

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

METALS AUSTRALIA LTD

ABN

38 008 982 474

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 | Options to acquire Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 895,800,000 Options |
| 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) | Exercisable at any time up to 1 June 2022 at \$0.0035 per share. |

+ See chapter 19 for defined terms.

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<p>4 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 	<p>No, these Options do not rank equally with other securities of the Company. However, any shares issued upon exercise of the Options will rank equally in all respects from the date of issue with the existing quoted Fully Paid Ordinary Shares of the Company.</p>
<p>5 Issue price or consideration</p>	<p>Nil.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>These Options are being issued to the participants in the March 2019 Placement and the June 2019 Placement. In addition, Options are being issued to Sanlam Private Wealth Pty Ltd as the Lead Manager to the March 2019 Placement and to McNeill Nominees Pty Ltd, whom acted as Corporate Advisor to the June 2019 Placement.</p> <p>Refer to the Prospectus lodged with the ASIC and dated 2 August 2019.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2018.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil.</p>

+ See chapter 19 for defined terms.

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)	895,800,000 Options. Security holder approval was obtained at a General Meeting held on 5 August 2019.
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	LR 7.1: 439,079,666 LR 7.1A: 49,443
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	14 August 2019

+ See chapter 19 for defined terms.

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	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	2,927,197,777	Fully Paid Ordinary Shares
	215,111,668	Options exercisable at \$0.003 each on or before 1 December 2019 (MLSO)
	920,925,000	Options exercisable at \$0.01 each on or before 31 May 2020 (MLSOA)
	895,800.000	Options exercisable at \$0.0035 each on or before 1 June 2022 (ASX: TBA)

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Nil	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividend policy not yet established
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Part 2 - Pro rata issue

11 Is security holder approval required?	
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?	

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
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)	

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

⁺ See chapter 19 for defined terms.

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

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

+ See chapter 19 for defined terms.

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40 Do the +securities rank equally in all respects from the +issue date 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

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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)

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

Number	+Class

+ 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: **14 August 2019**



Print name:

**Martin Stein
Company Secretary**

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+ 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	2,339,047,777
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"> • <i>Include only ordinary securities here - other classes of equity securities cannot be added</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> 	<p style="text-align: center;">Nil</p> <ul style="list-style-type: none"> - 2,750,000 (18 September 2018 and ratified 5 August 2019) - 350,000,000 (27 March 2019 and ratified 5 August 2019) - 235,400,000 (5 June 2019 and ratified 5 August 2019) <p style="text-align: center;">Nil</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	2,927,197,777

+ 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	439,079,666
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><i>Note:</i></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> 	Nil
“C”	439,079,666
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>	439,079,666
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.15] – “C”	439,079,666 <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>	2,341,797,777
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	234,179,777
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"> • <i>This applies to equity securities - 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	234,130,334
“E”	234,130,334

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>234,179,777</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>234,130,334</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>49,443</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Company: METALS AUSTRALIA LTD



ACN 008 982 474
Top Listing - Grouped

Security: MLS94703 U001062022/\$0.0035
As of 14 Aug 2019

Rank	Name	Address	Units	% of Units
1	MCNEIL NOMINEES PTY LIMITED	GPO BOX 3604 SYDNEY NSW 2001	530,800,000	59.25
2	MELBARD NOMINEES PTY LIMITED <SUSPENSE - NSB A/C>	GPO BOX 3604 SYDNEY NSW 2001	151,314,731	16.89
3	MRS LUYE LI	RM 501 BUILDING B JIANG BING ROAD WENZHOU CITY	22,742,982	2.54
4	MR DAVID HANNON	LEVEL 7 151 MACQUARIE STREET SYDNEY NSW 2000	19,508,284	2.18
5	BEIRNE TRADING PTY LTD	PO BOX 478 SPIT JUNCTION NSW 2088	18,333,333	2.05
6	MR MARK ANDREW TKOCZ	6 MARK STREET HUNTERS HILL NSW 2110	12,000,000	1.34
7	AUSTRALIAN TRAVEL DIRECTORY (AUST) PTY LTD	12 ANGUS COURT BENOWA QLD 4217	12,000,000	1.34
8	ORCA CAPITAL <GMBH A/C>	SPERLRING 2 PFAFFENHOFEN 85276 GERMANY DEU	10,833,333	1.21
9	MR MICK ZIVKOV	39 NELSON ROAD NELSON NSW 2765	10,000,000	1.12
10	MR BIN LIU	UNIT 163 1188 LAI FANG ROAD SONGJIANG DISTRICT	10,000,000	1.12
11	10 BOLIVIANOS PTY LTD	24 OMAR STREET CAULFIELD SOUTH VIC 3162	6,387,778	0.71
12	VOLTA INVESTMENTS PTY LTD <VOLTA A/C>	LEVEL 1 1 ALTONA STREET WEST PERTH WA 6005	5,416,667	0.6
13	MR SEAN FOLEY	42 SHEPHERD STREET CHIPPENDALE NSW 2008	5,300,000	0.59
14	JAYART FUNDS MANAGEMENT PTY LTD	202 RAINBOW STREET RANDWICK NSW 2031	5,000,000	0.56
15	BELLAIRE CAPITAL PTY LTD <BELLAIRE CAPITAL INVEST A/C>	3 WESTBOURNE STREET PRAHRAN VIC 3181	4,573,554	0.51
16	BLJ TECHNOLOGIES PTY LTD	502/25 PICKLES STREET PORT MELBOURNE VIC 3207	4,463,645	0.5
17	SJ CAPITAL PTY LTD	PO BOX R1257 ROYAL EXCHANGE NSW 1225	4,380,556	0.49
18	MR NHAT HOANG	26 BOURKE STREET NORTH PERTH WA 6006	4,301,657	0.48
19	NEDO PTY LTD	39 NELSON ROAD NELSON NSW 2765	4,000,000	0.45
20	MS CHUNYAN NIU	UNIT 163 1188 LAI FANG ROAD SONGJIANG DISTRICT	3,937,368	0.44

Totals: Top 20 holders of MLS94703 U001062022/\$0.0035

845,293,888

94.36

Total Remaining Holders Balance

50,506,112

5.64

Total Holders Balance

895,800,000

100

METALS AUSTRALIA LTD

ACN 008 982 474

TOP SPREAD REPORT

<u>SPREADS OF HOLDINGS</u>	<u>NUMBER OF HOLDERS</u>	<u>NUMBER OF UNITS</u>	<u>% OF TOTAL ISSUED CAPITAL</u>
1 - 1,000	0	0	0.00%
1,001 - 5,000	0	0	0.00%
5,001 - 10,000	0	0	0.00%
10,001 - 100,000	0	0	0.00%
100,001 - 999,999,999,999	57	895,800,000	100.00%
TOTAL	57	895,800,000	100%