

# 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

|   |
|---|
| <b>Name of entity: Terramin Australia Limited</b> |
| <b>ABN: 67 062 576 238</b>                        |

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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Feng Sheng       |
| <b>Date of last notice</b> | 9 September 2014 |

### 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Wanshe Holding Pty Ltd (director and shareholder)<br><br>Asipac Group Pty Ltd (director and shareholder)                               |
| <b>Date of change</b>   | Not applicable   |
| <b>No. of securities held prior to change</b>   | 480,321,177 fully paid ordinary shares by Wanshe Holding Pty Ltd<br><br>116,795,018 fully paid ordinary shares by Asipac Group Pty Ltd |
| <b>Class</b>  | Fully paid ordinary shares   |
| <b>Number acquired</b>  | Not applicable   |
| <b>Number disposed</b>  | Not applicable   |

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+ See chapter 19 for defined terms.

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|   |                |
|---|----------------|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | Not applicable |
| <b>No. of securities held after change</b>  | Not applicable |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Not applicable |

#### 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.

|  |  |
|--|--|
| <b>Detail of contract</b>  | Convertible Notes Subscription Agreement and Deed Poll   |
| <b>Nature of interest</b>  | Indirect interest as director and shareholder of Asipac Group Pty Ltd as convertible note holder   |
| <b>Name of registered holder (if issued securities)</b>  | Asipac Group Pty Ltd   |
| <b>Date of change</b>  | 7 October 2014   |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | 249,825,703 unlisted secured convertible notes issued to Asipac Group Pty Ltd having a face value of \$0.065 maturing on 7 October 2016.<br>The notes are convertible in ordinary shares at the option of the noteholder at any time at a price of \$0.065 per note subject to the requirements of the Corporations Act and the ASX Listing Rules. |
| <b>Interest acquired</b>   | Nil  |
| <b>Interest disposed</b>   | Nil  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | Issue of convertible notes in accordance with shareholder approval at an extraordinary general meeting held on 17 September 2014 to redeem 15,050,000 (US\$1) convertible notes held by Asipac Group Pty Ltd.  |
| <b>Interest after change</b>   | N/A  |

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | N/A |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | N/A |

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<sup>+</sup> See chapter 19 for defined terms.