

# 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Ordinary fully paid shares ( <b>Ordinary Shares</b> )                     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 15,689,942 Ordinary 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)                                                                                                                                                                                                                                                                                                               | Ordinary Shares will rank pari passu with existing Ordinary Shares.       |
| 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> | <p>The Ordinary Shares rank pari passu with existing Ordinary Shares.</p> |

5	Issue price or consideration	15,689,942 Ordinary Shares - US\$250,000.	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Ordinary Shares were issued in relation to the Share Purchase and Convertible Securities Agreement, details of which were announced to the market on 1 August 2014.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	29 August 2014	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		1,778,019,062	Fully paid ordinary Shares
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		2,500,000	Options:
		2,500,000	- exercisable at A\$0.215 expiring 5 Dec 14
		2,000,000	- exercisable at A\$0.260 expiring 5 Dec 14
		2,000,000	- exercisable at A\$0.175 expiring 5 Jun 15
		250,000	- exercisable at A\$0.210 expiring 5 Jun 15
		250,000	- exercisable at A\$0.075 expiring 28 Jan 16
		250,000	- exercisable at A\$0.089 expiring 28 Jan 16
		5,000,000	- exercisable at A\$0.0302 expiring 1 Aug 17
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*

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+ See chapter 19 for defined terms.

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

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

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

Not Applicable

39 Class of +securities for which quotation is sought

Not Applicable

<p>40 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>Not Applicable</p>					
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>Not Applicable</p>					
<p>42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="710 1052 1013 1097">Number</th> <th data-bbox="1013 1052 1396 1097"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 1097 1013 1283">Not Applicable</td> <td data-bbox="1013 1097 1396 1283"></td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	Not Applicable		
Number	<sup>+</sup> Class					
Not Applicable						

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<sup>+</sup> 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: \_\_\_\_\_ Date: 29 August 2014  
(Company secretary)  
Print name: Philip W Killen

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+ See chapter 19 for defined terms.



**29 August 2014**

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

Dear Sir/Madam

**Issue of 15,689,942 Shares – Cleansing Notice**

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

On 29 August 2014, Metminco Limited ("the Company") issued 15,689,942 fully paid ordinary shares in accordance with the terms of its share purchase and convertible securities agreement with Bergen Global Opportunity Fund, LP, which was announced to the market on 1 August 2014.

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', with a long horizontal stroke extending to the left.

**Philip Killen**

**Company Secretary**