

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                 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 20,000,000 fully paid 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) | As per existing fully paid ordinary shares |

+ 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>20,000,000 shares issued @A\$0.38 per share to selected professional and institutional investors</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>							
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>10 May 2011</p>						
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1422 989 1478">Number</th> <th data-bbox="989 1422 1396 1478"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1478 989 1556">1,397,720,365</td> <td data-bbox="989 1478 1396 1556">Fully paid ordinary Shares</td> </tr> <tr> <td data-bbox="686 1556 989 1704">27,217,517</td> <td data-bbox="989 1556 1396 1704">December 2012 \$0.25 Options</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	1,397,720,365	Fully paid ordinary Shares	27,217,517	December 2012 \$0.25 Options
Number	<sup>+</sup> Class						
1,397,720,365	Fully paid ordinary Shares						
27,217,517	December 2012 \$0.25 Options						

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+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		4,500,000	Options exercisable at A\$0.30 expiring 31 July 12
		14,250,000	Options exercisable at A\$0.44 expiring no later than 6 Dec 13
		14,250,000	Options exercisable at A\$0.525 expiring no later than 6 Dec 13
		2,000,000	Options exercisable at A\$0.44 expiring 6 Dec 13
		2,000,000	Options exercisable at A\$0.525 expiring 6 Dec 13

  

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
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## 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*

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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

Refer Appendix A 'Shareholding Metminco Limited'

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<sup>+</sup> See chapter 19 for defined terms.

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- 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
- Refer Appendix A 'Shareholding Metminco Limited'
- 37  A copy of any trust deed for the additional +securities

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+ 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 date of  
allotment 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)		

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+ See chapter 19 for defined terms.



## Appendix A: Shareholding Metminco Limited

### Distribution of Shareholders:

Category (size of holding)	Number of Ordinary Shareholders
1 - 1,000	91
1,001 - 5,000	1,629
5,001 - 10,000	1,450
10,001 - 100,000	3,495
100,001 and above	526
<b>Total</b>	<b>7,191</b>

### 20 Largest Shareholders - Ordinary Shares:

	Holder Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1	TAKORADI LIMITED	160,000,000	11.5%
2	HSBC CUSTODY NOMINEES	159,571,285	11.4%
3	HIGHLAND HOLDINGS RESOURCES INC	135,000,000	9.7%
4	BARRICK GOLD CORPORATION	75,000,000	5.4%
5	INVERSIONES EM DOS LIMITADA	70,250,855	5.0%
6	Mining Investment Services (ATF WSE Superannuation Fund)	49,600,000	3.6%
7	COMPUTERSHARE CLEARING PTY LTD	45,416,393	3.3%
8	TANGARRY PTY LTD	34,966,664	2.5%
9	UBS NOMINEES PTY LTD	34,030,285	2.4%
10	NJ Howe & WJ Howe (ATF Howe Superannuation Fund)	30,800,000	2.2%
11	NATIONAL NOMINEES LIMITED	27,908,968	2.0%
12	SENTIENT EXECUTIVE GP II	26,167,524	1.9%
13	SIDLOG LIMITED	24,312,137	1.7%
14	WILNIC PTY LTD	17,464,168	1.3%
15	RBC DEXIA INVESTOR SERVICES	17,456,151	1.3%
16	MR MAXWELL JAMES GREEN	13,600,000	1.0%
17	MINING INVESTMENT SERVICES	12,800,000	0.9%
18	NOTESAN PTY LTD	11,434,076	0.8%
19	Mr. M. James Green & RL Green (ATF Green Superannuation Fund)	10,400,000	0.7%
20	CHILE COPPER MINE PTY LTD	10,266,668	0.7%

+ See chapter 19 for defined terms.



10 May 2011

## **ASX ANNOUNCEMENT**

### **CLEANSING NOTICE**

This notice is given by Metminco Limited (ABN 43 119 759 349) (“Metminco”) pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (Corporations Act).

Metminco has issued 20,000,000 fully paid ordinary shares (Shares) in the Company as set out in the Appendix 3B forming part of this announcement.

In accordance with 708A(5)(e) of the Corporations Act, Metminco gives notice that:

- Metminco has issued the Shares without disclosure to investors under Part 6D.2 of the Act.
- As at the date of this notice, Metminco has complied with:
  - The provisions of Chapter 2M of the Act as they apply to Metminco; and,
  - Section 674 of the Act.
- As at the date of this notice, there is no information that is ‘excluded information’ within the meaning of sections 708A(7) and 708A(8) of the Act.

On behalf of the Board of Metminco,

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

Philip W Killen  
Company Secretary