



ASX RELEASE: 13 NOVEMBER 2018

APPENDIX 3B – FORTESCUE METALS GROUP

Metalicity Limited (ASX:MCT) (“**MCT**” or “**Company**”) reports that it has signed a Deed of Release with Fortescue Metals Group (ASX:FMG) regarding a milestone payment related to the acquisition of certain tenements considered prospective for lithium in the Pilbara (see ASX:MCT 17/01/2017).

Please find attached an Appendix 3B and notice given under section 708 of the Corporations Act for the issue of 10M fully paid shares to FMG. FMG is the second largest shareholder in the Company at ~4% and retains 5M unlisted Options in the company exercisable at 5c.

Metalicity has recently commenced a process to materialize the value (via IPO, Trade Sale or JV) in its zinc and lithium assets in WA, with completion anticipated for the March Quarter, to fund and indeed accelerate its ongoing exploration for Nickel-Copper in the Fraser Range and Copper in the Pilbara, WA.

Metalicity would like to thank FMG for their cooperation.

ENQUIRIES

Investors

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Australian Investor Relations

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About Metalicity Limited

Metalicity Limited is an Australian mining exploration company with a primary focus on the base metals sector and the exploration for Nickel-Copper in the Fraser Range and Copper in the Pilbara Region, both located in the world first jurisdiction of Western Australia. The Company is well supported by a corporate and technical management team with significant collective experience in the mining exploration sector as well as strategic, private equity, institutional and retail funds as shareholders.

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

METALICITY LIMITED

ABN

92 086 839 992

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 | Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 10,000,000 |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

4	<p>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 	Yes
5	Issue price or consideration	Fully paid ordinary shares at 1.7c price per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Fully paid ordinary shares issued as consideration for the extinguishment of liabilities associated with a milestone payment
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2017
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	10,000,000
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	nil

⁺ See chapter 19 for defined terms.

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	Nil				
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	LR7.1 = 75,031,228 LR7.1A = 0				
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.	12 November 2018				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>602,463,748</td><td>Ordinary Fully Paid Shares</td></tr></table>	Number	+Class	602,463,748	Ordinary Fully Paid Shares
Number	+Class					
602,463,748	Ordinary Fully Paid Shares					

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>Options</td><td>Options</td></tr><tr><td>1,500,000</td><td>Exercisable at \$0.04 expiring 31/12/19</td></tr><tr><td>3,000,000</td><td>Exercisable at \$0.08 expiring 31/12/19</td></tr><tr><td>1,000,000</td><td>Exercisable at \$0.10 expiring 31/12/19</td></tr><tr><td>3,000,000</td><td>Exercisable at \$0.12 expiring 31/12/19</td></tr><tr><td>9,500,000</td><td>Exercisable at \$0.025 expiring 23/7/20</td></tr><tr><td>8,100,000</td><td>Exercisable at \$0.03 expiring 23/7/20</td></tr><tr><td>11,500,000</td><td>Exercisable at \$0.04 expiring 23/7/20</td></tr><tr><td>8,050,000</td><td>Exercisable at \$0.03 expiring 10/12/20</td></tr><tr><td>8,050,000</td><td>Exercisable at \$0.04 expiring 10/12/20</td></tr><tr><td>8,050,000</td><td>Exercisable at \$0.05 expiring 10/12/20</td></tr><tr><td>4,000,000</td><td>Exercisable at \$0.06 expiring 13/6/19</td></tr><tr><td>13,000,000</td><td>Exercisable at \$0.06 expiring 31/12/19</td></tr><tr><td>13,000,000</td><td>Exercisable at \$0.08 expiring 31/12/19</td></tr><tr><td>13,000,000</td><td>Exercisable at \$0.10 expiring 31/12/19</td></tr><tr><td>2,000,000</td><td>Exercisable at \$0.12 expiring 31/12/19</td></tr><tr><td>12,766,670</td><td>Exercisable at \$0.08 expiring 18/8/20</td></tr><tr><td>26,265,023</td><td>Exercisable at \$0.08 expiring 14/2/23</td></tr><tr><td>3,000,000</td><td>Exercisable at \$0.06 expiring 12/3/21</td></tr><tr><td>3,000,000</td><td>Exercisable at \$0.08 expiring 12/3/21</td></tr><tr><td>2,500,000</td><td>Exercisable at \$0.06 expiring 26/8/21</td></tr><tr><td>2,500,000</td><td>Exercisable at \$0.08 expiring 26/8/21</td></tr><tr><td>2,500,000</td><td>Exercisable at \$0.10 expiring 26/8/21</td></tr><tr><td>2,274,713</td><td>Perf Rights Vest \$0.06 exp 12/3/21</td></tr></table>	Number	⁺ Class	Options	Options	1,500,000	Exercisable at \$0.04 expiring 31/12/19	3,000,000	Exercisable at \$0.08 expiring 31/12/19	1,000,000	Exercisable at \$0.10 expiring 31/12/19	3,000,000	Exercisable at \$0.12 expiring 31/12/19	9,500,000	Exercisable at \$0.025 expiring 23/7/20	8,100,000	Exercisable at \$0.03 expiring 23/7/20	11,500,000	Exercisable at \$0.04 expiring 23/7/20	8,050,000	Exercisable at \$0.03 expiring 10/12/20	8,050,000	Exercisable at \$0.04 expiring 10/12/20	8,050,000	Exercisable at \$0.05 expiring 10/12/20	4,000,000	Exercisable at \$0.06 expiring 13/6/19	13,000,000	Exercisable at \$0.06 expiring 31/12/19	13,000,000	Exercisable at \$0.08 expiring 31/12/19	13,000,000	Exercisable at \$0.10 expiring 31/12/19	2,000,000	Exercisable at \$0.12 expiring 31/12/19	12,766,670	Exercisable at \$0.08 expiring 18/8/20	26,265,023	Exercisable at \$0.08 expiring 14/2/23	3,000,000	Exercisable at \$0.06 expiring 12/3/21	3,000,000	Exercisable at \$0.08 expiring 12/3/21	2,500,000	Exercisable at \$0.06 expiring 26/8/21	2,500,000	Exercisable at \$0.08 expiring 26/8/21	2,500,000	Exercisable at \$0.10 expiring 26/8/21	2,274,713	Perf Rights Vest \$0.06 exp 12/3/21
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																																																		

Part 2 – Pro rata issue

11	Is security holder approval required?	N/a
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of	

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

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	<p>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 							
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>							
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">602,463,748</td> <td style="padding: 5px;">Ordinary Fully Paid Shares</td> </tr> <tr> <td style="height: 50px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class	602,463,748	Ordinary Fully Paid Shares		
Number	+Class							
602,463,748	Ordinary Fully Paid Shares							

+ See chapter 19 for defined terms.

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: 12 November 2018
(Company secretary)

Print name: .Neil Hackett.....
 == == == == ==

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	433,419,654
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	0 66,019,482 fpos - with shareholder Approval and Ratification on 24 November 2017 52,230,042 fpos – with shareholder Approval and Ratification on 27 July 2018 15,205,679 fpos – with shareholder Approval and Ratification on 27 July 2018
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	566,874,854

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	85,031,228
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	10,000,000 fully paid ordinary shares issued 9 November 2018
“C”	10,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	85,031,228
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	10,000,000
Total [“A” x 0.15] – “C”	75,031,228 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	499,439,136
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	49,943,913
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	49,943,913 fully paid ordinary shares issued on 19 Feb 18
“E”	0

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	49,943,913
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	49,943,913
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

ASX Code: MCT

12 November 2018

ASX Compliance Pty Ltd
Level 40, Central Park, 152-158 St Georges Terrace
Perth WA 6000

NOTICE GIVEN UNDER SECTION 708A(5) OF THE CORPORATIONS ACT

This notice is given by the Company under section 708A(5) of the Corporations Act in relation to an issue of fully paid ordinary shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

- a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- b) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - ii. the rights and liabilities attaching to fully paid ordinary shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Neil Hackett".

Neil Hackett
Company Secretary