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 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

Name of entity

Metallum Limited

ABN

73 149 230 811

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 Ordinary Shares Unlisted Options ($0.015, exp. 30 June 2017) Unlisted Options ($0.0073, exp 16 July 2018) Performance Rights
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	135,525,441 Shares 88,888,889 Unlisted Options ($0.015, exp. 30 June 2017) 8,700,000 Unlisted Options ($0.0073, exp 16 July 2018) 17,400,000 Performance Rights
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)	Fully Paid Ordinary Shares Unlisted Options ($0.015, exp. 30 June 2017) Unlisted Options ($0.0073, exp 16 July 2018) Performance Rights, subject to production and cashflow based vesting conditions

4	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	Shares: Yes Options and Performance Rights: No Options and Performance Rights are each a new class of Options or Performance Rights. Options and Performance Rights over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the Options or Performance Rights to Shares, the Shares will rank equally with existing Shares.
5	Issue price or consideration	88,858,774 Shares issued at $0.006 per Share 46,666,667 Shares issued at a deemed issue price of A$0.006 per Share Options issued for nil cash consideration Performance Rights issued for nil cash consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	88,858,774 Shares issued at $0.006 per Share pursuant to tranche two of the Placement as announced 22 May 2015. Funds raised from the Placement will be applied towards the repayment of the Company's outstanding Convertible Securities, an option payment for the El Roble Project concessions, capital expenditure to support the expansion of mining activities at El Roble and general working capital. 41,666,667 Shares and 13,888,889 Options (ex $0.015, exp 30 June 2017) issued on conversion of Director Loan , as approved by shareholders on 16 July 2015. 5,000,000 Shares issued at a deemed issue price of $0.006 per Share to a consultant of the Company in consideration for marketing services. 8,700,000 Options (ex $0.0073, exp 16 July 2018) issued to Managing Director, as approved by shareholder on 16 July 2015. 75,000,000 Options (ex $0.015, exp 30 June 2017) issued as part consideration of capital raising services, as announced 22 May 2015. 17,400,000 Performance Rights issued as an incentive to Managing Director, as approved by Shareholders on 16 July 2015.

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	14 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	5,000,000 Shares
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	130,525,441 Shares, 88,888,889 Unlisted Options ($0.015, exp. 30 June 2017), 8,700,000 Unlisted Options ($0.0073, exp 16 July 2018) and 17,400,000 Performance Rights, as approved by shareholders on 16 July 2015.
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	7.1: 121,929,961 7.1A: 84,619,974

7	Dates of entering +securities into uncertificated holdings or despatch of certificates	29 July 2015

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in section 2 if applicable)	851,199,739	Fully paid ordinary shares.

		Number	+Class
9.	Number and +class of all +securities not quoted on ASX (*including* the securities in section 2 if applicable)	13,800,000	Options exercisable at $0.0186 each on or before 17 November 2017
		300,000	Class L Options exercisable at $0.25 each on or before 13 November 2015
		12,000,000	Class M Options exercisable at $0.05 each on or before 30 June 2016
		8,000,000	Class N Options exercisable at $0.034 each on or before 17 October 2016
		10,000,000	Class O Options exercisable at $0.037 each on or before 19 October 2017
		1,000,000	Class P Options exercisable at $0.05 each on or before 30 November 2016, vesting on the date the 30 day VWAP for MNE Shares is $0.12 or higher
		2,000,000	Class Q Options exercisable at $0.05 each on or before 30 June 2016
		3,000,000	Class R Options exercisable at $0.019 on or before 9 March 2019

+ See chapter 19 for defined terms.

15,000,000	Class S Options exercisable at $0.015 each on or before 15 July 2017
15,000,000	Class T Options exercisable at $0.015 each on or before 15 July 2017
88,888,889	Class U Options exercisable at $0.015 each on or before 30 June 2017
8,700,000	Class V Options exercisable at $0.0073 each on or before 16 July 2018
8,700,000	Production Performance Rights, subject to performance conditions approved by shareholders on 16 July 2015
8,700,000	Cashflow Performance Rights subject to performance conditions approved by shareholders on 16 July 2015

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

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	N/A
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 *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

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 (SHARES ONLY)

(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

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)	

+ See chapter 19 for defined terms.

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

Number	+Class

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 not available now, 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: (Company Secretary) Date: 29 July 2015

Print name: SHANNON COATES

== == == == ==

+ 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

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 date of issue or agreement to issue	386,499,865
Add the following: • 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 *Note:* • *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*	6,483,600 Shares issued 17/11/2014 13,550,111 Shares issued 18/12/2014 27,099,556 Shares issued 6/01/2015 14,617,273 Shares issued 25/02/2015 56,000,000 Shares issued 9/03/2015 18,914,000 Shares issued 14/04/2015 21,400,500 Shares issued 12/05/2015 171,109,393 Shares issued 29/05/2015 130,525,441 Shares issued 16 July 2015 (subject of this 3B) = 459,699,874
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	N/A
"A"	846,199,739

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	126,929,961
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *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*	5,000,000 Shares issued 29/07/2015
"C"	5,000,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	126,929,961
Subtract "C" *Note: number must be same as shown in Step 3*	5,000,000
Total ["A" x 0.15] – "C"	121,929,961 *[Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	846,199,739
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	84,619,974
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 *Notes:* • *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*	0
"E"	0
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	84,619,974
Subtract "E" *Note: number must be same as shown in Step 3*	0
Total ["A" x 0.10] – "E"	84,619,974 *Note: this is the remaining placement capacity under rule 7.1A*

-

+ See chapter 19 for defined terms.