



Withdrawal of Resolutions at Annual General Meeting

Terramin Australia Limited (ASX: TZN) (**Terramin** or the **Company**) advises that the Board has resolved to withdraw Resolutions 5 to 10 from the agenda of the Annual General Meeting of shareholders scheduled for 11:00am (AEST) today.

Resolution 5 related to the approval to issue an additional 10% of issued capital over a 12 months period. To be eligible to seek approval under ASX Listing Rule 7.1A, a listed entity must have a market capitalisation of \$300 million or less and not be included in the S&P/ASX300 Index. As at 17 May 2017, the Company has a market capitalisation of approximately \$341 million and is therefore ineligible to seek approval under Listing Rule 7.1A.

Resolutions 6 related to the approval of issue of options (and shares) under the Terramin Employee Option Plan (**Option Plan**). The purpose of the Option Plan is to provide employees and directors of the Company with the opportunity to acquire a financial interest in the Company which would align closely their interests with those of shareholders and provide greater incentive for them to focus on the Company's longer term objectives.

Resolutions 7 to 10 related to an issues of shares to directors of the Company who had elected to take shares in lieu of cash. Messrs. Sheng, Kennedy, Siciliano and McGuinness had agreed to take half of their directors' fees in shares, subject to shareholder approval, to assist the Company with cashflow requirements. The purpose of this measure was to reduce corporate expenses and focus expenditures on on-going development programmes at Bird-in-Hand Gold and Tala Hamza Zinc projects.

The Board has decided to withdraw Resolutions 6 to 10 following feedback recently received from some shareholders expressing their views about the issue of securities both as an incentive and compensation measure.

The board acknowledges these views and will continue to engage with shareholders to ensure remuneration and incentives to employees and directors achieve broader shareholder support.

The withdrawal of these resolutions will not affect the validity of the proxy form attached to the Notice of Annual General Meeting or any proxy votes already submitted.

For further information, please contact:

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