

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b> Metminco Limited
<b>ABN</b> 43 119 759 349

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	William Stirling Etheridge
<b>Date of last notice</b>	17 July 2009

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Etheridge holds an indirect interest in 49,200,000 fully paid ordinary shares through Mining Investment Services Pty Ltd ATF WSE Superannuation Fund, in which he holds a 95% interest, and 12,600,000 fully paid ordinary shares through Mining Investment Services Pty Ltd ATF JJT Family Trust in which he holds a 95% interest.
<b>Date of change</b>	11 May 2011
<b>No. of securities held prior to change</b>	62,400,000
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	Not applicable
<b>Number disposed</b>	600,000
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$250,614

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+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	61,800,000
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

### Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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+ See chapter 19 for defined terms.

8 June 2011

**Minas Frangoulis**

Adviser, Listings - Melbourne  
ASX Compliance Pty Ltd  
Level 45, South Tower, Rialto  
525 Collins Street  
Melbourne VIC 3000

**By email: [minas.frangoulis@asx.com.au](mailto:minas.frangoulis@asx.com.au)**

Dear Minas,

**Metminco Limited (the "Company") – MNC  
Re: Appendix 3Y – Change of Director's Interest Notice**

We refer to your letter dated 7 June 2011.

We apologise for the delay in providing the recent Appendix 3Y for Mr. William Etheridge (the **Director**), released on 27 May 2011, and with specific reference to your queries, advise as follows:

**1. Why was the Appendix lodged late?**

The Director received permission to deal in MNC securities from the Company Secretary in accordance with the Company's securities trading policy. On approval the Director was informed that he would be required to notify the Company on completion of the sale and complete a change of director's interest for lodgment on the ASX. Unfortunately the Director was late in completing and delivering Appendix 3Y to the Company and in a form satisfactory to the Company.

We advise that the Company lodged Appendix 3Y on the same day it was received from the Director and that promptly following ASX's request, re-lodged a revised version inclusive of Part 3.

**2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

The following processes are in place to ensure that the Company is able to meet its disclosure obligations under Listing Rule 3.19A:

- (a) each member of the Board is informed of ASX disclosure requirements upon their appointment. The Company has entered into letters of appointment with each of its directors, which requires, among other things, that directors notify the Company of interests and any changes thereto so that ASX Appendices can be lodged. Notification of any changes in a director's direct or indirect interest in Company securities is also required under the Company's market disclosure policy;
- (b) as and when required, the Company Secretary will inform directors of their obligations under Listing Rule 3.19A in Board meetings or otherwise and will follow up with interested directors to ensure compliance; and
- (c) any director wishing to trade in the Company's securities must first obtain the consent to do so from an authorised person in accordance with the Company's security trading policy. Where approved, the director must continue to comply with any other requirements set out in that policy in connection with the deal.

**3. If the current arrangements are inadequate or are not being enforced, what additional steps does the Company intend to take to ensure compliance with Listing Rule 3.19B?**

The Company considers the current arrangements to be adequate and notes that the late lodgement of Appendix 3Y was as a result of the Director's error. Directors have since been re-briefed on their disclosure obligations and the need to ensure the Company is able to meet its obligations in respect of ASX Listing Rule 3.19A and 3.19B.



**Philip Killen  
Company Secretary  
Metminco Limited**