



METMINCO LIMITED

ABN 43 119 759 349

Notice of Extraordinary General Meeting

The Extraordinary General Meeting (**Meeting**) of Shareholders of Metminco Limited (**Metminco or the Company**) will be held on **Friday 14th September 2018 at 10.30am AEDT** at the offices of Grant Thornton, Collins Square Tower 2, Level 6 727 Collins Street, Melbourne, Victoria ,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

Resolution 1 – Ratification of the Placement of 68,734,589 ordinary shares and 22,911,530 the options to refresh the Company’s 15% placement capacity

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 68,734,589 ordinary shares and 22,911,530 options exercisable at AUD \$0.011 on or before June 2020, on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement

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

In accordance with the ASX Listing Rules the Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue, and any associate of that person.

However, the Company will not disregard a vote if:

- *It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- *It is cast by the Chairman 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.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chairman will vote any proxies which do not indicate the way the Chairman must vote, in favour of the Resolution.

Special Business

Resolution 2 – Amendment to the Constitution to include Proportional Takeover Provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

“That the Company’s Constitution be amended to include the **Proportional Takeover Provisions** as set out in the Explanatory Statement”.

There are no voting restrictions on this resolution.

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 10:30 am (Melbourne time) or 1.30am (BST) Wednesday 12th September 2018 (**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 person related to the Placement as proxy, the person 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 Placement 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 12th September 2018 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, on (03) 9867-719 or geoffrey.widmer@metminco.com.au and/or andrew.metcalfe@metminco.com.au

By order of the Board

Geoffrey Widmer

Company Secretary

13th August 2018

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 10.30am (Melbourne time) or 1.30am (BST) on 12th September 2018.

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

- by attending and voting at the Meeting on 14th September 2018 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) 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.

Resolution 1 – Ratification of the Placement of 68,734,589 ordinary shares to refresh the Company’s 15% placement capacity.

The Company is seeking shareholder approval and ratification of the Placement of 68,734,589 fully paid ordinary shares and 22,911,530 options issued under ASX Listing Rule 7.1 to certain institutional and sophisticated investors on 22nd May 2018 arranged by Patersons to raise approximately AUD\$549,877, before expenses. These share and options were issued to:

- 25,109,589 share and 8,369,863 options to Kobia Holdings Ltd
- 25,000,000 shares and 8,333,333 options to Blue Bone PTY LTD
- 7,250,000 shares and 23,416,671 options to Mr George Henry Millar Grant
- 2,100,000 shares and 700,000 options to Owen Clark
- 2,000,000 shares and 666,666 options to Burley WA Pty Ltd
- 1,875,000 shares and 625,000 options to Garnett Superannuation
- 1,187,500 shares and 395,833 options to Ocean View WA Pty Ltd
- 1,187,500 shares and 395,833 options to Osiris Capital Investments WA Pty Ltd
- 1,150,000 shares and 383,333 options to ESM Limited
- 625,000 shares and 208,333 options to Samantha Lyn Clarke
- 500,000 shares and 166,666 options to Timothy Michael Gregg
- 500,000 shares and 166,666 options to Damien Lee Gullone
- 250,000 shares and 166,666 options to Christopher William Drayton Jamieson

The Placement Shares rank equally with existing Shares. The terms of the offer for the above subscribers is the same as that offered in the Entitlement Offer of 24th April 2018. The terms of the options are detailed in the Glossary.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rules 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

At the time of the Placement, the Company determined that the share issue did not require shareholder approval under ASX Listing Rule 7.1 because the shares issued to certain institutional and sophisticated investors in the last 12 months did not exceed the 15% threshold prescribed by ASX Listing Rule 7.1.

To refresh the Company's capacity to issue further securities pursuant to ASX Listing Rule 7.1, shareholder approval is sought for the prior issue of the 68,734,589 fully paid ordinary shares and 22,911,530 options. This will enable to enable the Company to consider additional funding opportunities over the next 12 months should they arise, consistent with the provisions of ASX Listing Rule 7.1 and the Corporations Act.

ASX Listing Rule 7.5 sets out a number of matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.4. For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to the placement and this Resolution 1:

- (a) The total number of fully paid ordinary shares in the Company Shares and Options that were issued is 68,734,589 and 22,911,530 respectively.
- (b) The Shares were issued at a price of AUD \$0.008 per Share;
- (c) The Options issued as free and are exercisable at AUD \$0.011 on or before June 2020 and were issued on the basis of 1 option for every 3 shares subscribed under this Placement.
- (d) The Shares allotted and issued rank equally with the existing shares on issue;
- (e) The Shares were allotted and issued to certain new and existing sophisticated investors who subscribed under the Placement; and
- (f) These funds raised (after costs) are used to fund Metminco's Colombian mineral exploration program in the Quinchia area of Colombia.

This is a normal resolution and requires shareholder approval by majority vote.

The Directors unanimously recommend that shareholders vote in favour of this Resolution

Resolution 2 – Amendment to the Constitution to include Proportional Takeover Provisions

The Company is seeking shareholder approval to incorporate Proportional Takeover provisions in the Constitution.

The Proportional Takeover provisions of the Corporations Act entitle a company that adopts such provisions to prohibit a proportional takeover bid being launched that may not be in the best interests of all shareholders.

What is a Proportional Takeover Bid?

A proportional takeover bid involves the bidder offering to buy a proportion only of each shareholder's shares in a company. Without this provision, a proportional takeover would

only seek to acquire a certain percentage of each shareholder's parcel. The consequences of this bid may be to entrench minority shareholders, who see control pass without an opportunity to make a complete exit and / or receive the appropriate premium for the change of control being paid to shareholders.

Therefore, this provision provides a mechanism whereby the company, as a whole, can preclude that outcome by a majority vote of all shareholders.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority by each registered shareholder having a vote. However, the bidder and their associates are not allowed to vote.

If the vote on the resolution is not passed, the transfer of the shares to the bidder from the acceptance of a bid will not be registered, the bid will be taken to have been withdrawn and any share transfers reversed. If the bid is approved (or taken to have been approved as it was not voted within the 14 day deadline) the transfers must be registered if they comply with the Corporations Act and the Constitution.

The Corporations Act permits companies to include proportional takeover provisions in its Constitution but given there are differing legal and commercial views on the efficiency and effectiveness of such measures, the Corporations Act provides the Company a mechanism to revoke this provision from its Constitution. The Corporations Act requires the provision to be refreshed every three years, with approval by a 75% majority in each case, and disclosure about the advantages and disadvantages. The proportional takeover approval provisions do not apply to full takeover bids.

Commentary

The inclusion of this provision has the potential impact to:

- Ensure that all shareholders have the opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is more likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of Shareholders, including appropriate pricing.
- Reduce choices available to shareholders by attracting less potential bidders and therefore removes the opportunity for the merits of the takeover to be judged in the market and for shareholders to trade their shares.
- Could be considered an unwarranted restriction in the market, as it precludes the opportunity for shareholders to effect changes in a company where improvement is needed so as to underpin the share price. However its exclusion from the Constitution does give the minority shareholder locked into a successful proportional take-over, the potential for some "upside" if the company performance improves. A successful proportional take-over also conserves cash resources whilst making appropriate management changes.

This is a **special** resolution and requires 75% of the shareholder votes for approval.

The Directors recommend that this Resolution be approved by shareholders as it provides the appropriate net benefit and mechanism to ensure maximum shareholder value.

The proposed changes to the Constitution are listed below:-

1. **Interpretation**

Proportional Takeover Provisions means a mechanism to prohibit a proportional takeover bid being for a percentage of shareholders equity being made by a shareholder(s).

2. Inserted into Table of Contents

25 APPROVAL OF PROPORTIONAL TAKEOVER BIDS

- 25.1 Resolution to Approve Proportional Takeover Bid
- 25.2 Meetings
- 25.3 Notice of Resolution
- 25.4 Takeover Resolution Deemed Passed
- 25.5 Takeover Resolution Rejected
- 25.6 Renewal

3. Inserted as Clause 25 with the following provisions

APPROVAL OF PROPORTIONAL TAKEOVER BIDS

25.1 Resolution to Approve Proportional Takeover Bid

Where offers have been made under a Proportional Takeover Bid in respect of Shares included in a class of shares in the Company:

- (a) the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the Proportional Takeover Bid is prohibited unless and until a resolution (in this clause 25.1 referred to as an "**approving resolution**") to approve the Proportional Takeover Bid is passed in accordance with the provisions of this Constitution;
- (b)
 - I. a person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held shares included in that class is entitled to vote on an approving resolution and, for the purposes of so voting, is entitled to one vote for each of the last mentioned shares;
 - II. the bidder or a person associated with the bidder is not entitled to vote on an approving resolution; and
 - III. an approving resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the resolution; and
- (b) an approving resolution, being a resolution that has been voted on, is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one half, and otherwise is taken to have been rejected.

25.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 25.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a Proportional Takeover Bid, the Directors are to ensure that a resolution to approve the Proportional Takeover Bid is voted on in accordance with this clause 25 before the approving resolution deadline specified by sub-section 648D(2) of the Corporations Act ("**approving resolution deadline**").

25.3 Notice of Resolution

Where a resolution to approve a Proportional Takeover Bid is voted on in accordance with this clause 25 in relation to the Proportional Takeover Bid, before the approving resolution deadline, the Company is, on or before the approving resolution deadline:

- (a) to give to the bidder; and
- (b) to serve on each relevant financial market in relation to the Company,

a notice in writing stating that a resolution to approve the Proportional Takeover Bid has been voted on and that the resolution has been passed, or has been rejected, as the case requires.

25.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the approving resolution deadline no resolution to approve the Proportional Takeover Bid has been voted on in accordance with this clause 25, a resolution to approve the Proportional Takeover Bid is to be, for the purposes of this clause 25, deemed to have been passed in accordance with this clause 25.

25.5 Takeover Resolution Rejected

Where a resolution to approve a Proportional Takeover Bid under which offers have been made is voted on, in accordance with this clause 25, before the approving resolution deadline and is rejected, then:

- (a) despite section 652A of the Corporations Act, all offers under the Proportional Takeover Bid that have not as at the end of the approving resolution deadline, been accepted, and all offers (in this clause 25.5 referred to as the "**accepted offers**") under the Proportional Takeover Bid that have been accepted and from whose acceptance binding contracts have not, at the end of the approving resolution deadline, resulted, are deemed to be withdrawn at the end of the approving resolution deadline;
- (b) the bidder is, as soon as practicable after the end of the

approving resolution deadline, to return to each person in respect of their accepted offer any documents that were sent by the person to the bidder with the acceptance of the offer;

- (c) the bidder is entitled to rescind, and must, as soon as practicable after the end of the approving resolution deadline, rescind each contract resulting from the acceptance of an offer made under the Proportional Takeover Bid; and
- (d) a person who has accepted an offer made under the Proportional Takeover Bid is entitled to rescind the contract (if any) resulting from that acceptance.

25.6 Renewal

This clause 25 ceases to have effect on the third anniversary of the date of the adoption or last renewal of this clause 25.”

Glossary

ASX	ASX Limited (ACN 008 624 691)
Board	the board of Directors
BST	British Summer Time
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)
Director	a director of the Company
Explanatory Statement	this explanatory statement
Listing Rules	the Listing Rules of ASX
Meeting	the Extraordinary General Meeting of the Company to be held on 14 th September 2018 May at 10:30am (Melbourne time)
Non-Executive Directors	the Company's non-executive Directors, being Mr Roger Higgins and Mr Glenister Lamont
Notice	the Notice of Extraordinary General Meeting accompanying this Explanatory Statement
Option	a free option issued for a subscribed Share, is exercisable at AUD\$0.011 per share by 1 June 2020
Placement	the placement of 68,734,589 ordinary shares to sophisticated and institutional investors on 22 nd May 2018
Placement Options	the issue of 22,911,530 Options exercisable to sophisticated and institutional investors on 22 May 2018 as per the Entitlement Offer Prospectus dated 23 March 2018, on the basis of one (1) free option for every three (3) Shares subscribed for by those Subscribers under the Placement. It is exercisable at AUD\$0.011 per share by June 2020.
Placement Shares	the 68,734,589 ordinary shares issued under the Placement to sophisticated and institutional on 22 nd May 2018.
Patersons	Patersons Securities Limited (AFSL 239052)
Proportional Takeover Provisions	a mechanism to prohibit a proportional takeover bid being for a percentage of shareholders equity being made by a shareholder(s)
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

Metminco Limited

ABN 43 119 759 349


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



X99999999999

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

STEP 1

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 Extraordinary General Meeting of the Company to be held at **10:30am on Friday, 14 September 2018 at the offices of Grant Thornton, Collins Square Tower 2, Level 6, 727 Collins Street, Melbourne, 3008 (the Meeting)** and at any postponement or adjournment of the Meeting.

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 Ratification of the Placement of 68,734,589 ordinary shares and 22,911,530 options to refresh the Company's 15% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Amendment to the Constitution to include Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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.

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" should 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, 12 September 2018**, 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 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 EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**