

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 share |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 214,194,076 |
| 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.

Appendix 3B

New issue announcement

- 4 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

Yes

- 5 Issue price or consideration

160,000,000 shares issued to Takoradi Limited and 35,000,000 to the Sentient Group as part consideration for 56,511,906 fully paid ordinary shares in Hampton Mining Limited(Hampton)
11,434,076 shares issued to Notesan Pty Limited as consideration for 2,858,519 fully paid ordinary shares
6,400,000 shares issued to AJ Holdings Corporation as consideration for 1,600,000 fully paid ordinary shares
1,350,000 shares issued in lieu of cash for consulting fees
10,000 adjustment in respect of Appendix 3 B issued 17 May 2010

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates

6 December 2010

- 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
1,200,817,055	Fully paid ordinary Shares
27,230,017	December 2012 \$0.25 Options

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>4,500,000</td><td>Options exercisable at A\$0.30 expiring 31 July 2012</td></tr></table>	Number	+Class	4,500,000	Options exercisable at A\$0.30 expiring 31 July 2012
Number	+Class					
4,500,000	Options exercisable at A\$0.30 expiring 31 July 2012					
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

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

Refer Appendix A 'Shareholding Metminco Limited'

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

+ 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: <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	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)					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></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 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:



(Company secretary)

Date: 06 December 2010

Print name: Philip W Killen

+ 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	66
1,001 - 5,000	1,049
5,001 - 10,000	1,076
10,001 - 100,000	2,761
100,001 and above	439
Total	5,391

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	13.32%
2	HSBC CUSTODY NOMINEES	157,588,584	13.12%
3	HIGHLAND HOLDINGS RESOURCES INC	150,000,000	12.49%
4	Mining Investment Services (ATF WSE Superannuation Fund)	49,600,000	4.13%
5	UBS NOMINEES PTY LTD	40,875,000	3.40%
6	COMPUTERSHARE CLEARING PTY LTD	37,891,576	3.16%
6	TANGARRY PTY LTD	35,166,664	2.93%
8	NATIONAL NOMINEES LIMITED	32,772,495	2.73%
9	NJ Howe & WJ Howe (ATF Howe Superannuation Fund)	30,800,000	2.56%
10	SENTIENT EXECUTIVE GP II	26,167,524	2.18%
11	WILNIC PTY LTD	17,464,168	1.45%
12	RBC DEXIA INVESTOR SERVICES	14,925,414	1.24%
13	MR MAXWELL JAMES GREEN	14,750,000	1.23%
14	MINING INVESTMENT SERVICES	12,800,000	1.07%
15	NOTESAN PTY LTD	11,434,076	0.95%
16	Mr. M. James Green & RL Green (ATF Green Superannuation Fund)	10,400,000	0.87%
17	CHILE COPPER MINE PTY LTD	10,266,668	0.85%
18	CITICORP NOMINEES PTY LIMITED	8,533,070	0.71%
19	MONETTI PTY LTD	8,449,526	0.70%
20	J P MORGAN NOMINEES AUSTRALIA	7,638,943	0.64%

+ See chapter 19 for defined terms.



6 December 2010

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 (Cwlth) (Corporations Act).

Metminco has issued 214,194,076 fully paid ordinary shares (Shares) in the Company as set in the Appendix 3B forming part of this announcement.

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

- Metminco has issued the above 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