

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   | A. Unlisted Directors Options<br>B. Unlisted Directors Options<br>C. Unlisted Employee Options<br>D. Unlisted Employee Options<br>E. Unlisted Option<br>F. Unlisted Option   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | A. 6,000,000<br>B. 6,000,000<br>C. 8,250,000<br>D. 8,250,000<br>E. 2,000,000<br>F. 2,000,000   |
| 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) | A and C exercisable at \$A0.44 per ordinary share, expiry no later than 6 December 2013.<br>B and D exercisable at \$A0.525 per ordinary share, expiry no later than 6 December 2013.<br>E exercisable at \$A0.44 per ordinary share, expiry 6 December 2013.<br>F exercisable at \$A0.525 per ordinary share, expiry 6 December 2013. |

+ See chapter 19 for defined terms.

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<p>4 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 options do not rank equally with the existing class of quoted ordinary shares, however, any ordinary shares issued as a consequence of the exercise of the options will rank equally with the existing quoted shares.</p>						
<p>5 Issue price or consideration</p>	<p>Nil consideration.</p>						
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>A and B – Unlisted Directors Options          Pursuant to shareholder approval obtained at the AGM 24 November 2010          C and D – Unlisted Employee Options          Issued in accordance with the Employee Option Plan approved by shareholders at the AGM on 24 November 2010          E and F – Unlisted Options          Issued in lieu of cash payment for services.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>30 December 2010</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1406 995 1451">Number</th> <th data-bbox="995 1406 1406 1451">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1451 995 1541">1,230,943,815</td> <td data-bbox="995 1451 1406 1541">Fully paid ordinary Shares</td> </tr> <tr> <td data-bbox="695 1541 995 1671">27,217,517</td> <td data-bbox="995 1541 1406 1671">December 2012 \$0.25 Options</td> </tr> </tbody> </table>	Number	+Class	1,230,943,815	Fully paid ordinary Shares	27,217,517	December 2012 \$0.25 Options
Number	+Class						
1,230,943,815	Fully paid ordinary Shares						
27,217,517	December 2012 \$0.25 Options						

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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'

+ 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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### 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: 30December 2010

Print name: Philip W Killen

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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	78
1,001 - 5,000	1,098
5,001 - 10,000	1,144
10,001 - 100,000	3,047
100,001 and above	458
<b>Total</b>	<b>5,825</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	13.00%
2	HSBC CUSTODY NOMINEES	157,832,054	12.82%
3	HIGHLAND HOLDINGS RESOURCES INC	150,000,000	12.19%
4	Mining Investment Services (ATF WSE Superannuation Fund)	49,600,000	4.03%
5	COMPUTERSHARE CLEARING PTY LTD	37,661,576	3.06%
6	TANGARRY PTY LTD	35,166,664	2.86%
7	NATIONAL NOMINEES LIMITED	33,035,864	2.68%
8	NJ Howe & WJ Howe (ATF Howe Superannuation Fund)	30,800,000	2.50%
9	UBS NOMINEES PTY LTD	26,197,370	2.13%
10	SENTIENT EXECUTIVE GP II	26,167,524	2.13%
11	SIDLOG LIMITED	25,812,137	2.10%
12	RBC DEXIA INVESTOR SERVICES	17,925,414	1.46%
13	WILNIC PTY LTD	17,464,168	1.42%
14	MR MAXWELL JAMES GREEN	14,750,000	1.20%
15	MINING INVESTMENT SERVICES	12,800,000	1.04%
16	NOTESAN PTY LTD	11,434,076	0.93%
17	Mr. M. James Green & RL Green (ATF Green Superannuation Fund)	10,400,000	0.84%
18	CHILE COPPER MINE PTY LTD	10,266,668	0.83%
19	MONETTI PTY LTD	8,449,526	0.69%
20	HSBC CUSTODY NOMINEES	7,928,560	0.64%

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