
METMINCO LIMITED

ACN 119 759 349

NOTICE OF GENERAL MEETING

TIME: 10.30 am (AEDT)

DATE: 16 March 2009

PLACE: Level 8, 350 Collins Street, Melbourne

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+613) 5332 8526.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Metminco Limited (the "**Company**") to which this Notice of Meeting relates will be held at Level 8, 350 Collins Street, Melbourne on 16 March 2009 commencing at 10.30 am (AEDT).

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Metminco Limited, PO Box 11, Black Hill Post Office, Ballarat VIC 3350; or
- (b) by facsimile to the Company on facsimile number (03) 5332 8831,

so that it is received no later than 10.30 am AEDT on 14 March 2009¹. Proxy forms received later than this time will be invalid.

¹ 48 hours before the meeting - s250B Corps Act
{C0118195:1}

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Metminco Limited (the "**Company**") will be held at Level 8, 350 Collins Street, Melbourne on 16 March 2009 commencing at 10.30 am (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (C'th)* that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company on 14 March 2009 at 10.30 am (AEDT)².

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary of the Explanatory Memorandum.

AGENDA

1. RESOLUTION 1 – TAKEOVER OF HAMPTON MINING LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 11.1.2 and all other purposes, shareholders approve the acquisition by the Company of a Controlling Interest in the issued capital in Hampton Mining Ltd on the terms and conditions set out in the Bidder's Statement referred to in the Explanatory Memorandum accompanying this Notice of General Meeting, including the change to the scale of the Company's activities that would result from the acquisition."

Voting exclusion: In accordance with Listing Rules 11.2 and 14.11, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue of securities under the Offers made in the Bidder's Statement and any person who may obtain a benefit (except a benefit solely in the capacity of a security holder) if the resolution is passed and any associates of those persons.

Expert's Report: Shareholders should carefully consider the accompanying independent expert's report prepared by BDO Kendalls Securities (NSW-VIC) Pty Ltd. The report comments on the fairness and reasonableness of the transaction to shareholders in the Company.

2. RESOLUTION 2 – REMUNERATION OF DIRECTORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

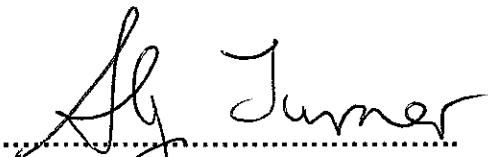
"That, subject to and conditional upon resolution 1 being passed and the Company gaining a Controlling Interest in the shares of Hampton, pursuant to Clause 15.15 of the Company's Constitution and for the purposes of Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration payable by the Company to the Directors (as a whole) for their non-executive services be increased by \$100,000, from

² Reg 7.11.37(3) - not more than 48 hours before the meeting.

\$300,000 per annum to \$400,000 per annum, divided amongst the Directors in such proportion and manner as the Directors agree or, in default of that agreement, equally."

Voting exclusion: In accordance with Listing Rules 10.17 and 14.11, the Company will disregard any votes cast on this resolution by a Director and an Associate of a Director. However, the Company need not disregard a vote if it is cast by a Director as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a Director 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.

DATED: 4 February 2009
BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Shane Turner", written over a horizontal dotted line.

SHANE TURNER
METMINCO LIMITED
COMPANY SECRETARY

PROXY FORM

APPOINTMENT OF PROXY METMINCO LIMITED ACN 119 759 349

I/We

being a Member of Metminco Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at Level 8, 350 Collins Street, Melbourne, on 16 March 2009 commencing at 10.30am (AEDT) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

FOR AGAINST ABSTAIN

Resolution 1 – Takeover of Hampton Mining Ltd

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2 – Increase of Remuneration of Directors

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 200.....

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director / Company Secretary
Sole Director

METMINCO LIMITED
ACN 119 759 349

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - two directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed:
 - (a) send the proxy form by post to Metminco Limited, PO Box 11 Black Hill, VIC 3350; or
 - (b) by facsimile to the Company on facsimile number (03) 5332 8831, so that it is received not later than 10.30am (AEDT) on 14 March 2009.

PROXY FORMS RECEIVED LATER THAN THIS TIME WILL BE INVALID
