



METALLICA MINERALS LIMITED

Subsidiary Companies

NORNICO Pty Ltd ACN 065 384 045 | Oresome Australia Pty Ltd ACN 071 762 484 | Greenvale Operations Pty Ltd ACN 139 136 708
Lucky Break Operations Pty Ltd ACN 126 272 580 | Scandium Pty Ltd ACN 138 608 894 | Phoenix Lime Pty Ltd ACN 096 355 761

ABN: 45 076 696 092

22 October 2010

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Metallica Minerals Limited ABN 45 076 696 092 (**Metallica or Company**) will be held at the offices of BDO, Level 18, 300 Queen Street, Brisbane on Wednesday 24 November 2010, commencing at 9.30 am.

AGENDA

The agenda for the meeting is as follows:

- A. Opening of meeting
- B. Consideration and discussion of Audited Financial Statements for the year ended 30 June 2010 (**Audited Financial Statements**), which are being circulated to shareholders who have elected to receive a paper copy of the Company's reports in the attached Annual Report. Shareholders who have given the Company an election to receive an electronic copy of the Company's reports and shareholders from whom the Company has not received an election as to how they wish to receive the Company's reports can directly access the Audited Financial Statements on the Company's website at www.metallicaminerals.com.au/z_news-frameset.htm and by selecting the link, under Annual Reports for 2010, titled "Period Ending 30 June 2010". The Audited Financial Statements were released to the ASX on 22 September 2010.
- C. Consideration of Adoption of the Remuneration Report for the year ended 30 June 2010 (see Resolution 1)

[Note – the vote on this resolution is advisory only and does not bind the Directors of the Company]
- D. Election of Director:
 1. Re-election of Mr David K Barwick as a Director (see Resolution 2)
- E. Increase of the remuneration of non-executive Directors (see Resolution 3)
- F. Other business
- G. Close of meeting

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

**ORDINARY BUSINESS**

To consider and, if thought fit, pass as ordinary resolutions of the Company:

Remuneration Report**Resolution 1**

"That the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2010".

The vote on this Resolution is advisory only and does not bind the Directors of the Company.

Re-election of Director (Resolution 2)**Resolution 2****Re-election of David K Barwick**

"That in accordance with article 15.4 of the current Constitution of the Company, Mr David K Barwick, having retired by rotation and being eligible, offers himself for re-election, be appointed as a Director of the Company".

Resolution 3**Increase in non-executive Director remuneration**

"That for the purposes of ASX Listing Rule 10.17, Article 15.8(f) of the Company's Constitution, and for all other purposes, the maximum aggregate annual remuneration payable to non-executive directors of the Company or any subsidiaries of the Company be increased by \$100,000 to \$300,000 per annum."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

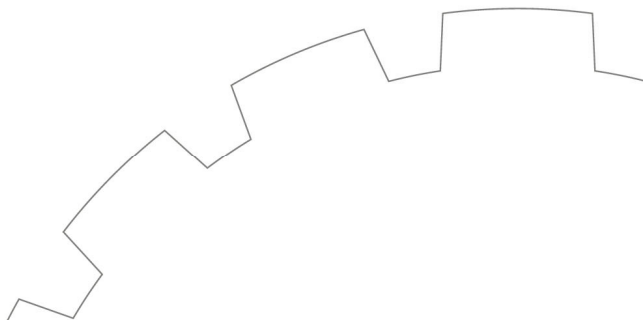
- (a) any Director of the Company or a subsidiary of the Company (Relevant Director); and
- (b) any associate of a Relevant Director.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

A handwritten signature in black ink, appearing to read 'John Kevin Haley'.

**BY ORDER OF THE BOARD
JOHN KEVIN HALEY**





EXPLANATORY STATEMENT

The following information is provided to shareholders of Metallica Minerals Limited ABN 45 076 696 092 (**Metallica** or **Company**) in connection with the business to be considered at the Annual General Meeting of shareholders to be held at the offices of BDO, Level 18, 320 Queen Street, Brisbane on Wednesday 24 November 2010, commencing at 9.30 am.

INTRODUCTION

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the three (3) Resolutions to be put to shareholders.

ORDINARY BUSINESS

Resolution 1: Adoption of Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executive of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Resolution 2: Re-election of David K Barwick as a Director

David K Barwick was appointed as a director and Chairman of the Board of Directors of the Company on 11 March 2004.

Under Article 15.4, the Company's Constitution requires that at each Annual General Meeting, one-third of the Directors in office at the date of the last Annual General Meeting stand for re-election. Mr Barwick retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.



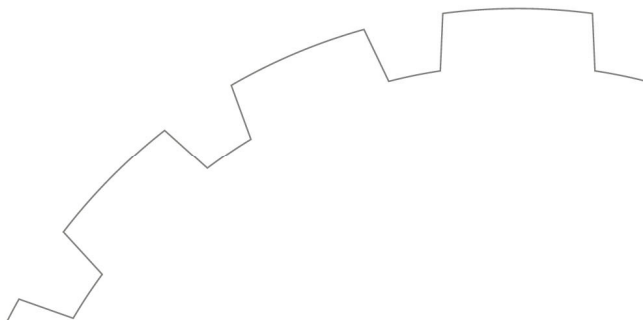
Mr Barwick is a Director and Chairman of the Board of Directors of MetroCoal Limited, Orion Metals Limited and Planet Metals Limited, all ASX listed companies in which Metallica Minerals Limited holds an interest. He was also previously a Director and Chairman of the Board of Directors of Cape Alumina Limited. He is also a Director and Chairman of the Board of Directors of ASX listed Manacomm Limited.

The Directors (with Mr Barwick abstaining) recommend that you vote in favour of this Ordinary Resolution.

Resolution 3: Increase of non-executive Director Remuneration

Pursuant to Resolution 3, the Company is seeking to obtain approval under ASX Listing Rule 10.17 and Article 15.8(f) of the Company's Constitution to increase and set the aggregate annual maximum non-executive Director remuneration payable by the Company (and its subsidiaries) by \$100,000 to \$300,000 per annum.

The current Directors take the view that it is appropriate to increase the maximum non-executive Director remuneration in this manner, to give the Company the flexibility it requires to attract and retain appropriately qualified non-executive Directors to the Board on suitable terms.





INTERPRETATION

Annual General Meeting or Meeting means the annual general meeting of shareholders of the Company convened by the Directors and detailed in the Notice of meeting, or any adjournment thereof;

ASX means the Australian Securities Exchange;

Company means Metallica Minerals Limited ABN 45 076 696 092;

Constitution means the constitution of the Company from time to time;

Corporations Act means the *Corporations Act* 2001 (Cth);

Directors means the board of directors of the Company from time to time;

Explanatory Memorandum means this explanatory memorandum accompanying this Notice;

Listing Rules means the listing rules of the ASX;

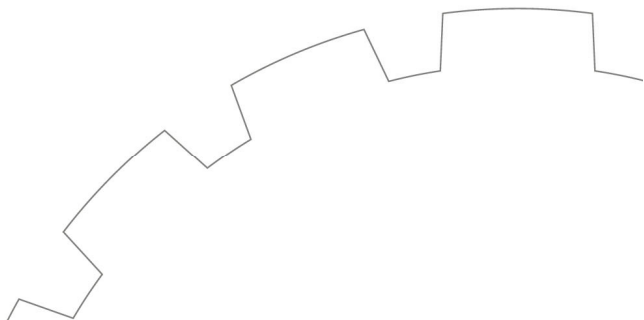
Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Annual General Meeting, accompanying this Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders; and

-oo0oo-

Any inquiries in relation to the resolutions or the Explanatory Memorandum should be directed to Mr John Haley (Company Secretary):

71 Lytton Road, East Brisbane QLD 4169
Tel - +61 7 3249 3000
Fax - +61 7 3249 3001





By mail:
 Metallica Minerals Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 2 8280 7454



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Metallica Minerals Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 9:30am (Brisbane time) on Wednesday, 24 November 2010, at the Offices of BDO, level 18, 300 Queen street, Brisbane and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 Remuneration Report - Non Binding Vote	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of David K Barwick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Increase in non-executive Director remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 3 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
 The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, all joint holders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

- (b) return both forms together.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 6.00pm (Brisbane time) on Monday, 22 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing Instructions

All joint holder must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, ALL shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 9:30am (Brisbane time) on Monday, 22 November 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Metallica Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**