



METMINCO LIMITED

ABN 43 119 759 349

Notice of Annual General Meeting

The Annual General Meeting (**Meeting**) of Shareholders of Metminco Limited (**Metminco or the Company**) will be held on **Friday 17 May 2019 at 10.30am AEST** at the offices of Grant Thornton, Collins Square, Tower 5, Level 22, 727 Collins Street, Melbourne VIC 3008.

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered at the Meeting. Terms used in this Notice and the accompanying Explanatory Statement are defined in the Glossary set out at the end of the Explanatory Statement.

ITEMS OF BUSINESS

Ordinary Business

Annual Accounts and Reports

To receive and consider the Directors' Report, Financial Report and Auditor's Report of Metminco for the year ended 31 December 2018.

Resolution 1 — Remuneration Report (non-binding resolution)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report set out in the Directors' Report of the Company for the financial year ended 31 December 2018 be adopted."

Note: - the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The entity will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party or Associate of such a member.

However, the entity need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, the Company need not disregard a vote on this Resolution if it is cast by proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if the vote is cast by the Chairman as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form as the proxy decides.

Resolution 2 – Re-election of Dr Roger Higgins as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Dr Higgins, being a director of the Company retires under clauses 15.10 and 15.11 of the Company’s constitution and being eligible, offers himself for re-elected as a director of the Company.”

Special Resolution**Resolution 3 – Approval to Issue Additional 10% of shares**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company’s share capital calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Statement, is approved.”

Voting Exclusion Statement

The entity will disregard any votes cast in favour of the resolution by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, an issue under the 10% placement capacity (except a benefit solely by reason of being a holder of Shares) or any associate of those persons.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.



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 7pm (Melbourne time) on Wednesday, 15 May 2019 (**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 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 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 10:30 am (Melbourne time) on Wednesday 15 May 2019 to:

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

QUESTIONS

If you have any questions about any matter contained in the Notice of Meeting, please contact the Company Secretary, Geoffrey Widmer or Andrew Metcalfe +61 (0) 3 9867-7199 or geoffrey.widmer@metminco.com.au or andrew.metcalfe@metminco.com.au

By order of the Board



Geoffrey Widmer
Company Secretary

16 April 2019

Important Notice – Accessing the Company’s 2018 Annual Report

The Company’s 2018 Annual Report is now available on the Company’s website at <http://www.metminco.com.au/site/news/Annual-Reports-Archive>

You will only receive a printed copy of the Annual Report if you have elected to continue receiving shareholder communications in hard copy.

If you have not elected to continue to receive a printed copy of the Company’s Annual Report but now (or sometime in the future) wish to do so, please contact the Company’s share registry, Link Market Services Limited, to change your shareholder communication preferences.

Voting Entitlements

The Company has determined that for the purpose of voting at the Meeting, Shareholders eligible to vote at the Meeting are those persons who are the registered holders of Shares at 7 pm (Melbourne time) 15 May 2019.

How to vote

Your vote is important. You may cast your vote in the following ways:

- by attending and voting at the Meeting on Friday 17 May 2019 at 10.30am (Melbourne time); or
- by completing and returning the enclosed proxy form so that it is received by the Company’s share registry by 10.30am (Melbourne time) on Wednesday 15 May 2019; or
- in the case of a corporate shareholder, by appointing a corporate representative to attend the Meeting in person (using a certificate of appointment obtained from the Company’s share registry).

Explanatory Statement

The purpose of this Explanatory Statement is to explain the resolutions in the accompanying Notice of Annual General Meeting and to provide Shareholders with all information known to the Company that is material to a decision on how to vote on those resolutions.

The Directors recommend Shareholders read the Notice and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Capitalised terms in this Explanatory Statement are defined in the glossary at the end of this document.

Consider Accounts and Reports

The Corporations Act requires the Director's Report, Financial Report and Auditor's Report of the Company to be laid before the Meeting. Accordingly, the reports for the financial year ended 31 December 2018 will be presented for consideration by Shareholders. No resolution is required on these reports.

The chair of the Meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 1 – Remuneration Report (non-binding resolution)

The Remuneration Report for the financial year ended 31 December 2018 is set out in the Company's 2018 Annual Report. By way of summary, the Remuneration Report sets out the Company's remuneration policies and sets out remuneration details for each Director and other Key Management Personnel of the Company.

Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report at two consecutive annual general meetings, then a 'board spill resolution' must be put to the Shareholders proposing the calling of a Shareholder meeting to consider the appointment of Directors.

If a board spill resolution is passed by the Shareholders, the Company is required to hold a further meeting of Shareholders within 90 days to consider replacing those Directors (other than the Executive Chairman of the Company) in office at the time the Remuneration Report was approved by the Board.

Less than 25% of votes cast at the last Annual General Meeting of the Company were cast against the resolution to adopt the Remuneration Report for the year ended 31 December 2017.

Resolution 2 – Re-election of Dr Roger Higgins as a Director

Pursuant to clause 15.10 and 15.11 of the Constitution, a director cannot be on the Board for more than 3 years and must then retire. He can, as being an eligible person, offer himself for re-election to fill the vacancy. Dr Higgins 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. Dr Higgins' experience and qualifications are set out in the Annual Report.

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

Resolution 3 – Approval to Issue Additional 10% of shares

Resolution 3 seeks Shareholder approval for the Company to have the capacity to issue up to an additional 10% of the issued share capital of the Company under Listing Rule 7.1A (10% Placement) over a 12 month period following the Annual General Meeting. The 10% Placement relates only to existing quoted Shares.

Resolution 3 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

Under Listing Rule 7.1A an eligible listed entity may, subject to Shareholder approval by way of special resolution, issue securities comprising up to 10% of its issued share capital in addition to the normal 15% new issue capacity under Listing Rule 7.1. The Company is an eligible entity for the purposes of Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

Placement capacity under Listing Rule 7.1 and 7.1A

The 10% Placement is in addition to a listed entity's usual 15% placement capacity under Listing Rule 7.1. Directors believe that approval of Resolution 3 is a prudent approach as it will provide the Company with flexibility to take advantage of opportunities as they arise including raising capital quickly if advantageous terms are available, and is in the best interests of the Company.

As at the date of this Notice of Meeting, the Company had 1,187,940,614 Shares on issue.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula in Listing Rule 7.1A.2.

The formula in accordance with LR7.1A.2 is as below

$(A \times D) - E$

A = The number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in rule 7.2,
- plus the number of partly paid ordinary securities that became fully paid in the 12 months,
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under rule 7.1 or rule 7.4,
- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = The number of equity securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under rule 7.1 or 7.4.

Minimum issue price

Shares issued under the 10% Placement by the Company can only be issued at a price that is not less than 75% of the VWAP (volume weighted average price) of the Shares calculated over the 15 trading days on which trades in its Shares were recorded immediately before:

- a) the date on which the issue price of the Shares is agreed; or
- b) the issue date (if the Shares are not issued within five trading days of the date on which the issue price is agreed).

Placement period

Shareholder approval under Listing Rule 7.1A is valid from the date of this AGM until the earlier of:

- a) 12 months after the date of the AGM; and
- b) the date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by the ASX.

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the Meeting.

Dilution to existing shareholdings

If Resolution 3 is approved by Shareholders and the Company issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing Shareholders as a result. Further, as the market price of the Shares may be significantly lower on the issue date than on the date of the approval at the Meeting, and because the Shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would be based on the current market price of the Shares.

In accordance with Listing Rule 7.3A.2, Table 1 below shows a number of hypothetical scenarios for a 10% Placement where variable "A" in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) has increased by either 50% or 100% and the share price has decreased by 50% or increased by 50% from the approximate share price as at the date of finalisation of the date of this Notice of Meeting.

In accordance with Listing Rule 7.3A.6, Table 2 below provides details of all issues of equity securities by the Company during the 12 months preceding the date of this Notice of Meeting.

Table 1

Share Capital (Variable 'A' in Listing Rule 7.1A.2)		Dilution table		
		\$0.0015	\$0.003	\$0.0045
		50% decrease in Issue Price	Issue Price(*)	50% decrease in Issue Price
1,187,940,614 Shares	Shares Issued	118,794,061	118,794,061	118,794,061
(Current)	Funds Raised	\$178,191	\$356,382	\$534,573
1,781,910,921 Shares	Shares Issued	178,191,092	178,191,092	178,191,092
(50% increase)	Funds Raised	\$267,287	\$534,573	\$801,860
2,375,881,228 Shares	Shares Issued	237,588,123	237,588,123	237,588,123
(100% increase)	Funds Raised	\$356,382	\$712,764	\$1,069,147

(*)MNC share price at 5th April 2019

Table 2

Type of Security	Number Issued *	Issue Price	Allottees	Premium / (Discount) To Market	Cash /Non Cash	Use of Funds
Shares	68,734,589	0.008	Placement to Sophisticated and Professional Investors	0.00%	Cash	Projects & Working Capital
Options	22,911,530	Free attaching	Placement Options 28 March 2018 attaching to Placement .The expiry date is 01/06/2020 and the exercise price is \$0.011 per share.	0.00%	Non-Cash Market Value \$22,912 (*)	Not applicable
Options	6,360,015	Free attaching	Prospectus offer for Placement options with an expiry date of 01/06/2020 and an exercise price of \$0.011 approved at the 28 May 2018 AGM.	0.00%	Non Cash Market Value \$6,360 (*)	Not applicable
Options	231,610,545	Free attaching	Prospectus offer for Underwriter options for financial services options with an expiry date of 01/06/2020 and an exercise price of \$0.011 approved at the 28 May 2018 AGM.	0.00%	Non-Cash Market value \$231,611 (*)	Not applicable
Performance Rights	58,000,000	Nil	Allotment of Performance Rights from the Company Long Term Incentive Program (LTIP) to Executive Chairman Kevin Wilson which were approved at 28 May 2018 AGM.	0.00%	Non-Cash Value is estimated as \$150,220 (**)	Not applicable
Performance Options	28,800,000	Nil	Allotment of Performance Options from the Company LTIP to non-executive directors Roger Higgins and Glenister Lamont which were approved at 28 May 2018 AGM	0.00%	Non-Cash Value is estimated as \$49,440 (**)	Not applicable

Shares	135,000,000	0.004	Share Placement to Sophisticated investors in October 2018 and ratified at EGM 24 December 2018.	0.00%	Cash	Projects & Working Capital
Shares	88,867,687	0.003	Entitlement Issue dated 18 December 2018	0.00%	Cash	Projects & Working Capital
Listed Options	45,000,000	Free attaching	Allottees under the October Placement	0.00%	Non Cash	Not applicable
Shares	23,950	0.011	Conversion of listed options with expiry date of 01/06/2020 exercised at \$0.011 per share (****)	266%	Cash	Working Capital
Shares	51,500,000	0.003	Prospectus Placement shortfall- Rights Issue Prospectus	0.00%	Cash	Working Capital
Convertible Notes	172,500,000 (***)	0.002(***)	Convertible Note (CN) Issue 1 st Tranche 115 CN at \$3,000 per CN.	0.00%	Cash	Working Capital and for progressing Andes acquisition

(*) Listed Options MNCOA value at 21st March 2018 if \$0.001 per option.

(**) Non Cash values for Performance Rights and Performance Options are based on Binomial American Tree method.

(***) Based on conversion price of \$0.002 if the proposed acquisition of Andes Resources Ltd, as announced on 13 March 2019, does not proceed.

(****) 23,950 Options converted to shares which reduces listed options issued as in table below.

	Fully Paid Ordinary Shares	Listed Options	Performance Rights	Performance Options
Number of equity securities on issue at commencement of 12 month period before NOM	843,814,388	241,487,282	0	0
Equity securities issued in prior 12 month period	516,626,226*	305,858,140	58,000,000 (11,600,000)**	28,800,000 (9,600,000)**
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	61%	127%	NA	NA

(*) Funds raised from the issue of securities totalled \$1.856 million.

(**) Performance Rights and Options lapsed at 31 December 2018.

Purposes of issues under 10% Placement Facility

The Company may seek to issue Equity Securities under the 10% placement capacity for the following purposes:

- (i) cash consideration, in which case the Company intends to use funds raised for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital; or
- (ii) non-cash consideration for the provision of services to the Company or the acquisition of new projects, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required under Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

Company's Allocation Policy for the 10% Placement

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of securities pursuant to the additional 10% issue. The identity of the Allottees of securities will be determined on a case-by-case basis having regard to the factor including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (ii) the effect of the issue of the 10% securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and,
- (iv) advice from corporate, financial and broking advisers (if applicable).

The Allottees of the securities under the additional 10% issue have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholder(s) who are not Related Parties or associates of a Related Party of the Company.

Further, if the Company acquires new assets or investments, it is likely that the Allottees under the additional 10% issue may be the vendors of the new assets or investments.

Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of finalisation of the Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in the issue of the 10% Placement. No existing Shareholder's vote will therefore be excluded under the voting exclusion in the Notice of Meeting.

Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

Glossary

Andes Merger	A proposed transaction by the Company with Andes Resources announced on the ASX on 13 March 2019
Andes Resources	Andes Resources Limited ACN 166 866 691
Annual Report	the Company's 2018 Annual Report
Associate	has the meaning given to that term in the ASX Listing Rules
ASX	ASX Limited (ACN 008 624 691)
Board	the board of Directors
Business Day	a trading day on the financial market operated by ASX
Company (or Metminco)	Metminco Limited (ABN 43 119 759 349)
Constitution	the constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Closely Related Party	in respect of a member of Key Management Personnel, certain family members and dependants of the member and companies controlled by the member, as defined in section 9 of the Corporations Act
Director	a director of the Company
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Statement	this explanatory statement
Key Management Personnel	has the meaning given to that term in the accounting standards and broadly includes 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)
Listing Rules	the Listing Rules of ASX
Meeting	the Annual General Meeting of the Company to be held on 28 May at 10:30am (Melbourne time)
Non-Executive Directors	the Company's non-executive Directors, being Mr Roger Higgins and Mr Glenister Lamont if Resolution 2 is passed
Notice	the Notice of Annual General Meeting accompanying this Explanatory Statement
Option	an option issued to subscribe for a Share
Placement	the placement to investors from the Shortfall of the Renounceable Rights issue of 20 th November 2018 that was announced on 17 th December 2018
Placement Shares	the Shares issued under the Shortfall Placement.
Remuneration Report	contained in the Director's Report section of the Annual Report
Resolution	a resolution contained in the Notice
Share	a fully paid ordinary share in the capital of the Company
Shareholder (or member)	a registered member of the Company
VWAP	The volume weighted average price of the shares for the specified period


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **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**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

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

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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Friday, 17 May 2019 at the Office of Grant Thornton, Collins Square, Tower 5, Level 22, 727 Collins Street, Melbourne VIC 3008** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 .

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr Roger Higgins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Additional 10% of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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).



HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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.

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" must 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 or online at www.linkmarketservices.com.au.

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 **10:30am on Wednesday, 15 May 2019**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**