

7 July 2017

The Manager  
Company Announcements  
ASX Limited

Dear Sir,

**Appendix 3B – Correction and Appendix 3Y late lodgement**

Please note that the Appendix 3B lodged on 28 November 2016 on behalf of Metal Bank Limited (***the Company***) contained an error in relation to the date of expiry of performance rights issued pursuant to the Metal Bank Performance Rights Plan. The expiry date of these rights is 30 September 2017, which has been corrected in the attached Appendix 3B.

An Appendix 3Y for Tony Schreck is also attached including the performance rights issued to him on 27 November 2016 following approval at the Annual General Meeting held on 24 November 2016. In relation to the late lodgement of this Appendix 3Y, please note the following:

- The late lodgement was due to an oversight by the Company Secretary.
- The Company has a Continuous Disclosure Policy which documents the procedures adopted by the Company to ensure compliance with its continuous disclosure obligations under the Listing Rules, including its obligations under Listing Rule 3.19A, the administration of which is the primary responsibility of the Company Secretary.
- Disclosure by directors of changes to notifiable interests under Listing Rule 3.19A is a standing item at each Board meeting.
- An additional standing item will be added to the agenda of Board meetings regarding notification to ASX of change of directors' notifiable interests, to ensure that all such disclosures or other notice of change of directors' interests are followed up with lodgement of an Appendix 3X, 3Y or 3Z, as required, and that the Secretary provides confirmation to the Chair that this has been done on the next business day following the meeting or other notice.

Yours faithfully,



**Sue-Ann Higgins**  
**Company Secretary**

# 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

Metal Bank Limited

ABN

51 127 297 170

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   | Performance Rights   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 3,402,667 performance rights   |
| 3 | 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) | Performance rights expiring 30 September 2017 issued under the Metal Bank Performance Rights Plan. The Rights entitle the holder to one share in the Company for each Right granted, subject to satisfaction of vesting conditions including that the employees remain employed by the Company for the duration of the Performance Period ending 31 August 2017. |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Shares issued upon vesting of Performance Rights will rank equally with existing ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>No consideration is payable for the Rights or upon issue of shares upon satisfaction of vesting conditions associated with the Rights.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of performance rights to employees and consultants under the Metal Bank Performance Rights Plan approved by shareholders at the Annual General Meeting of the Company held on 12 November 2015.</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>24 November 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>1,736,000 performance rights issued to employees and consultants of the Company</p>

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)	1,666,667 performance rights issued to Tony Schreck, a director of the Company approved pursuant to Listing Rule 10.14 at the Annual General Meeting held on 24 November 2016
6f	Number of securities issued under an exception in rule 7.2	3,402,667 performance rights
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	Capacity under rule 7.1 – 88,931,164 Capacity under rule 7.1A – 59,287,443
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 referece: item 33 of Appendix 3B.</p>	<p>1 September 2016 for 1,736,000 performance rights</p> <p>27 November 2016 for 1,666,667 performance rights</p>

+ See chapter 19 for defined terms.

	Number	+Class
8	712,418,760	Ordinary shares

Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)

	Number	+Class
9	15,000,000	Unlisted options exercisable at 3 cents per share before 30 November 2018
	3,402,667	Performance Rights expiring 30 September 2017, issued pursuant to the Metal Bank Performance Rights Plan

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

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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N/A

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	n/a
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.	
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)	

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+ See chapter 19 for defined terms.

- 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)?
- 33 +Issue date

### 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

#### Refer Annexure 2

- 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

**Refer Annexure 2**

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 

n/a
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39 Class of +securities for which quotation is sought 

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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

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

+ 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 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: ..... Date: 7/7/2017  
(Company secretary)

Print name: Sue-Ann Higgins  
.....

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before the +issue date or agreement to issue	364,262,778
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2               <ul style="list-style-type: none"> <li>25,000,000 approved at EGM 10 May 2016</li> <li>58,625,000 – rights issue 11 May 2016</li> </ul> </li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval               <ul style="list-style-type: none"> <li>57,500,000 approved at EGM 10 May 2016</li> <li>62,620,330 - rights issue 21 October 2016</li> </ul> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period               <ul style="list-style-type: none"> <li>23,595,133 approved at AGM 24 November 2016</li> </ul> </li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	1,271,186 issued under performance rights plan
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	592,874,427

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	88,931,164
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	0
“C”	0
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	88,931,164
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.15] – “C”	88,931,164  <i>Note: this is the remaining placement capacity under rule 7.1</i>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	592,874,427
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	59,287,443
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	0
<b>“E”</b>	0

+ 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>59,287,443</p>
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>0</p>
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p>59,287,443</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

# 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

Name of entity	Metal Bank Limited
ABN	127 297 170

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.

Name of Director	Anthony William Schreck
Date of last notice	24 October 2016

### 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.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by Margaret Schreck, spouse of the Director
Date of change	27 November 2016
No. of securities held prior to change	<ul style="list-style-type: none"> <li>- 16,043,147 ordinary shares comprising 13,445,924 ordinary shares held directly and 2,597,223 ordinary shares held indirectly</li> <li>- 9,000,000 unlisted options exercisable at 3 cents per share expiry date 30 November 2018</li> </ul>
Class	Performance rights expiring 30 September 2017
Number acquired	1,666,667 performance rights
Number disposed	n/a
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	No consideration was payable for the performance rights or upon issue of shares upon satisfaction of vesting conditions associated with the Rights.

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> <li>- 16,043,147 ordinary shares comprising 13,445,924 ordinary shares held directly and 2,597,223 ordinary shares held indirectly</li> <li>- 9,000,000 unlisted options exercisable at 3 cents per share expiry date 30 November 2018</li> <li>- 1,666,667 performance rights held directly</li> </ul>
<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	<ul style="list-style-type: none"> <li>- Issue of performance rights under the Metal Bank Performance Rights Plan in accordance with shareholder approval pursuant to Listing Rule 10.14 obtained at the Annual General Meeting of the Company held on 24 November 2016</li> </ul>

### 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.

Detail of contract	n/a
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
<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	
Interest acquired	
Interest disposed	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

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

+ See chapter 19 for defined terms.