



**Metals of Africa Limited  
(ASX: MTA)**

**1 June 2016**

**Contact Details**

Cherie Leeden  
Managing Director  
[cherie@metalsofafrica.com.au](mailto:cherie@metalsofafrica.com.au)

James Moses  
Media and Investor Relations  
Mandate Corporate  
+61 420 991 574  
[james@mandatecorporate.com.au](mailto:james@mandatecorporate.com.au)

**MTA Capital Structure**

|   |              |
|---|--------------|
| Shares on Issue:                            | <b>266m</b>  |
| Listed Options:<br>(\$0.15, 07/01/2017)     | <b>58m</b>   |
| Unlisted Options<br>(various price, expiry) | <b>8.5m</b>  |
| Market Cap. @ \$0.067                       | <b>\$18m</b> |

**MTA Board**

**Gilbert George**  
Non-Executive Chairman

**Cherie Leeden**  
Managing Director

**Brett Smith**  
Non-Executive Director

**Steven Wood**  
Company Secretary

**Projects – Refer Table 1 Appendix**

**Mozambique - Graphite**

**Montepuez**  
61.6Mt at 10.3% TGC, 0.26% V2O5

**Balama Central**  
16.26Mt at 10.45% TGC, 0.21% V2O5

**Gabon - Lead Zinc**

**Kroussou**  
Up to 9.69% zinc and 33.10% lead  
[www.metalsofafrica.com.au](http://www.metalsofafrica.com.au)

## Notice under ASIC Class Order (CO 09/425)

Metals of Africa Limited (**Company**) gives notice under paragraph 7(f)(ii) of ASIC Class Order (CO 09/425) that:

- a) the Company will make offers to issue shares under a share purchase plan without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Corporations Act**);
- b) this notice is being given in accordance with ASIC Class Order (CO 09/425);
- c) as at the date of this notice the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company and Section 674 of the Corporations Act; and
- d) as at the date of this notice, for the purposes of Sections 708A(7) and (8) of the Corporations Act, there is no information:
  - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - ii. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - B. the rights and liabilities attaching to the Shares.

**On behalf of Board of Directors Metals of Africa Ltd**

For further information, please contact

Cherie Leeden  
Managing Director  
+61 8 9322 7600  
[admin@metalsofafrica.com.au](mailto:admin@metalsofafrica.com.au)

**AUSTRALIA**

945 Wellington Street,  
West Perth, Western Australia 6005T  
+61 8 9322 7600 F +61 8 9322 7602E  
[admin@metalsofafrica.com.au](mailto:admin@metalsofafrica.com.au)

**MOZAMBIQUE**

Edifício Solar das Acacias  
Av. Julius Nyrere, 4000  
Lojas 05 e 06  
Maputo

[www.metalsofafrica.com.au](http://www.metalsofafrica.com.au)

ABN 75 152 071 095



Dear Shareholder,

### INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

Metals of Africa Limited (**Company**) is pleased to offer eligible shareholders as at 5pm (WST) on Thursday 5 May 2016 (**Record Date**) the opportunity to increase their investment in the Company through an approved Share Purchase Plan (**Plan**).

Proceeds from the plan will principally be used toward Definitive Feasibility Study work on our world class graphite projects and completing bulk sampling and metallurgical test work required to progress binding negotiations with off-take parties and end-users in the Lithium-Ion battery market. Additionally funds will be used to advance spherical graphite test and study work at the Company's test-mill in the USA to develop non-synthetic spherical graphite, and for general working capital purposes. The Company is in a strong position to capitalise on growing demand for premium graphite driven by the Lithium-Ion battery market and is putting all of its focus in unlocking this potential value for shareholders.

#### The Offer

The Plan is offered exclusively to all shareholders who were recorded on the Company's share register at the Record Date and have a registered address in Australia or New Zealand.

The Plan provides eligible shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of their shareholding, up to a maximum value of \$15,000.

The issue price of each share under the Plan is \$0.055 which represents a 13.6% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last five days of share sales prior to the Record Date. The market price of shares in the Company may rise or fall between the date of this offer and the date that new shares are issued to you under the Plan.

The issue of shares under the Plan will be limited to 9,090,909 new fully paid ordinary shares (4.3% of the issued capital of the Company as of the Record Date), and will not be underwritten.

Participation in the Plan is optional and the right to participate is not transferable. The offer to participate in the Plan closes at 5.00pm (WST) on 17 June 2016. Please refer to the list of Key Dates and further information in respect of the plan over page.

Full details and how to participate are contained in the documents attached. To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form that will be dispatched shortly to eligible shareholders. If you are an eligible shareholder and hold shares in more than one capacity or entity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the Plan in all capacities or entities is \$15,000 (272,727 shares).

Your continuing support of Metals of Africa Limited is greatly appreciated.

Yours sincerely,  
METALS OF AFRICA LIMITED



Gilbert George  
Non-executive Chairman

#### AUSTRALIA

945 Wellington Street,  
West Perth, Western Australia 6005  
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**E** [admin@metalsofafrica.com.au](mailto:admin@metalsofafrica.com.au)

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## THE OFFER AT A GLANCE

### Key Dates\*

| Date         | Details   |
|--------------|---|
| 5 May 2016   | <b>Record Date 5.00pm (WST)</b><br>The date on which the Company determined eligible shareholders.  |
| 3 June 2016  | <b>Opening Date</b><br>The date the Plan opens.   |
| 17 June 2016 | <b>Closing Date</b><br>The date on which the Plan closes.<br>Applications and payments (including BPAY) must be received by 5.00pm (WST). |
| 22 June 2016 | <b>Issue Date</b><br>The date shares are issued and any scale back of the shares to be issued under the Plan is announced.                |
| 23 June 2016 | <b>Share Trading Date</b><br>The date on which it is expected that shares will commence trading on the ASX.                               |
| 24 June 2016 | <b>Despatch Date</b><br>The date on which holding statements are sent to shareholders.  |

*\*Metals of Africa Limited has the discretion and reserves the right to alter key dates.*

### Offer Details

| Item                          | Detail   |
|-------------------------------|--|
| Issue Price                   | \$0.055 per share which represents a 13.6% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last five days on which sales of shares in the Company were recorded before the date of announcement of the Plan. |
| Minimum Application Amount    | The minimum application amount is \$2,200 (40,000 shares)  |
| Maximum Application Amount    | The maximum application amount is \$15,000 (272,727 shares).   |
| Permitted Application Amounts | Each shareholder is entitled to purchase share parcels valued at any one of \$2,200 (40,000 shares), \$5,500 (100,000 shares), \$8,250 (150,000 shares), \$11,000 (200,000 shares) or \$15,000 (272,727 shares).   |

### Questions and Answers

#### 1. What is the Share Purchase Plan?

The Share Purchase Plan (**Plan**) is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company up to a maximum of \$15,000 (272,727 shares) at a discount to the market price without brokerage and commission costs.

All shares issued to you under the Plan will rank equally with your existing shares and will carry the same voting rights and other entitlements.

## 2. Who is eligible to participate in the Plan?

Participation in the Plan is open to each person registered as a holder of ordinary shares in the Company on the Record Date, who has an address in Australia or New Zealand.

## 3. What is the Issue Price of the Shares?

The issue price of each share issued under the Plan is \$0.055 which represents a 13.6% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last five days of shares sales recorded before the Record Date.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the Plan. This means that the issue price you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the Plan.

## 4. How many Shares can I apply for under the Plan?

Regardless of the shares you currently own, you are entitled to apply for a parcel of shares in the Company valued at \$2,200 (50,000 shares), \$5,500 (100,000 shares), \$8,250 (150,000 shares), \$11,000 (200,000 shares) or \$15,000 (272,727 shares). You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the Plan in all capacities is \$15,000 (272,727 shares).

**By applying to purchase shares under the Plan, you will have agreed to be bound by the terms and conditions of the Plan as set out in this offer document.**

## 5. How do I apply for Shares under the Plan?

If you wish to participate in the Plan, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "Metals of Africa Limited" to:

***by post to***

Metals of Africa Limited  
c/- Automic Registry Services  
PO Box 2226  
STRAWBERRY HILLS NSW 2012

***or deliver to***

(Please don't use this address for mailing purposes)  
Metals of Africa Limited  
c/- Automic Registry Services  
Suite 310, Level 3  
50 Holt Street  
SURRY HILLS NSW 2010

Alternatively you can make a BPAY payment as shown on the application form. If you make a BPAY payment, you do not need to return the application form. By making a BPAY payment you are giving the Company the certification contained on the application form. Please note that you can only make a BPAY payment from an Australian bank account.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5.00pm (WST) on 17 June 2016.**

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment.

6. How long is the Plan offer open for?

The Plan opens on 3 June 2016 and is expected to close on 17 June 2016.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5pm (WST) on 17 June 2016.**

**DIRECTORS RESERVE THE RIGHT TO CLOSE THIS OFFER EARLY, EXTEND THE OFFER, OR ALTER THE TERMS OF THE OFFER, IN THEIR ABSOLUTE DISCRETION.**

7. Do I have to participate in the Plan?

Participation in the Plan is voluntary.

Before you apply for shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

8. Further assistance

If you have any questions in relation to the Plan please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share registry on 1300 288 664 or +61 (0) 8 9324 2099 between 9.00am and 5.00pm (WST).

## Metals of Africa Limited - Share Purchase Plan Terms and Conditions

**This document sets out the terms and conditions of the offer under the Share Purchase Plan.**

### Description of the Plan

Pursuant to the Share Purchase Plan (**Plan**), Metals of Africa Limited (**Company**) is offering its shareholders the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 at a discount to the market price of the Company's shares on the Australian Securities Exchange (**ASX**) without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus, upon such terms and conditions as the Board of the Company in its absolute discretion sees fit.

### Shareholders Eligibility to Participate

Participation in the Plan is open to each person registered as a holder of ordinary shares in the Company on 5 May 2016 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**).

Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate under the Plan.

Participation in the Plan is optional and is subject to these terms and conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to shares offered under the Plan).

Joint shareholders are taken to be a single registered holder for the purpose of the Plan, and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same holder or joint holders receive more than one offer under the Plan (for example if a holder has more than one holding under separate accounts), that holder or those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

Trustees and nominees are able to apply for one maximum parcel of shares under the Plan for each beneficiary that is expressly noted on the

Company's share register as a trustee or nominee for a named beneficiary. If the Company's share register does not record a named beneficiary in respect of the trustee or nominee holding, or the shares are held by a custodian, the trustee, nominee or custodian must give the Company a certification which complies with Class Order 09/455 if it wishes to apply for shares on behalf of multiple beneficiaries under the Plan. Please contact the Company to obtain a copy of this certification required.

By electing to participate in the Plan, the shareholder will be deemed to have certified to the Company that in respect of that shareholder, at the time of the application, the total price does not exceed \$15,000 for:

- shares the subject of the application under the Plan;
- any other shares applied for under the Plan or any other shares issued under any similar arrangement in the 12 months before the application under the Plan;
- any other shares that the shareholder has instructed a custodian to acquire on their behalf under the Plan or that have been issued to a custodian under an arrangement similar to the Plan in the 12 months before the application under the Plan on the instruction of the shareholder and that are held beneficially by the shareholder.

Furthermore shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the Plan, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by the Company's Constitution in respect of all the shares issued to them under the Plan.

### **Issue Price**

The issue price of each share issued under the Plan is \$0.055 which represents a 13.6% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last five days on which sales of shares in the Company were recorded before the date of announcement of the Plan.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the Plan. This means that the issue price that you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the Plan. Accordingly, you should seek your own financial advice in relation to this offer.

### **Application and Notices**

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for shares under the Plan.

Eligible Shareholders may apply to purchase a parcel of shares under the Plan valued at any one of \$2,200 (50,000 shares), \$5,500 (100,000 shares), \$8,250 (150,000 shares), \$11,000 (200,000 shares) or \$15,000 (272,727 shares). You may only apply for one of these parcels.

If you wish to participate in the Plan you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form. Alternatively, you may pay electronically using BPAY and quote your reference number that has been provided on the personalised application form, in which case you do not need to return the application form.

Applications will not be accepted after 17 June 2016.

The Company reserves the right to reject any application where it believes there is non-

compliance with this rule or any other terms or conditions of the Plan.

Applications and payments may not be withdrawn once the Company has received them. Oversubscriptions or refunds of other application monies in any circumstances will be without interest.

By returning the application form or by making the BPAY payment you are giving the Company the certifications in these terms and conditions and in the application form.

### **Scale-back**

The Company does not intend to issue more than 9,090,909 ordinary shares under the Plan. If applications for more than 9,090,909 shares are received, the Company may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit and a shareholder may be issued a lesser number of Shares than applied for. Any scale-back will be announced on 22 June 2016. If the Company scales-back an application or purported application, the Company will promptly return the relevant application monies to the shareholder, without interest.

### **Underwriting**

The Plan is not underwritten.

### **Shares Issued under the Plan**

Shares issued under the Plan will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHES notification will be issued in respect of all shares.

After the issue of shares under the Plan, the Company will make application for those shares to be listed for quotation on the official list of the ASX.



## **Modification and Termination of the Plan**

The Company may modify or terminate the Plan at any time.

The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

## **Dispute Resolution**

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Plan, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

## **Contact Details**

If you have any questions regarding the Plan or how to deal with this offer, please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share register on 1300 288 664 or +61 (0) 8 9324 2099 between 9.00am and 5.00pm (WST).



## About Metals of Africa Limited

Metals of Africa Limited (ASX: MTA) is a graphite focused exploration company, rapidly progressing towards development. MTA has successfully delineated two world class, high grade graphite resources in Mozambique, East Africa.

The 100% owned Montepuez Resource boasts 61.6Mt at 10.3% TGC, and the nearby Balama Central Resource contains 16.3 Mt at 10.4% TGC. The Balama Central Resource was defined in less than one month of drilling, less than 5% of the prospective geology has been tested and both resources remain open in all directions, signifying the potential scale of the projects. MTA is now seeking a partner to advance its zinc project located in Gabon.

Table 1.

| Montepuez Graphite Project                               |             |             |                               |                |                                     |
|--|-------------|-------------|-------------------------------|----------------|-------------------------------------|
| November 2015 Mineral Resource Estimate (6% TGC Cut-off) |             |             |                               |                |                                     |
| Class  | Tonnes      | TGC         | V <sub>2</sub> O <sub>5</sub> | Cont. Graphite | Cont. V <sub>2</sub> O <sub>5</sub> |
|  | Mt          | %           | %                             | Mt             | Kt                                  |
| Measured   | -           | -           | -                             | -              | -                                   |
| Indicated  | 27.6        | 10.4        | 0.23                          | 2.9            | 62                                  |
| Inferred   | 34.1        | 10.2        | 0.30                          | 3.5            | 101                                 |
| <b>Total</b>   | <b>61.6</b> | <b>10.3</b> | <b>0.26</b>                   | <b>6.3</b>     | <b>163</b>                          |

  

| Balama Central Graphite Project                       |             |             |                               |                |                                     |
|---|-------------|-------------|-------------------------------|----------------|-------------------------------------|
| March 2016 Mineral Resource Estimate (6% TGC Cut-off) |             |             |                               |                |                                     |
| Class   | Tonnes      | TGC         | V <sub>2</sub> O <sub>5</sub> | Cont. Graphite | Cont. V <sub>2</sub> O <sub>5</sub> |
|   | Mt          | %           | %                             | kt             | kt                                  |
| Measured  | -           | -           | -                             | -              | -                                   |
| Indicated   | 8.9         | 9.3         | 0.16                          | 836            | 14                                  |
| Inferred  | 7.3         | 11.8        | 0.27                          | 863            | 20                                  |
| <b>Total</b>  | <b>16.3</b> | <b>10.4</b> | <b>0.21</b>                   | <b>1,699</b>   | <b>34</b>                           |

MTA has uniquely positioned itself amongst its peers and is now poised to quickly transition into development with an extremely low cost operating profile. MTA prides itself on its environmental best practice policies, zero harm and ongoing positive community development programs.

Metals of Africa is conducting a series of research and development activities and trials in both Australia and Africa in establishing the best process methodology in mineral exploration, mining and processing. This activity is for the benefit of the company's holdings and in the licensing of intellectual property as a means of bringing these ideas to the market.

## Competent Persons Statement

The information in this report that relates to Exploration Results is based on information compiled by Ms. Cherie Leeden, who is Managing Director and who holds shares and options in the Company. Ms. Leeden is a Member of the Australian Institute of Geoscientists and has sufficient experience of relevance to the styles of mineralisation and the types of deposits under consideration, and to the activities undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Ms. Leeden consents to the inclusion in this report of the matters based on information in the form and context in which it appears.

The information in this report that relates to Exploration Targets and Mineral Resources is based on information compiled by Mr Robert Dennis who is a Member of Australian Institute of Geoscientists and a full time employee of RPM Limited. Mr Dennis has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Dennis consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.