

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   | Ordinary fully paid shares ( <b>Ordinary Shares</b> )               |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 32,901,163 Ordinary Shares  |
| 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) | Ordinary Shares will rank pari passu with existing Ordinary Shares. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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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>The Ordinary Shares rank pari passu with existing Ordinary Shares.</p>				
<p>5 Issue price or consideration</p>	<p>32,901,163 Ordinary Shares - US\$250,000.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Ordinary Shares were issued in relation to the Share Purchase Agreement, details of which were announced to the market on 1 August 2014.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>08 December 2014</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="686 1366 989 1411">Number</th> <th data-bbox="989 1366 1402 1411">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1411 989 1579">1,855,516,023</td> <td data-bbox="989 1411 1402 1579">Fully paid ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,855,516,023	Fully paid ordinary Shares
Number	+Class				
1,855,516,023	Fully paid ordinary Shares				

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+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		2,500,000	Options: - exercisable at A\$0.215 expiring 5 Dec 14
		2,500,000	- exercisable at A\$0.260 expiring 5 Dec 14
		2,000,000	- exercisable at A\$0.175 expiring 5 Jun 15
		2,000,000	- exercisable at A\$0.210 expiring 5 Jun 15
		250,000	- exercisable at A\$0.075 expiring 28 Jan 16
		250,000	- exercisable at A\$0.089 expiring 28 Jan 16
		5,000,000	- exercisable at A\$0.0302 expiring 1 Aug 17

  

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*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

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<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 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  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 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
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- 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)

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+ See chapter 19 for defined terms.

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 38)

Number	<sup>+</sup> Class
Not Applicable	

**Quotation agreement**

1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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 <sup>+</sup>quotation of the <sup>+</sup>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:   
(Company secretary)

Date: 08 December 2014

Print name: Philip W Killen

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<sup>+</sup> See chapter 19 for defined terms.



**08 December 2014**

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

Dear Sir/Madam

**Issue of 32,901,163 Shares – Cleansing Notice**

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

On 08 December 2014, Metminco Limited ("the Company") issued 32,901,163 fully paid ordinary shares in accordance with the terms of its share purchase and convertible securities agreement with Bergen Global Opportunity Fund, LP, which was announced to the market on 1 August 2014.

Accordingly the Company gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (the "Corporations Act") that:

1. the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice the Company has complied with:
  - (a) the provisions of Chapter 2M Corporations Act as they apply to the Company; and
  - (b) section 674 Corporations Act; and
3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

Yours faithfully

**Metminco Limited**

A handwritten signature in black ink, appearing to read "Philip Killen", written over a horizontal line.

**Philip Killen**

**Company Secretary**

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North Sydney NSW 2060 Australia f (612) 9460 1857

Metminco Limited  
ACN 119 759 349