



METMINCO LIMITED

ACN 119 759 349

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 100 WALKER ST NORTH SYDNEY ON THURSDAY 29 MAY 2014 AT 10.00 AM

THIS DOCUMENT IS IMPORTANT

This Notice of Meeting and Explanatory Memorandum should be read in their entirety. If you do not understand these documents or are in any doubt as to how to deal with them, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

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North Sydney NSW 2060
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www.metminco.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the members of Metminco Limited ACN 119 759 349 will be held at:

Location Christie Conference Centres, 100 Walker Street, North Sydney NSW 2060

Date Thursday 29 May 2014

Time 10.00 am (Sydney time)

An Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

1 Discussion of Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2013.

Metminco's Financial Report, Directors' Report and Auditor's Report contained in the Report to Shareholders are placed before the Meeting giving Shareholders an opportunity to discuss those documents and to ask questions, though there is no requirement that Shareholders approve these reports. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

2 Resolutions

To consider and, if thought fit, pass the following as ordinary resolutions of the Company:

Resolution 1 – To adopt the Remuneration Report for the year ended 31 December 2013	<i>"That the Remuneration Report for the year ended 31 December 2013 be adopted."</i> <i>Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.</i>
Resolution 2 – Re-election of Roger John Higgins	<i>"That, for the purpose of clause 15.6 of the Constitution and for all other purposes, Roger John Higgins, a Director who was appointed to fill a casual vacancy on 8 October 2013 retires, and being eligible, is re-elected as a Director."</i>
Resolution 3 – Re-election of Stephen Tainton	<i>"That, for the purpose of clause 15.6 of the Constitution and for all other purposes, Stephen Tainton, a Director who was appointed to fill a casual vacancy on 8 October 2013 retires, and being eligible, is re-elected as a Director."</i>
Resolution 4 – Approval of the Metminco Long Term Incentive Plan	<i>"That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, the issue of Awards under the Metminco Long Term Incentive Plan, and the terms of the Metminco Long Term Incentive Plan, as detailed in the Explanatory Memorandum accompanying this Notice, be approved."</i>

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company determines that Shareholders recorded on the Company's register at 10:00 am (Sydney time) on Tuesday, 27 May 2014 (**Record Date**) will be entitled to attend and vote at the Meeting. If you are not a registered Shareholder at the Record Date, you will not be entitled to vote in respect of that Share.

If you cannot attend the Meeting in person, you are encouraged to sign and deliver the accompanying proxy form and return it in accordance with the instructions set out below.

APPOINTMENT OF PROXIES

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint an individual or a body corporate as a proxy to attend the Meeting and, on a poll, vote on the Shareholder's behalf. A proxy need not be a Shareholder.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. The enclosed proxy form provides further details on proxies and lodging proxy forms.

If a Shareholder appoints a member of Key Management Personnel (**KMP**) or a Closely Related Party of any member of KMP as proxy, the KMP or Closely Related Party is not able to vote proxies on Resolution 1 unless the Shareholder directs them how to vote by marking the boxes on the proxy form for Resolution 1.

If a Shareholder appoints the Chairman of the Meeting as proxy, the Shareholder can direct the Chairman how to vote by either marking the relevant boxes on the proxy form (i.e. 'for', 'against' or 'abstain') OR by marking the Chairman's voting direction box on the proxy form (in which case this will be considered to be an express direction to the Chairman of the Meeting to vote in favour of the Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of KMP and/or even if the Chairman of the Meeting has an interest in the outcome of this Resolution.

If no direction is provided and the Chairman's voting box is not marked (or if the direction is to 'abstain') the Chairman of the Meeting will not be able to cast the Shareholder's votes on Resolution 1, and those votes will not be counted in calculating the required majority on a poll.

Subject to the paragraphs above, if a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on a Resolution, the Chairman will vote, as proxy for that Shareholder, in favour of that Resolution on a poll.

For Shareholders registered on the Australian register, section 250B of the Corporations Act stipulates that the proxies must be delivered prior to 10:00 am (Sydney time) on Tuesday, 27 May 2014 to:

Metminco Limited
c/o Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Voting Exclusions

Resolution 1: The Company will disregard any votes on Resolution 1 cast by or on behalf of any person who is a member of KMP or a Closely Related Party of any member of KMP.

Resolution 4: The Company will disregard any votes on Resolution 4 cast by or on behalf of any Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company), and any associate of any such person.

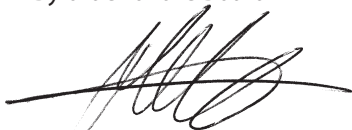
However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Questions

If you have any questions about any matter contained in the Notice of Meeting, please contact the Company Secretary, Philip Killen, on 0408 609 916 or at phil.killen@metminco.com.au.

Dated 26 April 2014

By order of the Board



Philip Killen
Company Secretary

EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

This Explanatory Memorandum is an explanation of, and contains information about, the Resolutions to be considered at the Annual General Meeting, which are set out in the accompanying Notice of Meeting dated 26 April 2014 (Notice), to assist Shareholders in determining how they wish to vote on the Resolutions.

This Explanatory Memorandum forms part of the accompanying Notice and should be read together with the Notice.

All Resolutions are ordinary resolutions and are not dependent on any other Resolution.

If you are in doubt about what to do in relation to the Resolutions contemplated in this Explanatory Memorandum, you should consult your financial or other professional advisor.

This Explanatory Memorandum is dated 26 April 2014.

Capitalised terms used in this Explanatory Memorandum have the meaning given to them in the Glossary attached to this Explanatory Memorandum.

FORWARD LOOKING STATEMENTS

Certain statements in this Explanatory Memorandum relate to the future.

These statements reflect views held as at the date of this Explanatory Memorandum.

While Metminco believes that the expectations reflected in the forward looking statements are reasonable, neither Metminco nor any other person gives any representation, assurance, or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report for the year ended 31 December 2013 is set out in the Annual Report and is available on the Company's website www.metminco.com.au.

The Remuneration Report outlines Metminco's remuneration philosophy and practices and sets out the remuneration arrangements in place for Directors, the Managing Director and other members of KMP in accordance with the requirements of the Corporations Act.

The vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Directors will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Resolution 2 – Re-election of Roger John Higgins

Pursuant to clause 15.6(a) of the Constitution, the Directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the following general meeting and is then eligible for re-election in accordance with clause 15.6(b) of the Constitution. Listing Rule 14.4 also states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Higgins was appointed by the Board as a Director on 8 October 2013 and retires in accordance with the Company's Constitution and the Listing Rules and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Mr Higgins' experience and qualifications are set out in the Annual Report.

Recommendation: *The Directors (other than Roger Higgins) recommend that Shareholders vote in favour of Resolution 2.*

Resolution 3 – Re-election of Stephen Tainton

Pursuant to clause 15.6(a) of the Constitution, the Directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the following general meeting and is then eligible for re-election in accordance with clause 15.6(b) of the Constitution. Listing Rule 14.4 also states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Tainton was appointed by the Board as a Director on 8 October 2013 and retires in accordance with the Company's Constitution and the Listing Rules and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Mr Tainton's experience and qualifications are set out in the Annual Report.

Recommendation: *The Directors (other than Stephen Tainton) recommend that Shareholders vote in favour of Resolution 3.*

Resolution 4 – Approval of the Metminco Long Term Incentive Plan

Listing Rule 7.1 requires a listed company to obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of that company in any rolling 12 month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 9), which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval for a new employee share plan under Listing Rule 7.2 (Exception 9).

The Metminco Long Term Incentive Plan (**LTIP**) will replace the existing Metminco Employee Share Option Plan approved by Shareholder at the Annual General Meeting on 19 November 2010. The LTIP establishes the legal framework under which awards will be made for the purposes of the Metminco Group's long-term incentive arrangements.

The LTIP follows a review by the Remuneration & Nomination Committee and the Board with the assistance of Ernst & Young and management of the existing remuneration arrangements.

The Remuneration and Nomination Committee (**Remcom**) recommends to Shareholders the implementation of the LTIP.

The LTIP is designed to align the remuneration of the members of the LTIP with the achievement of superior and sustainable returns to Shareholders. The grant of Awards under the LTIP will be subject to the attainment of stretched targets in terms of both absolute and relative Total Shareholder Returns. The Awards will convert into Shares in the Company, thus incentivising Participants by enabling them to participate in its future growth and prosperity through share ownership. The Remcom, in structuring and recommending the LTIP, received the expert advice of remuneration consultants at Ernst & Young. It is the opinion of the Board that, until such time as the Company achieves an operating cash-flow, the issue of Awards represents a more cost-effective and more cash-conserving means of attracting and retaining highly qualified executive management and staff than the payment of cash compensation.

The LTIP aims to:

- assist with attracting, motivating and retaining high calibre Directors and employees;
- align the interest of Directors and employees with shareholders by matching rewards with the long-term performance of the Company; and
- align the incentives provided to participating Directors and employees with current market practice.

No securities have previously been issued under the LTIP.

LTIP Rules - Summary

Set out below is a summary of the LTIP Rules which govern the general terms under which equity awards will be made:

The grant of securities to a director or employee is subject to both the LTIP Rules and the terms of the specific grant as set out in an individual director's or employee's offer document (Offer Letter).

The key terms are as follows:

Eligibility:

Eligibility will be maintained for Executives, Non-executive Directors and the Non-executive Chairman.

Vehicle:

Awards will be granted in the form of incentive rights to Shares or cash-settled incentive rights (at the discretion of the Board).

Performance hurdles:

Awards will vest in tranches subject to independent performance hurdles based on total shareholder return (TSR). TSR measures the growth in a company's share price together with the value of dividends during the period, assuming that all those dividends are re-invested into new shares.

Frequency of grant and award quantum:

The frequency of grant is at the discretion of the Board, but Awards are intended to be granted on a 3-year cycle.

The total LTIP Award quantum will be based on a multiple of the participant's remuneration prior to the commencement of the 3-year cycle (subject to performance, as determined by the Board), divided by the 20-day VWAP of Shares prior to the grant.

Vesting/performance period:

Awards under the LTIP will vest after a three-year Performance Period (from the date of grant), provided the relevant performance hurdles and other conditions in the LTIP Rules are met.

EXPLANATORY MEMORANDUM continued

Resolution 4 – Approval of the Metminco Long Term Incentive Plan continued

LTIP Rules - Summary continued

Cessation of employment:

In general, if the Participant ceases employment with Metminco by reason of:

- termination for cause, unvested awards will be forfeited.
- resignation, unvested awards will typically be forfeited.

If the Participant ceases employment with Metminco in other circumstances, unvested awards (pro-rated for time) will remain 'on foot' and may vest at the end of the original Performance Period to the extent performance conditions are met (subject to Board discretion).

Corporate action/capital reorganisation:

- If there is a bonus issue to Shareholders, the number of Awards will be increased by the number of Shares which the Participant would have received if the Awards had vested before the record date for the bonus issue.
- If there is a pro-rata issue (other than a bonus issue) the number of Awards to which each Participant is entitled will be adjusted in the manner provided for in the Listing Rules.
- If, prior to the vesting of any Awards, there is a reorganisation of the issued capital of the Company, then the rights of a Participant (including the number of Awards to which each Participant is entitled) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

No dealing/hedging:

An Award granted under and subject to the LTIP Rules is only transferable:

- with the consent of the Board; or
- by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

Where the Participant purports to transfer an Award other than in accordance with the LTIP Rules, the Award immediately lapses.

Change of control:

In the event of change of control, the Participant's unvested awards will be tested at time of change of control and vest to the extent performance conditions have been satisfied.

Clawback:

Unvested Awards may be subject to clawback (at the discretion of the Board) where a Participant's conduct may lead, or may have led, to termination for cause (if the actions of the Participant were known prior to the Participant's cessation of employment).

Post vesting disposal restrictions:

Shares allocated upon vesting of Awards will not be subject to disposal restrictions.

Recommendation: *The Directors recommend that Shareholders vote in favour of Resolution 4.*

GLOSSARY

In this Explanatory Memorandum, the following terms have the following meanings unless the context requires otherwise:

Annual General Meeting or Meeting	means the annual general meeting of Shareholders convened for the purposes of considering the Resolutions to be held at 100 Walker St, North Sydney NSW, 2060 on Thursday 29 May 2014 at 10.00am.
Annual Report	means the report to Shareholders for the year ended 31 December 2013 which is available on the Company's website www.metminco.com.au
Auditor's Report	means the Auditor's Report forming part of the Report to Shareholders.
ASX	means Australian Stock Exchange Limited (ACN 008 624 691).
Awards	means incentive rights to Shares or cash-settled incentive rights subject to satisfaction of performance hurdles and LTIP Rules.
Board	means the board of Directors of the Company.
Closely Related Party	of a member of KMP means: <ul style="list-style-type: none"> (a) a spouse or child of the member of KMP; (b) a child of the member of KMP's spouse; (c) a dependent of the member of KMP or of the member of KMP's spouse; (d) anyone else who is one of the member of KMP's family and who may be expected to influence the member of KMP, or be influenced by the member of KMP, in the member of KMP's dealings with the Company; (e) a company that the member of KMP controls; or (f) a person prescribed by the Corporations Regulations 2001 (Cth) to be a closely related party.
Company	means Metminco Limited (ACN 119 759 349).
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the Directors' Report forming part of the Report to Shareholders.
Explanatory Memorandum	means the Explanatory Memorandum accompanying the Notice of Meeting.
Financial Report	means the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, notes comprising a summary of significant accounting policies and other explanatory information of the consolidated entity comprising the Company and the entities it controlled forming part of the Report to Shareholders.
KMP (Key Management Personnel)	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company, and as disclosed as such in the Remuneration Report.
Listing Rules	means the listing rules of ASX.
LTIP	means Metminco's Long Term Incentive Plan.
LTIP Rules	means the rules of the LTIP as described in Resolution 4
Metminco	means Metminco Limited (ACN 119 759 349).
Non-Executive Director	means a non-executive Director of the Company.
Notice of Meeting or Notice	means the notice of meeting which accompanies the Explanatory Memorandum.
Participant	means a person who holds the Award issued under the LTIP and includes, if a Participant dies or becomes subject to a legal disability, the legal personal representative of the Participant
Performance Period	means the period commencing the date the Awards are granted and ending three years after that grant date.
Remuneration Report	means the Remuneration Report forming part of the Report to Shareholders.
Report to Shareholders	means Report of the Company for the year ended 31 December 2013.
Resolution(s)	means a resolution referred to in the Notice.
Share or Shares	means a fully paid ordinary share(s) in the capital of the Company.
Shareholder	means a holder of fully paid ordinary shares in the capital of the Company.
Sydney time	means date and time in Sydney Australia.
TSR	means the growth in a company's share price together with the value of dividends during the period, assuming that all those dividends are re-invested into new shares.

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By mail:
Metminco Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 1300 554 474

SHAREHOLDER PROXY FORM

I/We being a member(s) of Metminco Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Thursday, 29 May 2014, at 100 Walker Street, North Sydney, 2060** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Roger Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Stephen Tainton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the Metminco Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

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If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of those Items and that votes cast by him/her for those Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating the required majority if a poll is called on these Items.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MNC PRX402R


HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Tuesday, 27 May 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Metminco Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**