

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme **METALS AUSTRALIA LTD**

ACN/ARSN **008 982 474**

1. Details of substantial holder (1)

Name **Pan Pacific Mining Pty Ltd (ACN 009 245 603, Kalgoorlie Mine Management Pty Ltd (ACN 009 235 625) and Caconda Pty Ltd (ACN 009 057 194 (collectively, "the Group"))**

ACN/ARSN (if applicable) **See above**

The holder became a substantial holder on **22/12/2016**

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	111,500,000	111,500,000	8.67%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Pan Pacific Mining Pty Ltd, Kalgoorlie Mine Management Pty Ltd and Caconda Pty Ltd (collectively, "the Group")	Relevant interest by virtue of Section 608(1) of the Corporations Act 2001	111,500,000

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Pan Pacific Mining Pty Ltd	Pan Pacific Pty Ltd	Pan Pacific Mining Pty Ltd	35,000,000 ordinary securities
Kalgoorlie Mine Management Pty Ltd	Kalgoorlie Mine Management Pty Ltd	Kalgoorlie Mine Management Pty Ltd	75,000,000 ordinary securities
Caconda Pty Ltd	Caconda Pty Ltd	Caconda Pty Ltd	1,500,000 ordinary securities

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the

substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Kalgoorlie Mine Management Pty Ltd	22 December 2016	Nil	Sale of shares in Quebec Lithium Limited	75,000,000 ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Pan Pacific Mining Pty Ltd (ACN 009 245 603, Kalgoorlie Mine Management Pty Ltd (ACN 009 235 625) and Caconda Pty Ltd (ACN 009 057 194)	By reason of James John del Piano being sole director of Pan Pacific Mining Pty Ltd, Kalgoorlie Mine Management Pty Ltd and Caconda Pty Ltd

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Pan Pacific Mining Pty Ltd Kalgoorlie Mine Management Pty Ltd Caconda Pty Ltd James John del Piano	1 st Floor, 8 Parlaiment Place, West Perth, WA, 6005

Signature

print name James John del Piano

capacity SOLE DIRECTOR OF PAN PACIFIC MINING PTY LTD, KALGOORLIE MINE MANAGEMENT PTY LTD AND CACONDA PTY LTD AND IN PERSONAL CAPACITY

sign here



date 16/01/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each

group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.