

SUPPLEMENTARY BIDDER'S STATEMENT NO. 3*

FOR OFF-MARKET OFFERS MADE BY

METMINCO LTD

ACN 119 759 349

OFFERS TO ACQUIRE ALL YOUR SHARES AND OPTIONS IN

HAMPTON MINING LIMITED

ACN 103 712 385

* Note that Metminco issued a **Supplementary Bidder's Statement No. 2** dated 29 January 2009. This **Supplementary Bidder's Statement No. 3** dated 2 February 2009 wholly replaces **Supplementary Bidder's Statement No. 2**. Metminco has applied for relief to ASIC from sending **Supplementary Bidder's Statement No. 2** as required under s647(3)(c) of the *Corporations Act 2001*. Unless ASIC does not grant such relief, Metminco will not send **Supplementary Bidder's Statement No. 2** to you. If you should receive **Supplementary Bidder's Statement No. 2** for a separate source (including by obtaining a copy from the ASX's website), YOU SHOULD IGNORE **Supplementary Bidder's Statement No. 2** in considering the **Bidder's Statement** as supplemented and only have regard to the first **Supplementary Bidder's Statement** dated 24 December 2008 and this **Supplementary Bidder's Statement No. 3**.

Increased consideration for Shares	4 Metminco Shares for every Hampton Share
Unchanged consideration for Options:	1.875 Metminco Shares for every Hampton Mar 09 Option 0.9 Metminco Shares for every Hampton Apr 09 Option

This is an important document and requires your immediate attention. If you are in any doubt as to how to deal with it, you should obtain advice from your legal, financial or other adviser immediately. **Further information:** Please call 03 5332 2100 if you have any questions or require assistance with your acceptance. For instructions on how to accept the Offers, see section 12 of the Bidder's Statement.

INTRODUCTION

This document is a Supplementary Bidder's Statement dated 2 February 2009 and is supplementary to the Bidder's Statement dated 10 December 2008 given by Metminco Limited (Metminco) to Hampton Mining Limited (Hampton) under Part 6.5 of the Corporations Act and lodged with ASIC on 10 December 2008 as amended by the Supplementary Bidder's Statement dated 24 December 2008 and the Supplementary Bidder's Statement No 2. dated 29 January 2009. **This Supplementary Bidder's Statement replaces the Supplementary Bidder's Statement No 2. dated 29 January 2009 - see note above.**

Words and phrases defined in the Bidder's Statement have the same meanings where used in this Statement. This Statement will prevail over the Bidder's Statement to the extent of any inconsistency. References to "sections" are to sections in the Bidder's Statement, unless stated otherwise.

KEY CHANGE TO CONSIDERATION FOR SHARE OFFER

Metminco has considered the Target's Statement, particularly the information provided in relation to the upgrade of the Los Calatos project, as documented in the Mineral Resources Statement by SRK Consulting dated 20 January 2009. Metminco has determined to increase the Share Offer to a consideration of 4 Metminco Shares for every 1 Hampton Share.

Metminco has determined not to increase the Options Offers.

As a result of the change in consideration in the Share Offer, if the Offers are accepted by all Hampton Security Holders, Hampton's Security Holders will have 94.2% of the Merged Group, and will have 91.6% on a fully diluted basis assuming all Metminco's outstanding options are exercised. If all the Hampton Optionholders exercise the Mar 09 Options and the Apr 09 Options and then accept the Share Offer in relation to the shares issued upon such conversion, then, upon completion of the Merger, Hampton's Security Holders would have 94.7% of the Merged Group, and would have 92.3% on a fully diluted basis assuming all Metminco's outstanding options are exercised.

CONSEQUENTIAL CHANGES TO REFERENCES TO CONSIDERATION

The following changes are made as a consequence of the change in consideration in the Share Offer.

Section No.	Section Heading	Replace	With
	Front page	2.5	4
	Chairman's Letter, paragraph (a)	2.5	4
1.1	Other Questions - What will I receive if I accept the Share Offer?	2.5	4
2.2	Hampton will represent a greater share of the Merged Group	91.3% 87.5%	94.2% 91.6%
3.1	Overview of the Offers	2.5	4
3.3	The Offers, first bullet point	2.5	4
	Glossary - Share Offer	2.5	4

CHANGES TO REFERENCES TO NUMBERS OF HAMPTON SHARES AND HAMPTON MAR 09 OPTIONS

Metminco has identified that its understanding of the capital structure of Hampton as expressed in the Bidder's Statement, was incorrect. At the Bidder's Statement Date, Metminco had understood that 2,600,000 Hampton Mar 09 options had been exercised prior to the Bidder's Statement Date, reducing the number of those Options from 12,100,000 with 5 holders to 9,500,000 with 1 holder and correspondingly increasing the number of Hampton Shares from 205,607,051 to 208,207,051. This misunderstanding resulted in various minor errors in the Bidder's Statement, the Supplementary Bidder's Statement dated 24 December 2008 and the Supplementary Bidder's Statement No. 2 dated 29 January 2009, which are corrected below.

SECTION 8.2 CAPITAL STRUCTURE AND OWNERSHIP

The first 2 paragraphs of, and Table 12 in, section 8.2 of the Bidder's Statement are replaced by the following:

As at 10 December 2008, Metminco had 53,000,005 fully paid ordinary shares on issue. If all Hampton Security Holders accept the Offers, Metminco will issue Hampton Security Holders with up to a maximum of 863,115,704 additional Metminco shares if Hampton Optionholders accept the Options Offers and up to a maximum of 950,828,204 additional Metminco shares if Hampton Optionholders exercise their Options and accept the Share Offer.

Assuming that Metminco acquires 100% of the shares in Hampton, the following tables 12A and 12B show the issued and fully paid share capital of Metminco as it will be immediately following completion of the Offers, based on the number of Hampton securities set out below and the two scenarios described in the preceding paragraph.

Table 12A - Share Capital of Metminco at date of this Bidder's Statement, adjusted for Acquisition
(SCENARIO 1: Hampton Optionholders accept the Options Offers)

Metminco

Shares on issue 53,000,005

Hampton

		Offer Ratio	
Shares on issue	205,607,051	4.0	822,428,204
Mar 09 Options	12,100,000	1.875	22,687,500
Apr 09 Options	<u>20,000,000</u>	0.900	<u>18,000,000</u>
Total shares on issue - fully diluted	237,707,051		863,115,704

Metminco (post merger) (assuming 100% acceptance)

Shares on issue

Current Metminco 53,000,005
Hampton acceptances 863,115,704 916,115,709

Metminco Options (MNCO) 26,230,017
Total shares on issue - fully diluted 947,870,726

Ownership Composition (post-merger)(1)

	Excl. MNCO	Incl. MNCO
Metminco shareholders	5.79%	8.41%
Hampton shareholders	<u>94.21%</u>	<u>91.59%</u>
	100.00%	100.00%

Note

(1) Assumes that Metminco acquires but does not exercise the Hampton Options.

**Table 12B - Share Capital of Metminco at date of this Bidder's Statement, adjusted for Acquisition
(SCENARIO 2: Hampton Optionholders exercise their Options and accept the Share Offer)**

Metminco

Shares on issue 53,000,005

Hampton

		<u>Offer Ratio</u>	
Shares on issue - fully diluted (1)	237,707,051	4.0	950,828,204

Metminco (post merger) (assuming 100% acceptance)

Shares on issue

Current Metminco	53,000,005	
Hampton acceptances	<u>950,828,204</u>	1,003,828,209

Metminco Options (MNCO)		<u>26,230,017</u>
Total shares on issue - fully diluted		<u><u>1,030,058,226</u></u>

Ownership Composition (post-merger)(2)

	Excl. MNCO	Incl. MNCO
Metminco shareholders	5.28%	7.69%
Hampton shareholders	94.72%	92.31%
	100.00%	100.00%

Note

- (1) Merged Group will have additional cash of \$7,912,500 from exercise of Hampton Options.
(2) Assumes that Hampton Optionholders exercise their Options and accept the Share Offer.

The following changes are made as a consequence of the change in Hampton Mar 09 Option position.

Section No.	Section Heading and content reference	Replace	With
6.7	Director's Interests in Hampton's Securities In relation to the interests of William Howe (through NJ and WN Howe (Trustee for Howe Superannuation Fund): - in Hampton Shares - in Hampton Mar 09 Options In relation to the interests of William Etheridge (through Mining Investment Services Pty Ltd (ATF for the WSE Superannuation Fund): - in Hampton Shares - in Hampton Mar 09 Options	7,700,000 0 14,400,000 0	7,500,000 200,000 12,200,000 2,000,000
7.6	Intentions in relation to Hampton Mar 09 Options In the first paragraph:	all the	9,500,000
11.1	Voting Power of Metminco in Hampton	208,207,051	205,607,051
11.6	Hampton Securities In paragraph (a), in relation to Hampton Shares: In paragraph (a), in relation to the Hampton Mar 09 Options exercisable at 12.5 cents on or before 30 March 2009 In paragraph (b), in relation to Takoradi's holding of Hampton Mar 09 Options	208,207,051 9,500,000 sole holder	205,607,051 12,100,000 a

Paragraph (f) in Section 8.3.4 dealing with adjustments in the Pro-forma Balance Sheets of the Merged Group from the assumed exercise of Hampton Mar 09 Options, is amended by reducing (i) "5,600,000" to "3,000,000" and (ii) \$700,000 to \$375,000; and as a consequence the Pro-forma Balance Sheet in section 8.4.1 is amended by a reduction of \$325,000 (i.e., \$700,000 less \$375,000) in the following numbers: "Cash and cash equivalent", the "Total Current Assets" and the "Total Assets" numbers and in the balancing "Issued Capital" and "Total Equity". In section 8.4.2, equivalent proportionate reductions are required in the same numbers for the 60% control balance sheets. The full tables in sections 8.4.1 and 8.4.2 are not reproduced in amended form, because their reproduction in the light of the subsequent Balance Sheet of Hampton in the Target's Statement dated 30 November 2008 would be potentially misleading and confusing.

KEY DATES

To provide Hampton Securityholders with time to undertake the pre-emption process and to consider the increased consideration, and to allow for the other matters to be undertaken in relation to the Bid, Metminco has revised its Key Dates, which remain indicative.

The Target's Statement includes the following Key Dates for a "repeat offer" under the pre-emptive rights in Hampton's Constitution, as follows:

Repeat offer date (2 nd round)	20 February 2009
Last day to notify Board of Exercise of Pre-Emption Rights – 2 nd round	13 March 2009
Notification to shareholders able to accept Metminco Offer	14 March 2009

METMINCO DOES NOT AGREE WITH THESE DATES. In section 2, the Target's Statement states that "*any Transfer Shares which have not been accepted by the Non-Transferring Shareholders must be offered (Repeat Pre-Emption Offer) to each other Non-Transferring Shareholder which has accepted all the Shares offered to it under the Pre-Emption Offer*" (*emphasis added*). In other words, the "repeat offer" is only required if there are Hampton shareholders who exercise their pre-emptive rights. If none do so, there will not be a repeat offer.

The following amended dates apply to the events specified below in the Key Dates section on page 7 of the Bidder's Statement:

Expected date for despatch of Notice of Meeting for Metminco Shareholders Meeting	9 February 2009
Notification by Hampton to shareholders able to accept Metminco Offer	3 March 2009
Metminco Shareholders Meeting to approve Offer	16 March 2009
Scheduled closing date of Offers (unless extended)	24 March 2009

The dates are indicative. Metminco has the right to extend the Offer Period.

CONSEQUENTIAL CHANGES TO DATES

The following changes are made as a consequence of the above changes in Key Dates.

Section No.	Section Heading	Replace	With
	Chairman's Letter	24 February 2009	24 March 2009
1.3	Other Questions - When do the Offers close?	24 February 2009	24 March 2009
3.5	The Offer Period	24 February 2009	17 March 2009
3.9	How to Accept the Offers	24 February 2009	17 March 2009
12.2.8	Metminco Shareholder Approval	17 February 2009	17 March 2009
12.5.8	Metminco Shareholder Approval	17 February 2009	17 March 2009
12.8.8	Metminco Shareholder Approval	17 February 2009	17 March 2009
12.10	Offer Period	24 February 2009	24 March 2009
12.20	Notice on the status of conditions	17 February 2009	17 March 2009
	Glossary - Offer Period	24 February 2009	24 March 2009

OTHER - SATISFACTION OF CASH CONDITION

Metminco notes that the condition for the cash holding position for Hampton has been satisfied. Paragraph (a) of the definition of Hampton Material Adverse Change listed as a material adverse change the circumstance that "Hampton has less than US\$9,000,000 as at the Offer Date". In section 2.3 of the Target's Statement, it was stated that "As at 10 December 2008, Hampton had the equivalent of USD\$9.2 million in bank accounts in Australia, Chile and Peru. Hampton is continuing its exploration activities and as at 31 December 2008 Hampton had USD\$8.7 million in cash reserves."

The reference in the first bullet point in section 8.1 ("Overview of the Merged Group") to the Merged Group's profile upon a successful Share Offer is amended to "Cash reserves of approximately \$14,000,000 (including approximately US\$8.5 million)".

Dated 2 February 2009



John A Fillmore

Chairman, Metminco Limited

being a director of Metminco Limited authorised to sign this Supplementary Bidder's Statement pursuant to a unanimous resolution passed at a meeting of the directors of Metminco Limited held on 2 February 2009.