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

Name of entity

Metals X Limited

ABN

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-40	mo	150	V33

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 Unlisted Employee Options

2 Number of *securities issued or to be issued (if known) or maximum number which may be issued 2,682,990 Employee Options

⁺ See chapter 19 for defined terms.

Principal terms of the *securities (eg, 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) Employee Options issued to senior management of the Company under the Employee Share Option Plan (**ESOP**):

The principle terms of these Employee Options are as follows:

- The Employee Options have been issued for nil consideration;
- Each Employee Option carries an entitlement to one fully paid ordinary share in the Company for each Employee Option vested;
- Vesting only occurs after the end of the Performance Periods (30 June 2020 and 30 June 2021) and the number of Employee Options that vest (if any) will depend on:
 - Growth in Return on Capital Employed over the Performance Periods; and
 - total shareholder return relative to a selected peer group of companies over the Performance Periods.
- Employee Options that vest will expire two years after the vesting date;
- Unvested Employee Options lapse on cessation of a holder's employment with the Metals X Group;
- Any Employee Options that do not vest after the end of the Performance Periods will automatically lapse; and
- No amount is payable by a holder of Employee Options in respect of the shares allocated upon vesting of the Employee Options.

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If the additional securities do not rank equally, please state:

Do the +securities rank equally

- 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

5 Issue price or consideration

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)

Prior to vesting, the Employee Options issued under the ESOP do not carry a right to vote, receive dividends or generally participate in other corporate actions. Ordinary shares allocated upon vesting of Employee Options will rank equally with all existing fully paid ordinary shares on issue.

Nil

No

The Employee Options are issued under the ESOP.

6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?

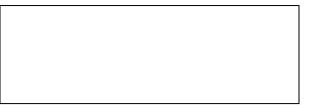
> If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i

- 6b The date the security holder resolution under rule 7.1A was passed
- 6c Number of *securities issued without security holder approval under rule 7.1
- 6d Number of +securities issued with security holder approval under rule 7.1A

d			

+ See chapter 19 for defined terms.

- 6e Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of securities issued under an exception in rule 7.2
- 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.
- 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
- 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
- 7 Dates of entering *securities into uncertificated holdings or despatch of certificates
- 8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in section 2 if applicable)



17 December 2018

Number	+Class
689,060,508	Ordinary Shares

		Number	+Class	
9	Number and ⁺ class of all	5,350,000	Unlisted Employee	
	+securities not quoted on ASX		Options (exercise price	
	(<i>including</i> the securities in		\$0.76, expiring 20 January	
	section 2 if applicable)		2020).	
		5,850,000	Unlisted Employee	
			Options (exercise price	
			\$1.32, expiring 30	
			November 2020).	
		1,341,495	Unlisted Employee Options	
			(subject to performance	
			conditions, expiring 30 June	
			2022).	
		1,341,495	Unlisted Employee Options	
			(subject to performance	
			conditions, expiring 30 June 2023).	
			2023).	
10	Dividend policy (in the case of a	There has been no change to Metals X Limited's		
	trust, distribution policy) on the	dividend policy.	-	
	increased capital (interests)	* •		

Part 2 - Bonus issue or 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?	
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 issue documents	
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	

⁺ See chapter 19 for defined terms.

- 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 prospectus or Product Disclosure Statement 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)
- 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)?
- ⁺Despatch date

e of

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

Entities that have ticked box 34(a)

securities

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

 1,000
 0,001 5,000
 0,001 10,000
 100,000
 100,000
 100,000

 37 A copy of any trust deed for the additional *securities

⁺ See chapter 19 for defined terms.

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 date of allotment with an existing ⁺class of quoted ⁺securities?

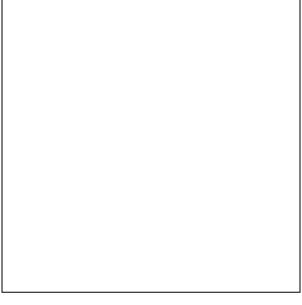
If the additional securities do not rank equally, please state:

- 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
- 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)

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

Number	+Class



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.
- We give ASX the information and documents required by this form. If any information or document not available now, 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:	Fiona Van Maanen	Date:	17 December 2018	
0	(Director /Company secretary)			

Print name: FIONA VAN MAANEN

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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

N/A