



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 24, 2026

Michael McMullen  
Director and Executive Chair  
Metals Acquisition Corp. II  
c/o Maples Corporate Services Limited  
PO Box 309  
Grand Cayman, KY1-1104  
Cayman Islands

**Re: Metals Acquisition Corp. II  
Registration Statement on Form S-1  
Filed February 2, 2026  
File No. 333-293143**

Dear Michael McMullen:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Stacie Gorman at 202-551-3585 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Jordan M. Leon, Esq.