

ASX WAIVER GRANTED

PERILYA ANTI-DILUTION RIGHT

Myanmar Metals Limited (“MYL” or “the Company”) refers to its announcement of 25 May 2018 in relation to the execution of binding agreements (“Agreements”) with Perilya Limited (“Perilya”) for a cornerstone investment of A\$14.9 million at \$0.06 per share as part of a placement to raise A\$35 million (“Placement”) and a strategic alliance to support the optimal development and financing of the Bawdwin Concession.

As previously announced, the Agreements contain an anti-dilution right (subject to receipt of an ASX waiver) to enable Perilya to maintain by way of a right to participate in any issue of shares or to subscribe for shares, 19.9% of MYL’s issued share capital if a diluting event occurs or is announced following completion of the Placement (“Anti-Dilution Right”).

The Company is pleased to advise that ASX has granted a waiver from ASX Listing Rule 6.18 to enable the Company to grant the Anti-Dilution Right to Perilya. A summary of the terms of the waiver is set out in the Annexure.

MYL notes that the Anti-Dilution Right will commence following the completion of the Placement.

Rowan Caren
Director, Company Secretary

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About Myanmar Metals:

Myanmar Metals Limited (ASX:MYL) holds an exclusive option to acquire an operating 51% interest in the Bawdwin Concession in Shan State, Myanmar alongside its major local partners, Win Myint Mo Industries Co.,Ltd (WMM) and East Asia Power (Mining) Company Limited (EAP).

The Bawdwin Concession contains a global Tier 1 polymetallic deposit with a maiden JORC compliant Indicated and Inferred Mineral Resource of 82.0 Mt at 4.7% Pb, 119g/t Ag, 2.4% Zn and 0.2% Cu, (0.5% Pb cut-off above 750m RL, 2% Pb below 750m RL) including a maiden JORC-compliant Indicated Mineral Resource of 20.2Mt at 5.0% Pb, 130g/t Ag, 2.6% Zn and 0.23% Cu (0.5% Pb cut-off above 750m RL, 2% Pb below 750m RL) (refer to ASX announcement dated 22 May 2018).

Board of Directors		Issued Capital		Market Metrics		
John Lamb	Executive Chairman	Shares	664 m.	Share price	8/06/18	A\$ 0.081
Rowan Caren	Executive Director	Options	184 m.	Market Cap.	8/06/18	A\$ 54m
Jeff Moore	Non-Executive Director	Perf. Rights	24 m.	Cash	31/05/18	A\$ 2.4m.

* Issued capital and market metrics presented on a pre-completion of Placement basis.

Annexure - Terms of the ASX Listing Rule 6.18 Waiver

Based solely on the information provided, ASX Limited ("ASX") grants Myanmar Metals Limited (the "Company") a waiver from listing rule 6.18 to the extent necessary to permit Perilya Limited ("Perilya") to maintain, by way of a right to participate in any offer of securities by the Company such that Perilya's percentage holding immediately before the completion of the offer of equity securities remains the same immediately following the equity offer (the "Anti-Dilution Right"), on the following conditions:

1. The Anti-Dilution Right lapses on the earlier of:
 - (a) Perilya's relevant interest in the Company falling below 10% on an undiluted basis (other than as result of the issue of shares to which the Anti-Dilution Right applies and Perilya still being entitled to exercise its rights under the Anti-Dilution Right);
 - (b) Perilya's relevant interest in the Company's securities increasing to above 25% on an undiluted basis; or
 - (c) the strategic relationship between the Company and Perilya ceasing or changing in such a way that it effectively ceases.
2. The Anti-Dilution Right may only be transferred to an entity in the wholly owned group of Perilya.
3. Any securities issued under the Anti-Dilution Right are offered to Perilya for cash consideration that is:
 - (a) no more favourable than cash consideration paid by third parties (in the case of issues of securities to third parties for cash consideration); or
 - (b) equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration).
4. The number of securities that may be issued to Perilya under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for Perilya to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.
5. The Company discloses a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Anti-Dilution Right.
6. The Company immediately releases the terms of the waiver to the market.