au

Dear Minas,

Metminco Limited (the "Company") – MNC
Re: Appendix 3Y – Change of Director's Interest Notice

We refer to your letter dated 7 June 2011.

We apologise for the delay in providing the recent Appendix 3Y for Mr. William Etheridge (the **Director**), released on 27 May 2011, and with specific reference to your queries, advise as follows:

1. Why was the Appendix lodged late?

The Director received permission to deal in MNC securities from the Company Secretary in accordance with the Company's securities trading policy. On approval the Director was informed that he would be required to notify the Company on completion of the sale and complete a change of director's interest for lodgment on the ASX. Unfortunately the Director was late in completing and delivering Appendix 3Y to the Company and in a form satisfactory to the Company.

We advise that the Company lodged Appendix 3Y on the same day it was received from the Director and that promptly following ASX's request, re-lodged a revised version inclusive of Part 3.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The following processes are in place to ensure that the Company is able to meet its disclosure obligations under Listing Rule 3.19A:

- (a) each member of the Board is informed of ASX disclosure requirements upon their appointment. The Company has entered into letters of appointment with each of its directors, which requires, among other things, that directors notify the Company of interests and any changes thereto so that ASX Appendices can be lodged. Notification of any changes in a director's direct or indirect interest in Company securities is also required under the Company's market disclosure policy;
- (b) as and when required, the Company Secretary will inform directors of their obligations under Listing Rule 3.19A in Board meetings or otherwise and will follow up with interested directors to ensure compliance; and
- (c) any director wishing to trade in the Company's securities must first obtain the consent to do so from an authorised person in accordance with the Company's security trading policy. Where approved, the director must continue to comply with any other requirements set out in that policy in connection with the deal.

3. If the current arrangements are inadequate or are not being enforced, what additional steps does the Company intend to take to ensure compliance with Listing Rule 3.19B?

The Company considers the current arrangements to be adequate and notes that the late lodgement of Appendix 3Y was as a result of the Director's error. Directors have since been re-briefed on their disclosure obligations and the need to ensure the Company is able to meet its obligations in respect of ASX Listing Rule 3.19A and 3.19B.



**Philip Killen
Company Secretary
Metminco Limited**



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7 June 2011

Philip Killen
Company Secretary
Metminco Limited
NORTH SYDNEY

By Email

Dear Philip

Metminco Limited (the "Company")

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 27 May 2011 for Mr William Etheridge;
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.**The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.



4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in William Etheridge's notifiable interest occurred on 11 May 2011. It appears that Mr Etheridge's Notice should have been lodged with ASX by 18 May 2011. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act. The notice did not include Part 3 in accordance with the revised pro-forma Appendix 3Y.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?
4. Please also re-lodge the Appendix 3Y and include Part 3

Your response should be sent to me by e-mail at minas.frangoulis@asx.com.au or by facsimile on facsimile number (03) 9614 0303. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Thursday 9 June 2011. [

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Minas Frangoulis
Manager, Listings (Melbourne)