

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

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	(a) Fully paid ordinary shares (b) Unlisted Rights Issue Options to acquire a further Share (Options)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to 540,000,000 new fully paid ordinary Shares with an option to acquire a further Share at A\$0.005 (£0.0026)
3	Principal terms of the +securities (e.g. 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)	Shares will be issued on the terms set out in the prospectus dated 1 April 2015 and lodged with the ASX and ASIC on the same date (Prospectus). (a) 540,000,000 Shares – terms of the Shares are summarised in the section 1.1.2 of the Prospectus (b) 540,000,000 Options – exercisable at A\$0.005 (£0.0026) per each new Share, no later than 12 calendar months after date of issue (on or about 8 May 2016 subject to date of issue of shares in accordance with the Rights Issue announced 1 April 2015). Terms are summarised in section 6.2 of the Prospectus.

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the +issue date 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"> • 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 	<p>(a) Shares –Yes (b) Rights Issue Options on exercise will rank equally with existing Shares</p>
<p>5 Issue price or consideration</p>	<p>A\$0.005 (GBP£0.0026)per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds from the Rights Issue (A\$2.7 million before costs) will be applied to expenditure related to the Company’s objective of securing a near term cashflow asset, completion of the planned Preliminary Economic Assessment for a smaller, high grade starter operation at the Los Calatos Project, securing mining access rights at the Mollacas Project and working capital.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	(a) 540,000,000 Shares – terms of the Shares are summarised in the section 1.1.2 of the Prospectus (b) 540,000,000 Options – exercisable at A\$0.005 (£0.0026) per each new Share, no later than 12 calendar months after date of issue (on or about 8 May 2016 subject date of issue of shares in accordance with the Rights issue announced 1 April 2015). Terms are summarised in section 6.2 of the Prospectus.				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	No securities issued under 7.1 or 7.1A				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	On or about 8 May 2015 (anticipated on the basis of the indicative timetable set out in the Prospectus)				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">2,594,752,432</td> <td style="vertical-align: top;">Fully paid ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	2,594,752,432	Fully paid ordinary Shares
Number	+Class					
2,594,752,432	Fully paid ordinary Shares					

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)		
		2,000,000	Options exercisable at A\$0.175 expiring no later than 15 June 2015
		2,000,000	Options exercisable at A\$0.210 expiring no later than 15 June 2015
		250,000	Options exercisable at A\$0.075 expiring no later than 28 January 2016
		250,000	Options exercisable at A\$0.089 expiring no later than 28 January 2016
		5,000,000	Options exercisable at A\$0.0302 expiring no later than 1 August 2017
		75,335,833	Options exercisable at A\$0.006 (£0.003) per share expiring no later than 20 May 2015
		103,855,318	Options exercisable at A\$0.005 (£0.0026) per share expiring no later than 8 May 2016
	540,000,000		
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.	

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable

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13	Ratio in which the +securities will be offered	One (1) New Share for every 3.25 Shares held on the Record Date at an offer price of A\$0.005 (£0.0026) per New Share with an option to acquire a further Share at A\$0.005 (£0.0026) expiring on or about 8 May 2016 (ie 12 calendar months after the issue date of the Share).
14	+Class of +securities to which the offer relates	(a) Fully paid ordinary shares (b) Unlisted Rights Issue Options to acquire a further Share exercisable at A\$0.005 (£0.0023) on or before 8 May 2016
15	+Record date to determine entitlements	15 April 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional Entitlements will be rounded up to the nearest whole number of Shares
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia, United Kingdom and New Zealand
19	Closing date for receipt of acceptances or renunciations	1 May 2015

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20	Names of any underwriters	Nil
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	15 April 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	7 April 2015
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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 ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 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

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Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date 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

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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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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

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Quotation agreement

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

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +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 +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +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 is not available now, we will give it to ASX before +quotation of the +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:



Date: 1 April 2015

Print name: (Company Secretary)
Philip W Killen

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