

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 X Limited

ABN

24 110 150 055

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>(a) Placement - 103,359,076 Fully Paid Ordinary Shares issued under the placement announced to ASX by Metals X Limited on 19 and 23 September 2019 (Placement)</p> <p>(b) Institutional Entitlement Offer - 60,922,130 Fully Paid Ordinary Shares pursuant to the institutional component of the accelerated non-renounceable entitlement offer described in the ASX Announcements lodged with ASX on 19 and 23 September 2019 (Entitlement Offer).</p> <p>(c) Retail Entitlement Offer - 53,924,352 Fully Paid Ordinary Shares pursuant to the retail component of the Entitlement Offer (Retail Entitlement Offer).</p> |

+ See chapter 19 for defined terms.

<p>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)</p>	<p>Fully Paid Ordinary Shares.</p>
<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>The new shares issued will rank pari passu with existing shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>(a) Placement - \$0.15 per share for the shares issued under the Placement (raised \$15,503,861.40).</p> <p>(b) Institutional Entitlement Offer - \$0.15 per share for the shares issued under the Institutional Entitlement Offer (raised \$9,138,319.50).</p> <p>(c) Retail Entitlement Offer - \$0.15 per share for the shares issued under the Retail Entitlement Offer (raised \$8,088,652.80).</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As described in the ASX Announcement dated 19 September 2019.</p>

6a	<p>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>No</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>103,359,076 new shares under the Placement</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	
6f	<p>Number of +securities issued under an exception in rule 7.2</p>	<p>60,922,130 new shares under the Institutional Entitlement Offer</p> <p>53,924,352 new shares under the Retail Entitlement Offer</p>
6g	<p>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.</p>	
6h	<p>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</p>	

+ See chapter 19 for defined terms.

<p>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</p>	<p>Rule 7.1 - Nil (after Placement) Rule 7.1A - N/A</p>
<p>7 +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>	<p>The allotment date for the new shares under Placement and Institutional Entitlement Offer was 27 September 2019</p> <p>The allotment date for the new shares under the Retail Entitlement Offer is 14 October 2019</p>

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="790 190 1101 235">Number</th> <th data-bbox="1101 190 1407 235">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 235 1101 459">907,266,067 shares</td> <td data-bbox="1101 235 1407 459">Ordinary Shares (MLX)</td> </tr> </tbody> </table>	Number	⁺ Class	907,266,067 shares	Ordinary Shares (MLX)												
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907,266,067 shares	Ordinary Shares (MLX)																	
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table border="1"> <tbody> <tr> <td data-bbox="790 504 1101 638">4,150,000</td> <td data-bbox="1101 504 1407 638">Unlisted Employee Options (exercise price \$0.76, expiring 20 January 2020).</td> </tr> <tr> <td data-bbox="790 638 1101 772">5,650,000</td> <td data-bbox="1101 638 1407 772">Unlisted Employee Options (exercise price \$1.32, expiring 30 November 2020).</td> </tr> <tr> <td data-bbox="790 772 1101 907">1,000,000</td> <td data-bbox="1101 772 1407 907">Unlisted Employee Options (exercise price \$0.54, expiring 22 January 2022).</td> </tr> <tr> <td data-bbox="790 907 1101 1041">1,000,000</td> <td data-bbox="1101 907 1407 1041">Unlisted Employee Options (exercise price \$0.56, expiring 22 January 2023).</td> </tr> <tr> <td data-bbox="790 1041 1101 1176">1,000,000</td> <td data-bbox="1101 1041 1407 1176">Unlisted Employee Options (exercise price \$0.58, expiring 22 January 2024).</td> </tr> <tr> <td data-bbox="790 1176 1101 1310">1,185,094</td> <td data-bbox="1101 1176 1407 1310">Unlisted Employee Options (subject to performance conditions, expiring 30 June 2022).</td> </tr> <tr> <td data-bbox="790 1310 1101 1444">1,185,094</td> <td data-bbox="1101 1310 1407 1444">Unlisted Employee Options (subject to performance conditions, expiring 30 June 2023).</td> </tr> <tr> <td data-bbox="790 1444 1101 1668">14,003,014</td> <td data-bbox="1101 1444 1407 1668">Unlisted Employee Options (subject to performance conditions, expiring 30 June 2024).</td> </tr> </tbody> </table>	4,150,000	Unlisted Employee Options (exercise price \$0.76, expiring 20 January 2020).	5,650,000	Unlisted Employee Options (exercise price \$1.32, expiring 30 November 2020).	1,000,000	Unlisted Employee Options (exercise price \$0.54, expiring 22 January 2022).	1,000,000	Unlisted Employee Options (exercise price \$0.56, expiring 22 January 2023).	1,000,000	Unlisted Employee Options (exercise price \$0.58, expiring 22 January 2024).	1,185,094	Unlisted Employee Options (subject to performance conditions, expiring 30 June 2022).	1,185,094	Unlisted Employee Options (subject to performance conditions, expiring 30 June 2023).	14,003,014	Unlisted Employee Options (subject to performance conditions, expiring 30 June 2024).
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There has been no change to Metals X Limited's dividend policy.																

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new share for every 6 existing shares held
14	+Class of +securities to which the offer relates	Fully Paid Ordinary Shares
15	+Record date to determine entitlements	7.00pm (Sydney time) on 23 September 2019 for the Retail component of the Entitlement Offer
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number
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.	Retail component of the Entitlement Offer - all countries other than Australia, New Zealand, Hong Kong and China Institutional component of the Entitlement Offer - all countries other than Australia, Canada, China, Germany, Hong Kong, New Zealand, Norway, Singapore Switzerland, and the United Kingdom.
19	Closing date for receipt of acceptances or renunciations	Institutional component of Entitlement Offer - closed on 20 September 2019 Retail component of the Entitlement Offer - closed on 7 October 2019
20	Names of any underwriters	Hartleys Limited Canaccord Genuity (Australia) Limited
21	Amount of any underwriting fee or commission	1.2% management and selling fee payable by the Company and a 4.8% selling to be split evenly between the underwriters raised from the Entitlement Offer and the Placement.
22	Names of any brokers to the issue	Hartleys Limited Canaccord Genuity (Australia) Limited

23	Fee or commission payable to the broker to the issue	1% management fee payable by the Company and a 5% selling fee to be split evenly between the joint lead managers raised from the Entitlement Offer and the Placement. This fee is not payable in the event the underwriting fee described in question 21 above is payable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Nil
25	If the issue is contingent on security holders' approval, the date of the meeting	N-A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Retail component of the Entitlement Offer - 25 September 2019
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: Accelerated pro-rata non-renounceable entitlement offer as per Appendix 7A of the ASX Listing Rules
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 <i>in full</i> through a broker?	N-A
31	How do security holders sell <i>part</i> 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	+Issue date	<p>Institutional component of the Entitlement Offer (and Placement) - 26 September 2019</p> <p>Retail component of the Entitlement Offer - 11 October 2019</p>

+ 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

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.

Fiona Van Maanen
CFO & Company Secretary

14 October 2019

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	689,060,508
<p>Add the following:</p> <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> 	Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	689,060,508

+ 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	103,359,076
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> 	103,359,076
“C”	103,359,076
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>	103,359,076
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	103,359,076
Total [“A” x 0.15] – “C”	0 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	N-A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	-
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> 	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	-
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	- <i>Note: this is the remaining placement capacity under rule 7.1A</i>