

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

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 share and options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Ordinary shares- 5,471,635,217
Options – unquoted options- 1,134,000,000 |
| 3 | Principal terms of the +securities (e.g. 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) | Shares – to be approved at the 15 th July 2019 EGM
Options –Unquoted -1,134,000,000
1. 221,875,000 options exercisable at \$0.008 and expiring on 1 July 2023.
2. 26,250,000 options exercisable at \$0.008 and expiring on 31 August 2023.
3. 1,875,000 options exercisable at \$0.008 and expiring on 15 November 2023.
4. 375,000,000 options exercisable at \$0.004 and expiring two years from the date of issue.
5. 459,000,000 options exercisable at \$0.004 and expiring two years from the date of issue.
6. 50,000,000 options exercisable at \$0.006 and expiring two years from the date of issue.
All of the above issues are on a pre-consolidation basis and are subject to shareholder approval. |
| a | | |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not | Yes |

+ See chapter 19 for defined terms.

	<p>rank equally, please state:</p> <ul style="list-style-type: none"> 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 	
5	Issue price or consideration	<p>Share issues are based on a Metminco deemed share price of \$0.002 per share. The value to be approved at the 15th July 2019 EGM.</p> <p>Options will be issued for nil cash consideration as follows (using the numbering in item 3):</p> <p>Options (1), (2) and (3) will be issued to optionholders of Andes Resources Limited (Andes), in consideration for the cancellation and replacement of their existing Andes options under the proposed off-market takeover announced 17 May 2019.</p> <p>Options (4) and (5) are free attaching options issued in conjunction with the Company and Andes' capital raising.</p> <p>Options (6) will be issued as consideration for services.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Funds raised will primarily be applied to recapitalise the Company post the merger with Andes Resources, undertake a drilling program at the Chuscal Gold Project in Colombia, and provide working capital.</p>
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>17 May 2019</p>
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	<p>None</p>
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	<p>None</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	All securities listed in item 3 are subject to the receipt of shareholder approval	
6f	Number of +securities issued under an exception in rule 7.2	None	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>7.1 placement capacity = 5,691,092 Share approval issues at EGM 15th July 2019 will increase this number. 7.1A placement capacity= 18,794,061 Approval under Listing Rule 11.1.2 will cause this additional placement capacity to cease to be available following the EGM on 15th July 2019.</p>	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	To be advised	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		6,659,757,831 547,345,422	Ordinary Fully paid shares Options exercise price \$0.011 expiring 1 June 2020
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		46,400,000 30,000,000	Performance Rights (terms and conditions summarised in the notice of AGM announced 26 April 2018). Performance Rights in 3 equal tranches of 10 million each:

+ See chapter 19 for defined terms.

	Tranche 1 vesting on 30-day VWAP of \$0.004 or higher before December 31, 2019; Tranche 2 vesting on 30-day VWAP of \$0.006 or higher on or before December 31, 2020; and Tranche 3 vesting on delivery of at least 1 million ounces resource at Chuscal before December 31, 2021.
9,600,000	LTIP Options exercisable at A\$0.016 each on or before 31 December 2019, subject to vesting
9,600,000	LTIP Options exercisable at A\$0.024 each on or before 31 December 2020, subject to vesting
221,875,000	Unquoted options exercisable at \$0.008 and expiring on 1 July 2023.
26,250,000	Unquoted options exercisable at \$0.008 and expiring on 31 August 2023.
1,875,000	Unquoted options exercisable at \$0.008 and expiring on 15 November 2023.
375,000,000	Unquoted options exercisable at \$0.004 and expiring two years from the date of issue.
459,000,000	Unquoted options exercisable at \$0.004 and expiring two years from the date of issue.
50,000,000	Unquoted options exercisable at \$0.006 and expiring two years from the date of issue.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
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.	
19	Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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 – see attachment
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories – see attachment
- 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

⁺ 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	<p>Do the +securities rank equally in all respects from the +issue date 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"> 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	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ 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 is not available now, we 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: 18th June 2019
(Company secretary)

Whedner

Print name: Geoffrey Widmer

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	146,280,344
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	694,831,892 – Entitlement Offer (24/4/18) under Exception 1 of LR7.2 2,702,152 – Lanstead share issue (30/04/18) ratified AGM 28 May 2018 - LR 7.4 68,734,589 - Placement 22 May Placement ratified at EGM at 14 September - LR 7.4 88,867,687 shares - Entitlement offer (on or about 18/12/2018) - Exception 1 of LR 7.2 135,000,000 shares- placement 18 th October approved at 24 th December 2018 EGM-LR 7.4 23,950 shares from conversion of 23,950 Listed options with expiry date 01/06/2020 and an exercise price of \$0.011 per share 51,500,000 shares from Prospectus Placement Shortfall issued at \$0.003 per share (Rights Issue Prospectus closed 14 December 2018)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	1,187,940,614

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	178,191,092
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	.
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	178,191,092
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	172,500,000 shares, being the maximum number of shares that may convert upon the conversion of the tranche 1 convertible notes 0
Total [“A” x 0.15] – “C”	5,691,092 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,187,940,614
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	118,794,061
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	118,794,061
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	118,794,061 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.