



NOTICE OF GENERAL MEETING RESPONSE DOCUMENT

Meeting to be held at

**Crowne Plaza, 2807 Gold Coast Highway,
Surfers Paradise, Queensland, 4217**

on

Friday, 1 February 2019

at 10:00 am AEST

**The Board of Metallica Minerals Limited recommends that
Shareholders vote, and will vote their own Shares:**

**AGAINST each of the five resolutions
to be considered at the Meeting.**

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the General Meeting or the resolutions to be voted on, please call the **Metallica shareholder information line** on 07 3249 3000 (within Australia) or +61 (7) 3249 3000 (outside Australia), Monday to Friday between 9 am and 5 pm AEST.

NOTICE OF GENERAL MEETING – RESPONSE DOCUMENT

This Response Document has been prepared by Metallica Minerals Limited (“Metallica” or the “Company”) in response to a Notice of General Meeting that was issued on 21 December 2018 by Metallica shareholders, Paul Dostal, Latsod Pty Ltd <Dostal Superfund A/C>, Rosemarie Kryger, Rosemarie Kryger <Kryger S/Fund A/C>, Graham Raymond Dow, Carolyn Dow and Minnelex Pty Ltd <Pyper Family A/C> (the “Convening Shareholders”).

The general meeting of shareholders called by the Convening Shareholders will be held at Crowne Plaza, 2807 Gold Coast Highway, Surfers Paradise, Queensland on Friday, 1 February 2019 commencing at 10:00 am Australian Eastern Standard Time (“AEST”) (“Meeting”).

This Response Document provides information on matters to be considered at the Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Response Document.

Proxy forms must be received by no later than Wednesday, 10:00 am AEST on Wednesday, 30 January 2019.

Terms and abbreviations used in this Response Document are defined in the glossary of the Response Document.

Shareholders should read the Response Document in its entirety, including the statement of Directors, before deciding how to vote.

AGENDA

Resolution 1: Appointment of Theo Jock Psaros as a Director of the Company



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

“That Theo Jock Psaros, having consented to act, be elected as a Director of the Company with immediate effect.”

Your Directors recommend and will be voting their Shares AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 1.

Resolution 2: Appointment of Andrew Scott Victor Waddell as a Director of the Company



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

“That Andrew Scott Victor Waddell, having consented to act, be elected as a Director of the Company with immediate effect.”

Your Directors recommend and will be voting their Shares AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 2.

Resolution 3: Appointment of Andrew Langham Gillies as a Director of the Company



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

“That Andrew Langham Gillies, having consented to act, be elected as a Director of the Company with immediate effect.”

Your Directors recommend and will be voting their Shares **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 3.

Resolution 4: Removal of Peter Turnbull as a Director of the Company



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

“That Peter Turnbull be removed as a Director of the Company with immediate effect in accordance with section 203D of the Act.”

As Mr Turnbull resigned as a Director of the Company on 24 December 2018, the resolution for his removal will not be considered at the Meeting.

Resolution 5: Removal of Simon Slesarewich as a Director of the Company



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

“That Simon Slesarewich be removed as a Director of the Company with immediate effect in accordance with section 203D of the Act.”

Your Directors recommend and will be voting their Shares **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 5.

Resolution 6: Removal of Ian Robert Jacobson as a Director of the Company



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

“That Ian Robert Jacobson be removed as a Director of the Company with immediate effect in accordance with section 203D of the Act.”

As Mr Jacobsen resigned as a Director of the Company on 24 December 2018, the resolution for his removal will not be considered at the Meeting.

Resolution 7: Removal of Additional Director/s of the Company



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

“That any Director appointed from the date of the Notice until commencement of the general meeting at which this resolution is passed, other than the proposed Directors set out in Resolutions 1-3 of the Notice, be removed as a Director of the Company with immediate effect in accordance with section 203D of the Act.”

Your Directors recommend and will be voting their Shares **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 7.

Proxies, attorneys and corporate representatives

A member entitled to attend and vote at the general meeting may appoint a proxy, attorney or representative to give its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If such proportion is not specified, each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. A proxy may, but need not be, a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, executed in accordance with the Corporations Act.

For the convenience of Shareholders, a green proxy form has been included with this Explanatory Memorandum.

The green proxy form has been completed in line with the recommendation of your Directors. If you wish to vote in accordance with the recommendations of your Directors, **you should execute the green proxy form and return it in accordance with the instructions on the form.**

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting. The Company will accept any appointment of a proxy that complies with the requirements of section 250A of the Corporations Act.

Lodgment details for proxy forms are as follows:

Post	Metallica Minerals Limited C/- Link Market Services Locked Bag A14 Sydney South NSW 1235 Australia
Hand Delivery	Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12 680 George Street, Sydney NSW 2000
Facsimile	+61 2 9287 0309
Email	JHaley@metallicaminerals.com.au

Voting

The Chairman intends to put each Resolution to be considered to a poll at the Meeting. Voting results will be announced to the ASX as soon as practicable after the Meeting.

Entitlement to attend and vote

All Shareholders may attend the Meeting.

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the persons eligible to vote at the Meeting are those registered as Shareholders of the Company at 10:00 am AEST on Wednesday, 30 January 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its respective officers takes any responsibility for the contents of this document.

By order of the Board

A handwritten signature in black ink, appearing to read 'John Haley', written in a cursive style.

John Haley
Company Secretary

Date: 14 January 2019

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting of the Company to be held at Crowne Plaza, 2807 Gold Coast Highway, Surfers Paradise, Queensland on Friday, 1 February 2019 commencing at 10:00 am AEST.

The purpose of this Explanatory Memorandum is to explain the background to the Meeting and the Resolutions, and to provide information that your Directors consider is material to Shareholders in relation to the Resolutions.

The Company recommends that Shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions.

Background to special business being put to the Meeting

On 2 October 2018, seven Metallica shareholders – Paul Dostal, Latsod Pty Ltd <Dostal Superfund A/C>, Rosemarie Kryger, Rosemarie Kryger <Kryger S/Fund A/C>, Graham Raymond Dow, Carolyn Dow and Minnelex Pty Ltd <Pyper Family A/C> (the “Convening Shareholders”) – of the Company’s more than 2,200 shareholders, representing approximately 5.3% of Metallica’s capital, lodged with the Company a notice under section 203D of the *Corporations Act 2001* (Cth) (“Corporations Act”) advising of their intention to move resolutions for the appointment of Messrs Theo Jock Psaros, Andrew Scott Victor Waddell and Andrew Langham Gillies as Directors of the Company, and the removal as Directors of the Company of Messrs Peter Turnbull, Steven Boulton, Simon Slesarewich and Ian Robert Jacobson, as well as any Director appointed from the date of the notice until the commencement of the Meeting.

The Convening Shareholders’ notice further stated that it was their intention to call, and arrange to hold, a general meeting of Metallica pursuant to section 249F of the Corporations Act to consider the resolutions referred to above.

On 19 November 2018, Mr Boulton resigned as a Director of the Company.

On 21 December 2018, the Convening Shareholders called a Meeting of Metallica by issuing a Notice of Meeting.

TO BE ABSOLUTELY CLEAR, THE NOTICE OF MEETING OF METALLICA THAT WAS ISSUED ON 21 DECEMBER 2018 WAS ISSUED BY THE CONVENING SHAREHOLDERS AND NOT BY METALLICA.

The Notice of Meeting issued by the Convening Shareholders involves the following items of business:

- Resolution 1 – Appointment of Theo Jock Psaros as a Director of the Company
- Resolution 2 – Appointment of Andrew Scott Victor Waddell as a Director of the Company
- Resolution 3 – Appointment of Andrew Langham Gillies as a Director of the Company
- Resolution 4 – Removal of Peter Turnbull as a Director of the Company
- Resolution 5 – Removal of Simon Slesarewich as a Director of the Company
- Resolution 6 – Removal of Ian Robert Jacobson as a Director of the Company
- Resolution 7 – Removal of additional Director/s of the Company

On 24 December, Messrs Turnbull and Jacobson resigned as Directors of the Company and, hence, the resolutions for their removal need not and will not be considered at the Meeting.

Contemporaneously, Mr Michael Hansel and Mr Alan Evans were appointed as Directors of the Company (with Mr Hansel elected as Non-Executive Chairman).

As such, the Board of Metallica, which currently comprises Mr Slesarewich as Managing Director, Mr Hansel as Non-Executive Chairman and Mr Evans as Non-Executive Director, is essentially a new Board.

With their appointment to the Board after the Notice of Meeting was issued, Messrs Hansel and Evans become subject to removal pursuant to Resolution 7 – removal of additional Director/s of the Company.

As such, five resolutions will be considered at the Meeting, being:

- Resolution 1 – Appointment of Theo Jock Psaros as a Director of the Company
- Resolution 2 – Appointment of Andrew Scott Victor Waddell as a Director of the Company
- Resolution 3 – Appointment of Andrew Langham Gillies as a Director of the Company
- Resolution 5 – Removal of Simon Slesarewich as a Director of the Company
- Resolution 7 – Removal of additional Director/s of the Company – namely Messrs Michael Hansel and Alan Evans

Your Directors recommend you vote AGAINST each of these five resolutions.

Voting by the majority of Shareholders in accordance with the recommendation of your Directors will result in a Board comprising **Mr Simon Slesarewich, Mr Michael Hansel and Mr Alan Evans** (i.e. retention of the current new Board).

Voting by the majority of Shareholders contrary to the recommendation of your Directors will result in a Board comprising **Mr Theo Jock Psaros, Mr Andrew Scott Victor Waddell and Mr Andrew Langham Gillies** (i.e. an entirely new Board).

Frequently asked questions

<p>On what basis has the Meeting been called and the resolutions been requested?</p>	<p>Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to call and arrange to hold a general meeting to have resolutions considered. All Resolutions are being put before the Meeting as a result of a request from the Convening Shareholders, who hold more than 5% of the Company's Shares.</p>
<p>Why do the Convening Shareholders wish to replace on the Board Mr Slesarewich and any future Director/s with Messrs Psaros, Waddell and Gillies?</p>	<p>Accompanying the 21 December 2018 Notice of Meeting is an Explanatory Statement prepared by the Convening Shareholders which sets out the reasons why they wish to replace Messrs Slesarewich and any future Director/s with Messrs Psaros, Waddell and Gillies. Metallica is not responsible for the contents of the Statement (including whether it complies with all applicable laws) and the Statement does not form part of this Response Document.</p> <p>Your Directors do not agree with the reasons put forward by the Convening Shareholders and will be voting Shares they hold AGAINST the Resolutions put forward by them.</p> <p>Your Directors reasons for forming this view are set out in their own statement to Shareholders, which is annexed at the front of this Response Document.</p>

Further information

If you have questions about the General Meeting or the resolutions to be voted on, please call the **Metallica shareholder information line** on 07 3249 3000 (within Australia) or +61 (7) 3249 3000 (outside Australia), Monday to Friday between 9 am and 5pm AEST.

Important dates and times

Record time/date to determine Shareholders eligible to vote	10:00 am AEST on Wednesday, 30 January 2019
Last time/date for receipt of valid proxies	10:00 am AEST on Wednesday, 30 January 2019
General Meeting	10:00 am AEST on Friday, 1 February 2019

Nature of resolutions

All of the resolutions are ordinary resolutions, meaning they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

Special Business

Resolution 1 – Appointment of Theo Jock Psaros as a Director of the Company

Resolution 1 relates to the election of Mr Theo Jock Psaros as a Director.

Your Directors are not aware of any additional skills he may be able to bring to the Company.

Further information on Mr Psaros is set out in the Explanatory Statement provided by the Convening Shareholders.

Information as to why your Directors recommend Shareholders vote **against**, and will be voting their Shares **against** the election of Mr Psaros, is set out in detail in the statement of your Directors which is annexed at the front of this Response Document.



Your Directors do not support this Resolution and will be voting their Shares AGAINST the election of Mr Psaros as a Director.

Resolution 2 – Appointment of Andrew Scott Victor Waddell as a Director of the Company

Resolution 2 relates to the election of Mr Andrew Scott Victor Waddell as a Director.

Your Directors are not aware of any additional skills he may be able to bring to the Company.

Further information on Mr Waddell is set out in the Explanatory Statement provided by the Convening Shareholders.

Information as to why your Directors recommend Shareholders vote **against**, and will be voting their Shares **against** the election of Mr Waddell, is set out in detail in the statement of your Directors which is annexed at the front of this Response Document.



Your Directors do not support this Resolution and will be voting their Shares AGAINST the election of Mr Waddell as a Director.

Resolution 3 – Appointment of Andrew Langham Gillies as a Director of the Company

Resolution 3 relates to the election of Mr Andrew Langham Gillies as a Director.

Mr Gillies was a founding Director of Metallica in 1997, listing the Company of the ASX in 2004.

He retired as Managing Director of the Company in July 2015 and as a Director in June 2017.

Further information on Mr Gillies is set out in the Explanatory Statement provided by the Convening Shareholders.

Other than the information set out above, Metallica is not able to verify the accuracy of any of the information so provided.

Following his retirement from the Board of Metallica, Mr Gillies disposed of his related entities' entire share interest in Metallica. Your Directors are not aware as to whether he currently has any interest in any Shares or Options.

Information as to why your Directors recommend Shareholders vote **against**, and will be voting their Shares **against** the election of Mr Gillies, is set out in detail in the statement of your Directors which is annexed at the front of this Response Document.



Your Directors do not support this Resolution and will be voting their Shares AGAINST the election of Mr Gillies as a Director.

Resolution 4 – Removal of Peter Turnbull as a Director of the Company

Resolution 4 relates to the removal of Mr Peter Turnbull as a Director of the Company.

As Mr Turnbull resigned as a Director of the Company on 24 December 2018, this resolution will not be considered.

Resolution 5 – Removal of Simon Slesarewich as a Director of the Company

Resolution 5 relates to the removal of Mr Simon Slesarewich as a Director of the Company.

Mr Slesarewich was appointed as Managing Director on 19 April 2018.

He is a mining engineer and registered Senior Site Executive in Queensland with over 20 years' experience across a range of jurisdictions, including a strong background in operational and executive roles within the mining and contracting entities.

Mr Slesarewich holds a Bachelor of Engineering (Mining) from the University of Queensland and Graduate Diplomas in Administration, as well as Applied Finance and Investment.

He is a Director of the Queensland Resources Council (QRC) and Chairman of the QRC Management Committee. He is the former CEO of Northern Discovery and Boardwalk Resources and is a renowned bulk commodities and business turnaround specialist.

He has an interest in 1,833,334 Shares, 6,000,000 Share Rights and 166,667 Options in the Company.

Information as to why your Directors recommend Shareholders vote **against**, and will be voting their Shares **against** the removal of Mr Slesarewich, is set out in detail in the statement of your Directors which is annexed at the front of this Response Document.



Your Directors (Mr Slesarewich abstaining) do not support this Resolution and will be voting their Shares AGAINST the removal of Mr Slesarewich as a Director.

Resolution 6 – Removal of Ian Robert Jacobson as a Director of the Company

Resolution 6 relates to the removal of Mr Ian Robert Jacobson as a Director of the Company.

As Mr Jacobsen resigned as a Director of the Company on 24 December 2018, this resolution will not be considered.

Resolution 7 – Removal of additional Director/s of the Company

Resolution 7 relates to the removal of additional Director/s of the Company appointed from the date of the Notice of Meeting until the commencement of the Meeting.

As Mr Michael Hansel and Mr Alan Evans were appointed after the issuance of the Notice of Meeting, Resolution 7 relates to their removal as Directors of the Company.

Mr Hansel has been a partner at law firm HopgoodGanim for the past 12 years specialising in mergers and acquisitions, capital raisings, due diligence, takeovers, joint ventures, corporate restructuring, and private equity transactions.

He has advised in these areas across numerous industries and has significant experience in the resources sector. Mr Hansel has advised Metallica on and from its listing on the ASX and adds valuable continuity with the current strategic direction of Metallica.

Mr Hansel was previously a non-executive director of Metro Mining Limited (ASX Code: MMI) from 2008 to April 2014. During his tenure on the Metro Mining board, Mr Hansel advised on and was involved in the acquisition of Cape Alumina Limited and its flagship Bauxite Hills Project which commenced production in 2018.

Mr Evans is a Governance Professional, holds a Bachelor of Corporate Administration from Curtin University and is a graduate of the Harvard Business School's Advanced Management Program. He has more than 35 years of international corporate and commercial experience at senior executive level in both listed and unlisted corporations, with the majority of those roles in the resources sector.

Mr Evans has been instrumental in a number of Australian and international mergers and acquisitions, takeovers, joint ventures and has headed the development of multi-million dollar projects.

He is a fellow member of the Governance Institute of Australia (GIA), a member of the Australian Institute of Company Directors and a graduate of the GIA Effective Director Course. Mr Evans has over 15 years' experience as a non-executive director and executive director.

Mr Evans has no interest in Shares in the Company.

Information as to why your Directors recommend Shareholders vote **against**, and will be voting their Shares **against** the removal of additional Director/s of the Company, namely Messrs Hansel and Evans, is set out in detail in the statement of your Directors which is annexed at the front of this Response Document.



Your Directors (Messrs Hansel and Evans abstaining) do not support this Resolution and will be voting their Shares AGAINST the removal of additional Director/s (namely Messrs Hansel and Evans) of the Company.

GLOSSARY

In this Response Document:

AEST	means Australian Eastern Standard Time.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the Chairman of the Meeting.
Company or Metallica	means Metallica Minerals Limited (ACN 076 696 092).
Constitution	means the constitution of the Company as amended.
Convening Shareholders	means Paul Dostal, Latsod Pty Ltd <Dostal Superfund A/C>, Rosemarie Kryger, Rosemarie Kryger <Kryger S/Fund A/C>, Graham Raymond Dow, Carolyn Dow and Minnelex Pty Ltd <Pyper Family A/C>.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum to the Response Document.
Your Directors	means Directors Messrs Simon Slesarewich, Michael Hansel and Alan Evans.
Meeting	means the general meeting of shareholders of the Company called by the Convening Shareholders and to be held at Crowne Plaza, 2807 Gold Coast Highway, Surfers Paradise, Queensland on Friday, 1 February 2019 commencing at 10:00 am (AEST).
Notice of Meeting	means the Notice of Meeting in relation to the Company issued by the Convening Shareholders on 21 December 2018.
Option	means an option to acquire a fully paid ordinary share in the capital of the Company.
Ordinary Resolution	means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
Resolution	means a resolution set out in the Notice of Meeting.
Response Document	means the Response Document issued by the Company in response to the Notice of Meeting issued by the Convening Shareholders.
Share	means a fully paid ordinary share in the capital of the Company.
Share Rights	means a right to receive a fully paid ordinary share in the capital of the Company subject to and on the achievement of performance parameters.
Shareholder	means a holder of a Share.