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	Fully paid ordinary share (FPO)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Consideration FPO for Takeover Offer - 1,000,000,000 Defined terms have the meaning given in Metminco's New Prospectus, dated 19 July 2019 ("**Prospectus**"), unless otherwise indicated.
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)	**FPO** Fully paid ordinary shares in the capital of Metminco issued on the same terms as its existing class of ordinary shares.

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes
	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	

5	Issue price or consideration	Consideration for Takeover Offer

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As set out in Section 1.6 of the Prospectus.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Metminco is an eligible entity that successfully sought shareholder approval on 17 May 2019. However, since that time, Metminco has sought approval under Listing Rule 11.1.2 and, as a consequence, may no longer utilise its 7.1A placement capacity.

6b	The date the security holder resolution under rule 7.1A was passed	17 May 2019

6c	Number of +securities issued without security holder approval under rule 7.1	None

6d	Number of +securities issued with security holder approval under rule 7.1A	None

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific	All securities listed in item 2 received shareholder approval at 15 July 2019 EGM.

	security holder approval (specify date of meeting)	

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	7.1 placement capacity = 997,889,498 7.1A placement capacity = unable to use this capacity

7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	30 August 2019

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	6,652,596,656	Ordinary Fully paid shares
		547,345,422	Options exercise price $0.011 expiring 1 June 2020

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	46,400,000	Performance Rights (terms and conditions summarised in the notice of AGM announced 26 April 2018).
		30,000,000	Performance Rights in 3 equal tranches of 10 million each: Tranche 1 vesting on 30-day VWAP of $0.004 or higher before 31 December 2019; Tranche 2 vesting on 30-day VWAP of $0.006 or higher on or before 31 December 2020; and Tranche 3 vesting on delivery of at least 1 million ounces resource at Chuscal before 31 December, 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	Replacement Options – Class A, unquoted options exercisable at $0.008 and expiring on 1 July 2023.
		26,250,000	Replacement Options – Class B, unquoted options exercisable at $0.008 and expiring on 31 August 2023.
		1,875,000	Replacement Options – Class C, unquoted options exercisable at $0.008 and expiring on 15 November 2023.
		375,000,000	Replacement Options – Class X, unquoted options exercisable at $0.004 and expiring on 16 August 2021. $0.004 and expiring 16 August 2021.
		59,000,000	Free Attaching Options - unquoted options exercisable at $0.004 and expiring 16 August 2021.
		50,000,000	Broker Options, unquoted options exercisable at $0.006 and expiring 16 August 2021.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

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	
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 *in full* through a broker?	
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	
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

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 +issue date 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)		

+ 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: 3 September 2019
                             (Company secretary)

Print name: Julia Beckett

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	912,548,977
Add the following: • 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:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	88,867,687 shares - Entitlement offer (on or about 18 December 2018) - Exception 1 of LR 7.2 135,000,000 shares- placement 18 October 2018 approved at 24 December 2018 EGM-LR 7.4 23,950 shares from conversion of 23,950 Listed options with expiry date 1 June 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) 459,000,000 shares from conversion of Convertible Note (EGM 15 July 2019) 3,777,156,042 shares for consideration to Andes shareholders (EGM 15 July 2019) 1,166,000,000 Placement shares (EGM 15 July 2019) 62,500,000 Brokers shares (EGM 15 July 2019)
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	
"A"	6,652,596,656

Step 2: Calculate 15% of "A"

+ See chapter 19 for defined terms.

"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	997,889,498

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 *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	.
"C"	

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

"A" x 0.15 *Note: number must be same as shown in Step 2*	997,889,498
Subtract "C" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.15] – "C"	997,889,498