

Metminco Limited

ABN 43 119 759 349

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE

ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT

56 BERRY ST NORTH SYDNEY ON THURSDAY 28 MAY 2015 AT 10.00 AM

THIS DOCUMENT IS IMPORTANT

This Notice of Meeting and Explanatory Memorandum should be read in their entirety. If you do not understand these documents or are in any doubt as to how to deal with them, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

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www.metminco.com.au

Metminco Limited

ACN 119 759 349

(Company)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR ENDED

31 DECEMBER 2014

AND

EXPLANATORY MEMORANDAM

AND

PROXY FORM

Notice is hereby given that an Annual General Meeting of the members of the Company will be held at:

Location: Christie Conference Centres, 56 Berry Street, North Sydney NSW, 2060

Date: Thursday, 28 May 2015

Time: 10.00am (Sydney time)

An Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

1. Discussion of Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2014.

Metminco's Financial Report, Directors' Report and Auditor's Report contained in the Report to Shareholders are placed before the Meeting giving Shareholders an opportunity to discuss those documents and to ask questions, though there is no requirement that Shareholders approve these reports. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

2. Resolutions

To consider and, if thought fit, pass the following as ordinary resolutions of the Company:

| | | |
|---------------------|--|--|
| Resolution 1 | To adopt the Remuneration Report for the year ended 31 December 2014. | "That the Remuneration Report for the year ended 31 December 2014 be adopted." Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. |
| Resolution 2 | Re-election of Phillip John Wing | "That, for the purpose of clause 15.10 of the Constitution and for all other purposes, Phillip John Wing, a Director appointed 17 July 2009, retires and, being eligible, is re-elected as a Director." |
| Resolution 3 | Resolution 3 – Re-election of Francisco Vergara-Irarrazaval | "That, for the purpose of clause 15.10 of the Constitution and for all other purposes, Francisco Vergara-Irarrazaval, a Director appointed 1 April 2010, retires and, being eligible, is re-elected as a Director." |
| Resolution 4 | Approval of the 10% Placement | "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." |

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 10:00 am (Sydney time) on Tuesday, 26 May 2015 (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 10:00 am (Sydney time) on Tuesday, 26 May 2015 to:

Metminco Limited

Link Market Services

Locked Bag A14
Sydney South NSW 1235

Australia

Voting Exclusions

Resolution 1: The Company will disregard any votes on Resolution 1 cast by or on behalf of any person who is a member of KMP or a Closely Related Party of any member of KMP.

Resolution 4: The Company will disregard any votes on Resolution 4 cast by a person who may participate in the proposed issue and or on behalf of any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote if 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 if 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.

QUESTIONS

If you have any questions about any matter contained in the Notice of Meeting, please contact the Company Secretary, Philip Killen, on 0408 609 916 or at phil.killen@metminco.com.au.



Dated 28 April 2015

By order of the Board

Philip Killen
Company Secretary

Metminco Limited
ACN 119 759 349
EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

This Explanatory Memorandum is an explanation of, and contains information about, the Resolutions to be considered at the Annual General Meeting, which are set out in the accompanying Notice of Meeting dated 28 April 2015 (**Notice**), to assist Shareholders in determining how they wish to vote on the Resolutions.

This Explanatory Memorandum forms part of the accompanying Notice and should be read together with the Notice.

All Resolutions are ordinary resolutions and are not dependent on any other Resolution.

If you are in doubt about what to do in relation to the Resolutions contemplated in this Explanatory Memorandum, you should consult your financial or other professional advisor.

This Explanatory Memorandum is dated 28 April 2015.

Capitalised terms used in this Explanatory Memorandum have the meaning given to them in the Glossary attached to this Explanatory Memorandum.

FORWARD LOOKING STATEMENTS

Certain statements in this Explanatory Memorandum relate to the future.

These statements reflect views held as at the date of this Explanatory Memorandum.

While Metminco believes that the expectations reflected in the forward looking statements are reasonable, neither Metminco nor any other person gives any representation, assurance, or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report for the year ended 31 December 2014 is set out in the Annual Report and is available on the Company's website www.metminco.com.au.

The Remuneration Report outlines Metminco's remuneration philosophy and practices and sets out the remuneration arrangements in place for Directors, the Managing Director and other members of KMP in accordance with the requirements of the Corporations Act.

The vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Directors will, however, take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Resolution 2 – Re-election of Phillip John Wing

Pursuant to the rotation provisions of clause 15.10(a) of the Constitution and Listing Rules 14.4 and 14.5, Phillip John Wing, who was appointed to the Board on 17 July 2009, retires and being eligible has offered himself for re-election as a Director.

Clause 15.10(a) of the Constitution provides that one third of the Directors shall retire from office at each annual general meeting and will be eligible for re-election.

Listing Rule 14.4 restricts a director from holding office past the third annual general meeting following appointment without re-election. Furthermore, Listing Rule 14.5 provides that any entity which has directors must hold an election of directors each year.

Dr Wing's experience and qualifications are set out in the Report to Shareholders.

Recommendation: The Directors (other than Phillip John Wing) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Francisco Vergara-Irarrazaval

Pursuant to the rotation provisions of clause 15.10(a) of the Constitution and Listing Rules 14.4 and 14.5, Francisco Vergara-Irarrazaval, who was appointed to the Board on 1 April 2010, retires and being eligible has offered himself for re-election as a Director.

Clause 15.10(a) of the Constitution provides that one third of the Directors shall retire from office at each annual general meeting and will be eligible for re-election.

Listing Rule 14.4 restricts a Director from holding office past the third annual general meeting following appointment without re-election. Furthermore, Listing Rule 14.5 provides that any entity which has directors must hold an election of directors each year.

Mr Vergara's experience and qualifications are set out in the Report to Shareholders.

Recommendation: The Directors (other than Francisco Vergara-Irarrazaval) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval of Additional 10% Placement Capacity

Resolution 4 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 securities, namely Shares. Resolution 4 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 Shares 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 4 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, in the best interests of the Company.

As at the date of this Notice of Meeting, the Company is in negotiations with third parties in relation to acquisition of a potential near term cash flow, access rights at the Mollocas Project and is in the process of completing an evaluation of a lower tonnage, high grade starter operation at Los Calatos as an alternative, lower capital cost option to the existing development option. These discussions and investigations, which have as yet not reached a conclusion, may be facilitated by the Company having the 10% Placement capacity during the following year.

As at the date of this Notice of Meeting, the Company had 2,054,752,432 Shares on issue. In addition to any other Shares which the Company can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it has the capacity to issue 285,160,818 Shares under Listing Rule 7.1; and subject to Shareholder approval being obtained under Resolution 4, a further 203,045,528 Shares under Listing Rule 7.1A.

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 number of Shares on issue as at the date of the Notice of Meeting will increase by up to approximately 540,000,000 Shares subject to the number of acceptances received and shortfall placements made in relation to the pro-rata Rights Issue Offer dated 1 April 2015.

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 to occur 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 4 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 based on the current market price of the Shares.

In accordance with Listing Rule 7.3A.2, the table 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 100% from the approximate share price as at the date of finalisation of the date of this Notice of Meeting.

| Share Capital (Variable 'A' in Listing Rule 7.1A.2) | | Dilution table | | |
|--|---------------|--|------------------------|---|
| | | \$0.0025 50% decrease in Issue Price | \$0.005 Issue Price | \$0.0075 100% increase in Issue Price |
| 2,054,752,432 Shares | Shares Issued | 205,475,243 | 205,475,243 | 205,475,243 |
| (Current) | Funds Raised | \$513,688 | \$1,027,376 | \$1,541,064 |
| 3,082,128,649 Shares | Shares Issued | 308,212,865 | 308,212,865 | 308,212,865 |
| (50% increase) | Funds Raised | \$770,532 | \$1,541,064 | \$2,311,596 |
| 4,109,504,865 Shares | Shares Issued | 616,425,730 | 616,425,730 | 616,425,730 |
| (100% increase) | Funds Raised | \$1,541,064 | \$3,082,129 | \$4,623,193 |

The dilution table has been prepared based on the following hypothetical assumptions. The Company does not represent that they will necessarily occur:

- the Company issues the maximum number of Shares available under the 10% Placement;
- any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of Shares which is an exception in Listing Rule 7.2, for example a pro-rata rights issue. However, a 15% placement under Listing Rule 7.1 does not increase variable "A" for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- the table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the table does not show the dilution that may be caused to any particular Shareholder by reason of placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM. For instance, Shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue which has the effect of increasing variable "A";
- the Issue Price is assumed to be \$0.005, being the approximate Share price on 27 April 2015 immediately prior to the date of this Notice of Meeting; and

Purpose of the 10% Placement

The Company may seek to issue Shares under the 10% Placement for either:

- a cash issue price to fund advancement of the Company's wholly owned Los Calatos Project (including continued work on evaluation of a smaller, high grade, starter operation and exploration work on the very prospective exploration target known as TD2 adjacent to the existing Los Calatos resource), acquisition of a near term cash flow, access rights at the Mollacas Project, and/or working capital or for other corporate purposes; or
- non-cash consideration in relation to acquisition of a near term cash flow, subject to any applicable ASX requirements.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement. The identity of the allottees under the 10% Placement will be determined on a case by case basis having regard to the factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the Shares on the control of the Company;
- the financial situation and solvency of the Company; and,
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement have not been determined as at the date of finalisation of this Notice of Meeting and may include existing substantial Shareholders and/or new Shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

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 Shares. 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 4.

GLOSSARY

In this Explanatory Memorandum, the following terms have the following meanings unless the context requires otherwise:

| | |
|--|--|
| 10% Placement | means the capacity to place an additional 10% of the issued share capital of the Company under Listing Rule 7.1A over a 12 month period following the Annual General Meeting. |
| Annual General Meeting or Meeting | means the annual general meeting of Shareholders convened for the purposes of considering the Resolutions to be held at 100 Walker St, North Sydney NSW, 2060 on Thursday 28 May 2015 at 10.00am. |
| Annual Report | means the report to Shareholders for the year ended 31 December 2014 which is available on the Company's website www.metminco.com.au |
| Auditor's Report | means the Auditor's Report forming part of the Report to Shareholders. |
| ASX | means Australian Stock Exchange Limited (ACN 008 624 691). |
| Board | means the board of Directors of the Company. |
| Closely Related Party | of a member of KMP means: (a) a spouse or child of the member of KMP; (b) a child of the member of KMP's spouse; (c) a dependent of the member of KMP or of the member of KMP's spouse; (d) anyone else who is one of the member of KMP's family and who may be expected to influence the member of KMP, or be influenced by the member of KMP, in the member of KMP's dealings with the Company; (e) a company that the member of KMP controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) to be a closely related party. |
| Company | means Metminco Limited (ACN 119 759 349). |
| Constitution | means the constitution of the Company. |
| Corporations Act | means <i>Corporations Act 2001</i> (Cth). |
| Director | means a director of the Company. |
| Directors' Report | means the Directors' Report forming part of the Report to Shareholders. |
| Explanatory Memorandum | means the Explanatory Memorandum accompanying the Notice of Meeting. |
| Financial Report | means the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, notes comprising a summary of significant accounting policies and other explanatory information of the consolidated entity comprising the Company and the entities it controlled forming part of the Report to Shareholders. |
| KMP | means 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) of the Company, and as disclosed as such in the Remuneration Report. |
| Listing Rules | means the listing rules of ASX. |
| Metminco | means Metminco Limited (ACN 119 759 349). |
| Non-Executive Director | means a non-executive Director of the Company. |
| Notice of Meeting or Notice | means the notice of meeting which accompanies the Explanatory Memorandum. |
| Remuneration Report | means the Remuneration Report forming part of the Report to Shareholders. |
| Report to Shareholders | means Report of the Company for the year ended 31 December 2014. |
| Resolution(s) | means a resolution referred to in the Notice. |
| Share or Shares | means a fully paid ordinary share(s) in the capital of the Company. |
| Shareholder | means a holder of fully paid ordinary shares in the capital of the Company. |
| Sydney time | means date and time in Sydney, Australia. |


Dated: 28 April 2015

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
1A Homebush Bay Drive, Rhodes NSW 2138

 **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 Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Thursday, 28 May 2015 at Christie Conference Centres, 56 Berry Street, North Sydney NSW, 2060** (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 .

STEP 2

Resolutions

| | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Phillip John Wing | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Francisco Vergara-Irarrazaval | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Approval of Additional 10% Placement Capacity | <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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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).

STEP 3



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" 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 **10:00am (Sydney time) on Tuesday, 26 May 2015**, 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 down-loaded 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*
1A Homebush Bay Drive
Rhodes NSW 2138

* 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.**