

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   | New ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 75,335,833 new fully paid ordinary shares and attached 75,335,833 new options  |
| 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) | 75,335,833 new fully paid ordinary shares and attached 75,335,833 new options by way of private placement to sophisticated and professional investors at a subscription price of A\$0.006 (GBP£0.003)per share |

+ 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>Yes</p>				
<p>5 Issue price or consideration</p>	<p>A\$0.006 (GBP£0.003)per share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds from this placement together with funds raised from the Conditional and Related Party Placements, and Rights Issue announced 20 February 2015 will be applied to expenditure related to the Company’s objective of securing a near term cashflow asset, completion of the planned Preliminary Economic Assessment for a smaller, high grade starter operation at the Los Calatos Project, securing mining access rights at the Mollacas Project and working capital.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>20 February 2015</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="751 1503 995 1536">Number</th> <th data-bbox="1003 1503 1398 1536">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="751 1543 995 1576">1,930,851,856</td> <td data-bbox="1003 1543 1398 1610">Fully paid ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,930,851,856	Fully paid ordinary Shares
Number	+Class				
1,930,851,856	Fully paid ordinary Shares				

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+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000	Options exercisable at A\$0.175 expiring no later than 15 June 2015
	2,000,000	Options exercisable at A\$0.210 expiring no later than 15 June 2015
	250,000	Options exercisable at A\$0.075 expiring no later than 28 January 2016
	250,000	Options exercisable at A\$0.089 expiring no later than 28 January 2016
	5,000,000	Options exercisable at A\$0.0302 expiring no later than 1 August 2017
	75,335,833	Options exercisable at A\$0.006 (GBP£0.003) per share expiring no later than 20 May 2015

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*

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- 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	944,967
1,001 - 5,000	5,651,439
5,001 - 10,000	7,939,256
10,001 - 100,000	90,743,145
100,001 and over	1,825,573,049

- 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

n/a

- 39 Class of +securities for which quotation is sought

n/a

- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

n/a

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)

n/a

- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class
n/a	

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+ 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:



Date: 20 February 2015

(Company Secretary)

Print name: Philip W Killen

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**Appendix A: Shareholding Metminco Limited**

1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	246,279,838
2	COMPUTERSHARE CLEARING PTY LTD	238,675,255
3	BARRICK GOLD CORPORATION	75,000,000
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	74,141,761
5	CITICORP NOMINEES PTY LIMITED	54,109,978
6	HUMBER RESOURCES INC	47,500,000
7	SENTIENT EXECUTIVE GP II LIMITED	39,756,231
8	BERGEN GLOBAL OPPORTUNITY FUND LP	37,189,961
9	MINING INVESTMENT SERVICES PTY LTD	35,465,000
10	FINHILL CAPITAL PTY LTD	30,866,000
11	TANGARRY PTY LTD	29,666,664
12	HIGH SEA MANAGEMENT RESOURCES INC	23,500,000
13	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED	21,430,080
14	ILLAWARRA INTERNATIONAL RESOURCES INC	18,350,000
15	FINHILL CAPITAL PTY LTD	17,869,095
16	J P MORGAN NOMINEES AUSTRALIA LIMITED	17,849,625
17	NATIONAL NOMINEES LIMITED	17,014,557
18	TAKORADI LIMITED	17,000,000
19	MRS JACQUELINE CHIU-YUEH HSU & MR STEPHEN CHIA-KUEI HSU	15,860,000
20	BNP PARIBAS NOMS PTY LTD	14,459,589

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**20 February 2015**

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Issue of 75,335,833 Shares – Cleansing Notice**

**Notification Pursuant to Paragraph 708A(5)(e) of the *Corporations Act 2001* (Act).**

We refer to the placement of 75,335,833 fully paid ordinary shares (**Shares**) at an issue price of A\$0.006 (£ 0.003) per Share with attached 75,335,833 new options (**Placement**) by Metminco Limited ACN 119 759 349 (ASX: MNC) (**Company**) on 20 February 2015 to raise approximately A\$452,015.

**Cleansing Notice**

In making the Placement, the Company relies on section 708A(5) of the Act and notifies the ASX under section 708A(5)(e) that:

- (a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;
- (b) the Company is providing this notice under section 708A(5)(e) of the Act;
- (c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (d) as at the date of this notice there is no information:
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (B) the rights and liabilities attached to the Shares.

**Metminco Limited**

**Philip Killen**  
**Company Secretary**