



**TERRAMIN
AUSTRALIA
LIMITED**

**2015
ANNUAL
REPORT**

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ABOUT TERRAMIN

Terramin Australia Limited engages in the exploration, evaluation and development of base and precious metal projects in Australia and overseas.

Terramin has a clear focus on growing a production pipeline of base and precious metal projects close to infrastructure and with low capital and operating costs. Consistent with this focus, the Group holds a number of highly prospective mineral and deposits exploration tenements across South Australian and Algerian locations.

Projects include the flagship Tala Hamza Zinc Project, which is located on the Mediterranean coast of Algeria and is a joint venture with an Algerian government-owned company, the Bird-in-Hand Gold Project, Angas Zinc Mine and the Adelaide Hills and Gawler Ranges exploration tenements in South Australia. In total, the Group has access to 3 billion pounds of zinc and 233,000 ounces of gold in situ.

Terramin has a highly capable team to take projects from exploration through feasibility to production. This team is supported by a Board which has extensive business experience.

The safety of everyone involved in operations is at the core of the Company. The primary objective is to operate in a manner that builds long term, sustainable value for shareholders.

CORPORATE INFORMATION

DIRECTORS

Feng Sheng
Chairman

Michael Kennedy
Deputy-Chairman

Angelo Siciliano
Non-Executive Director

Kevin McGuinness
Non-Executive Director

Xie Yaheng
Non-Executive Director

CHIEF EXECUTIVE OFFICER

Martin Janes

COMPANY SECRETARY

Stephane Gauducheau

REGISTERED & BUSINESS OFFICE

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AUDITORS

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SHARE REGISTRY

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MAJOR PROJECTS

TALA HAMZA ZINC PROJECT - ALGERIA (65%)

- Mineral Resource of 68.6 million tonnes @ 4.6% zinc and 1.1% lead.
- Recommendations from Definitive Feasibility Study agreed by joint venture partners with on-going programme agreed.
- Extensive infrastructure in place.
- Low power and fuel costs.
- Attractive regional exploration.



ADELAIDE HILLS - SOUTH AUSTRALIA (100%)

- 233,000 ounces at 13 g/t Resource at Bird-in-Hand Gold Project.
- Ore body remains open at depth with further exploration upside nearby.
- Scoping Study for Bird-in-Hand indicates strong economics.
- Existing 400,000 tpa Angas process plant and tailings dam with significant capacity.
- 3,750 square kms of exploration tenement which include over 300 historic gold, copper and base metal mines.



GAWLER RANGES PROJECT - SOUTH AUSTRALIA (100%)

- Existing Mineral Resource of 7.7 million tonnes @ 3.1% zinc and 2.6% lead.
- Exploration has identified extensive untested epithermal vein systems and show related zones.
- Prospective for IOCG deposit, epithermal Ag-Pb-Zn deposits and tin-tungsten and copper-gold skarns.



Dear Fellow Shareholders

The past calendar year has been one of rapid change in the mining industry as a result of declining base metal prices while gold prices have increased amid concerns about the global economy in general and the Chinese economy in particular. These factors have impacted many resources companies.

In this context, Terramin has continued to focus on the development of the Tala Hamza Zinc and Bird-in-Hand Gold Projects with good progress being made on these projects despite these challenging market conditions.

The near-term outlook for both zinc and gold prices is positive. A number of zinc mine closures has significantly reduced the supply of zinc to the point where there is a shortage of zinc concentrate supply. Most analysts expect this deficit to widen as there is very little new mine production expected to come on stream in coming years. Zinc prices are expected to move up as a result of this.

Gold continues to be well supported due to renewed interest in the metal as a safe haven investment, the expansion of gold markets in emerging economies (particularly in Asia) and the weaker Australian dollar against the US dollar.

The outlook for both metals bodes well for Terramin's projects and the simultaneous development of both projects as soon as possible is the key objective for the Company. In addition, in the current environment challenging many resource companies, Terramin continues to consider and assess a number of projects that would be complementary or add value to the Company's portfolio.

Tala Hamza Zinc Project

The year started with the completion of a formal review of the revised Definitive Feasibility Study (DFS) by Terramin's joint venture partner, ENOF, following which the partners have concluded that based on a new mining method (underhand drift and fill) the study meets the objectives and expectations of the joint venture partners and provides a strong basis to move towards a decision to mine.

The partners also agreed that a work programme be completed in anticipation of a decision to mine. The work programme includes desktop work and a geotechnical and hydrological drilling programme. This work programme formed the basis for the re-issue of the exploration licence for the Tala Hamza project on 1 February 2016 by the Algerian regulator. The work programme is on-going and preparations are under way for drilling to proceed in the coming months.

In November, Terramin hosted a successful visit of a delegation from ENOF and Algerian Ministry of Mines to China. The delegation visited a number of operations relevant to the Tala Hamza Zinc Project including the underground mine site No3 in Jinchuan (Northern China) which utilises an underhand drift cut and fill mining method. The visit provided additional confidence to the partners' choice in the mining method and represents a significant step towards a decision to mine.

The importance of these events should not be underestimated. As a result of the strengthening of the relationship with its joint venture partner and the Algerian government and the work that has gone into revisiting the Definitive Feasibility Study to accommodate the objectives of both parties, Terramin and ENOF are now getting closer than they have ever been to proceeding with the development of the Tala Hamza project. The completion of the work programme to finalise the Definitive Feasibility Study and take a decision to mine is the joint venture partner's objective for the year 2016.

Bird-in-Hand Gold Project

The Bird-in-Hand Gold Project offers a rare opportunity to develop a high grade gold mine (at 13 g/t) utilising extensive existing capital infrastructure at the Angas Mine. This project offers the potential for low capital costs and high returns.

The focus in 2015 has been completing the very extensive water and environmental base line studies in preparation for the lodgement of a mining lease application. In recent days, the Company has commenced a drilling programme to provide geotechnical and hydrogeological information for mine design including the layout of underground capital infrastructure and location of the portal. This drilling programme will be completed in the first half of 2016 and the mining lease application is expected to be lodged later in 2016.

Terramin has also completed the acquisition of a strategic land holding of 365,000 m² in close proximity to the Bird-in-Hand deposit which the Company intends to use to build the mine portal and surface infrastructure required to operate the mine. This acquisition significantly enhances the Company's ability to develop the project. In addition this land sits above a number of known smaller gold deposits which may increase the life of the Bird-in-Hand mine. This makes it a very attractive proposition and as noted above the Company's priority for the project is to lodge a mining lease and acquire all necessary approvals prior to expanding the ore resource further.

Exploration

Given the importance and timing of the Tala Hamza Zinc Project and the Bird-in-Hand Gold project, exploration activity at Terramin has been maintained at moderate levels. Terramin holds a strong portfolio of tenements that have potential and we have continued to undertake desktop and field research to expand our understanding of this potential. The board strongly believes in the exploration potential of the region and was pleased that, the Company, through its subsidiary Menninnie Metals, regained 100% control of the Menninnie Dam tenements. In addition, the Company is taking advantage of its in-house exploration capability and market conditions to increase its exploration footprint at minimal cost.

Balance Sheet

During the year, the Company also finalised the restructure of its balance sheet which has resulted in the overall Group debt reducing considerably from approximately \$34.0 million (as at 31 December 2014) to \$8.3 million (as at 31 December 2015). The remaining \$8.3 million debt has been restructured in October 2015 as part of a \$10.0 million facility with Asipac Group with a two year term. The support from our shareholders and former debt holders has been exceptional and is a significant vote of confidence in the future of the Company.

Concluding Remarks

Terramin is in a strong position with two advanced development projects in their final stages of pre-development in base and precious metals that have strong fundamentals and a positive outlook. The board is convinced that the experience and commitment of its management and staff will be critical in delivering these projects. The board looks forward to an exciting year ahead.



Feng Sheng

Chairman



TERRAMIN AUSTRALIA LIMITED

2015 FINANCIAL REPORT

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DIRECTORS' REPORT

for the Year Ended 31 December 2015

Your Directors submit their report on the consolidated entity being Terramin Australia Limited (the **Company** or **Terramin**) and its controlled entities (the Group), for the financial year ended 31 December 2015 and auditor's report thereon.

DIRECTORS

The following persons were Directors of the Company during the whole of the year and up to the date of the report unless stated otherwise:

Mr Feng Sheng

Non-Executive Chairman - Appointed 17 April 2013

Mr Sheng is Chairman of Melbourne based Asipac Group (including Asipac Capital Pty Ltd and Asipac Group Pty Ltd) (Asipac). He has owned and operated several businesses over the years predominantly focused in property investment and development. Asipac is an active investor in the resources sector and a significant shareholder in Terramin. Asipac is also an active member of the Australia China Business Council and sponsors the organisation at both a national and state level. He is also a Director of Western Mediterranean Zinc Spa (WMZ), the company which owns and operates the Oued Amizour Zinc Project in Algeria.

Mr Michael H Kennedy BComm (Economics)

Non-Executive Deputy Chairman - Appointed 15 June 2005

Mr Kennedy has enjoyed a 40 year career in the non-ferrous mining and smelting industry, and has held a number of senior marketing and logistics roles with the CRA/RTZ Group, managing raw material sales from the Bougainville, Broken Hill, Cobar and Woodlawn mines, managed raw material purchases and supply into the Port Pirie lead smelter, Budel zinc smelter (Netherlands), and the Avonmouth (UK) and Cockle Creek (Newcastle) zinc-lead smelters. He was the resident Director of the Korea Zinc group of companies in Australia from 1991 until 2005, which encompassed the construction and commissioning of the Sun Metals zinc refinery in Townsville. Mr Kennedy is Deputy-Chairman of the Board, and a member of the Audit, Risk and Compliance Committee, the Nominations and Remuneration Committee and the Independent Review Committee. Mr Kennedy is also a Director of WMZ. Mr Kennedy is a Director of ASX listed Resource Base Limited.

Mr Angelo Siciliano FIPA, Registered Tax Agent, BBus

Non-Executive Director - Appointed 2 January 2013

Mr Siciliano has more than 20 years' experience as an accountant in property development and financial services. Mr Siciliano is the Chief Financial Officer of Asipac and for the last 16 years has owned and managed an accounting practice predominantly focussing on taxation advice and business consulting. Mr Siciliano is a fellow of the Institute of Public Accountants and is a Director of ASX listed Resource Base Limited. He is a member of the Company's Audit, Risk and Compliance Committee, and of the Nominations and Remuneration

Committee.

Mr Kevin McGuinness

Non-Executive Director - Appointed 17 April 2013

Mr McGuinness is a finance executive with more than 20 years of experience as a Director and in executive management with ASX listed and private companies in the mining, medical equipment industries and not-for-profit organisations. Mr McGuinness was previously the Chief Financial Officer of Exact Mining Services. He is the current Chairman of Zero Waste SA, a Director and former Chairman of the Royal Zoological Society of SA and a former Director of Ellex Medical Lasers Limited. Mr McGuinness is Chair of the Audit, Risk and Compliance Committee, the Nominations and Remuneration Committee and Independent Review Committee. Mr McGuinness is also a Director of WMZ.

Mr Yaheng Xie MSc, Senior Engineer

Non-Executive Director - Appointed 18 September 2009

Mr Xie is Vice-President of China Nonferrous Metals Industry's Foreign Engineering and Construction Company Limited (NFC) and Chairman of Guangdong Zhujiang Rare Earth Co Limited, a company in which NFC holds a 72% interest. Mr Xie's first degree is in electrical engineering and he was a senior electrical engineer at the Design Institute. Mr Xie has further degrees in finance and business administration, and project management experience at zinc and copper mines in Mongolia, Zambia and Vietnam.

COMPANY SECRETARY

Mr Stéphane Gauducheau is the Group's Legal Counsel and Company Secretary. He is a lawyer with more than 15 years experience in commercial, corporate and financing transactions. Mr Gauducheau is admitted to legal practice in South Australia and in France.

MEETINGS OF DIRECTORS

The number of meetings of the Company's Board of Directors and of each Board committee held during the year ended 31 December 2015, and the number of meetings attended by each Director were:

	Directors' Meetings		Audit, Risk & Compliance Committee		Nominations & Remuneration Committee		Independent Review Committee	
F Sheng	E	A	E	A	E	A	E	A
	5	4	-	-	-	-	-	-
MH Kennedy	5	5	2	2	1	1	1	1
A Siciliano	5	5	2	2	1	1	-	-
K McGuinness	5	5	2	2	1	1	1	1
Y Xie	5	2	-	-	-	-	-	-

E Number of meetings eligible to attend.

A Number of meetings attended.

PRINCIPAL ACTIVITIES

During the period there were no significant changes in the nature of the Group's principal activities which continued to focus on the development of and exploration for base and precious metals (in particular zinc, lead and gold) and other economic mineral deposits.

OPERATING RESULTS

The consolidated loss of the Group after providing for income tax was \$6.5 million for the year ended 31 December 2015 (2014 restated: \$8.1 million).

The major contributors to the result were interest costs, write-down of consumables and inventories and expenditure written off in relation to the Oued Amizour Zinc Project.

The consolidated net asset position as at 31 December 2015 was \$49.6 million, increased from \$23.9 million as at 31 December 2014.

DIVIDENDS PAID OR RECOMMENDED

No dividends were paid or declared during the year and no recommendation was made to pay a dividend.

REVIEW OF OPERATIONS

During the year, the Company continued to focus on the exploration and evaluation of base and precious metal projects in Australia and Algeria. In 2015, the Company continued the work to complete a revised Definitive Feasibility Study (DFS) for the development of the Tala Hamza zinc deposit in the Oued Amizour Zinc Project in Algeria in collaboration with its Algerian joint venture partner. The Company also continued the hydrogeology and other environmental studies as part of the Preliminary Feasibility Study for the Bird-in-Hand Gold Project in South Australia.

Highlights for each of the Company's major projects are reported below.

Oued Amizour Zinc Project

(Terramin 65%)

The Oued Amizour Zinc Project includes the Tala Hamza zinc deposit and is 100% owned by Western Mediterranean Zinc (WMZ). Terramin has a 65% shareholding in WMZ, the remaining 35% is held by two Algerian government owned companies: *Enterprise Nationale des Produits Miniers Non-Ferreux et des Substances Utiles Spa* (ENOF) (32.5%) and *Office National de Recherche Géologique et Minière* (ORGM) (2.5%). WMZ was formed following a resolution of the State Participation Council to create a joint venture between ENOF and Terramin for the development and mining of the Tala Hamza zinc-lead deposit.

During the year, Terramin prepared a work programme to complete the revised DFS. The revised DFS and associated environmental studies are based on a new mining method approved by the joint venture partners, the underhand drift and fill method. During the year the partners agreed on the work programme, which include desktop work and a geotechnical and hydrological drilling programme, forming the basis for the renewal of the Tala

Hamza exploration licence. This exploration licence is necessary to undertake the drilling component of the programme in accordance with Algerian legislation. The licence was renewed by the Algerian mining regulator, *Agence Nationale des Activités Minières* on 1 February 2016. The work programme is on-going and preparation for drilling is under way.

In the last quarter of the year, Terramin hosted a successful visit of a delegation from ENOF and the Algerian Ministry of Mines to China. The Algerian delegation was accompanied by Terramin senior management and board members and visited a number of operations relevant to the Tala Hamza Zinc Project including the underground mine site No. 3 in Jinchuan (Northern China) which utilises an underhand drift cut and fill mining method. The visit provided additional confidence to the partners' choice in the mining method and represents a significant step towards a decision to mine.

Terramin's plans for the year ahead are to complete the revised feasibility study in collaboration with its Algerian partners, proceed with a decision to mine by the WMZ board and lodge the application for a mining lease to mine the Tala Hamza zinc deposit.

Bird-in-Hand Gold Project

(Terramin Exploration Pty Ltd 100%)

The Bird-in-Hand Gold Project is located approximately 30km north of Terramin's existing mining and processing facilities at the Angas Zinc Mine (**Angas**). The project has a high grade Resource of 233,000 ounces of gold which is amenable to underground mining.

It is anticipated that subject to required regulatory approvals, the Bird-in-Hand material will be processed utilising the facilities at Angas which can be modified to process gold-bearing material. The existing tailings dam at Angas has the capacity to hold all the Bird-in-Hand tailings.

Terramin expects additional mineralisation exists down plunge of the defined Resource (the mineralisation is open at depth) and possibly as separate lodes along strike based on structural and lithological interpretations, grade distribution and the distribution of historic gold mines close to the project.

During the year, the Company focused on completing the water and environmental base line studies in preparation for the lodgement of a mining lease application. The most comprehensive aquifer investigation in the Western Mount Lofty Ranges catchment area was conducted to determine the aquifer properties (permeability, flow rates and groundwater interaction to feed into a hydrological model) which will be utilised to identify water management techniques. For this groundwater investigation a number of investigation bores, pump tests and regional groundwater surveys were undertaken. In addition to the hydrological studies the Company undertook additional studies to establish baseline data such as meteorological and weather conditions, dust and noise monitoring, surface water flows, traffic monitoring as well as flora and fauna surveys. Community consultation commenced during the year with a number

DIRECTORS' REPORT

for the Year Ended 31 December 2015 (continued)

of meetings with local residents and interested parties. These meetings are an opportunity for the Company to address community concerns about water and the general impact of the proposed mine.

In the second half of the year Terramin completed the acquisition of a 36 hectare parcel of land in close proximity to the Bird-in-Hand deposit. The Company plans to use the land to build the mine portal and surface infrastructure required to operate the mine.

The Company has also undertaken a large revegetation programme to reduce the visibility of the surface mine infrastructure and provide additional native habitat to local species.

During the year the Company prepared a revised geological drilling programme to target critical drilling required for engineering design. The drilling programme takes into account geotechnical and hydrogeological requirements for mine design, specifically the layout of underground capital infrastructure and location of the portal. This drilling programme started at the end of February 2016 and will be completed in the first half of 2016.

Angas Zinc Mine (Terramin 100%)

The Angas Zinc Mine is located 2km outside the town of Strathalbyn, 60km from Adelaide. The mine is currently in care and maintenance pending the resumption of exploration at depth and near mine, in addition to evaluation of the development of the Bird-in-Hand Gold Project. The site remains in compliance with the lease conditions on all levels.

During the year the Company progressed the elaboration of the Angas Zinc Mine closure plan (**Closure Plan**). Various iterations of the Closure Plan were discussed with the Department of State Development (**DSD**) in order to review and satisfy DSD's requirements. The key aspects of the Closure Plan discussed with DSD relate to the mine entrance and the tailings dam. An engineered soil cover (known as Phytocap) proposed in the Closure Plan was chosen to cover the tailings dam which, after analysis, was considered the best solution to achieve successful closure.

Adelaide Hills Project (Terramin / Terramin Exploration Pty Ltd 100%)

The Adelaide Hills Project consists of twelve contiguous exploration tenements that cover 3,493km² stretching 120km between Victor Harbor and Kapunda. This project area is considered prospective for gold, copper, lead, zinc and rare earth elements. In addition to Bird-in-Hand current active project areas include: Kapunda, Wheal Barton and Cambrai.

During the year, Terramin was awarded drilling grant of \$45,000 by the SA Government backed PACE programme to explore the Wheal Barton copper project.

Work was undertaken around several old mines in the

Adelaide Hills including Kapunda (EL 5262) and North Rhine (EL 4712) copper mines. Data collected included ground magnetics, ground EM and soil geochemistry.

During the reporting period Terramin was granted tenement EL5662 (previously ELA2015/00027), located 70km NE of Adelaide. The large, post-orogenic mafic intrusions in the northern part of the Padthaway Ridge, particularly the Cambrai pluton located in EL5662, are considered prospective for Nova Bollinger style nickel and copper mineralisation.

Gawler Ranges Project (Terramin 100% through its wholly owned subsidiary Menninnie Metals Pty Ltd)

During the year, Menninnie Metals terminated the Farm-in and Joint Venture Agreement with Musgrave Minerals Ltd (**Musgrave**) for the Menninnie Dam Project. Menninnie Metals retains 100% of the Menninnie Dam Project with Musgrave relinquishing its farm-in rights. In consideration, Menninnie Metals has agreed to pay Musgrave a net smelter royalty (**NSR**) of 1.0% in respect of tenements EL 5039 and EL 4813. Menninnie Metals will have the right (but not the obligation) to buy back 50% of the NSR (being 0.5%) for \$1,250,000 within 60 days of receiving product sale proceeds from these tenements.

The former Menninnie and Mt Ive projects have been combined into a single project called the Gawler Ranges Project. The project is located in the southern Gawler Ranges, a part of the Gawler Craton of South Australia that is becoming increasingly recognised as an under-explored region with high discovery potential.

The project comprises a group of ten Exploration Licences totalling 4539km² and one Exploration Licence Application covering 214km². The project area is prospective for a range of deposit styles that host combinations of gold, silver, copper, molybdenum, lead, zinc, rare earth elements, graphite, and tin ± tungsten. The project hosts the Menninnie Dam deposit, the largest undeveloped lead-zinc deposit in South Australia. The lodes at Menninnie Central and Viper have been combined to estimate a JORC 2004 compliant Inferred Resource totalling: 7.7Mt @ 3.1% Zn, 2.6% Pb and 27g/t Ag, at a 2.5% Pb+Zn cut-off (ASX: TZN 1st March 2011).

Since resuming control of the entire Project the Company has conducted field mapping and sampling focusing on epithermal quartz (± hematite) vein systems, which are considered features to be near-surface expressions of IOCG hydrothermal systems.

Corporate

During the year, the Company finalised the financial restructure which had been on-going for the past few years.

In February 2015, a US\$ convertible note holder converted its US\$11,000,000 convertible notes having a face value of US\$0.10 each (**US\$ Notes**) into shares. In accordance with the terms of a convertible notes deed poll, the US\$ Notes were converted in 110,000,000 fully

paid ordinary shares. In addition, the Company issued 1,083,558 fully paid ordinary shares in satisfaction of interest payable on the Notes as at the conversion date.

In May 2015 the Board resolved to restructure the Chairman's role and responsibilities. The Board resolved to appoint Mr Feng (Bruce) Sheng as non-executive Chairman and Mr Michael Kennedy as non-executive Deputy Chairman. Mr Kennedy assists Mr Sheng as Deputy Chairman and continues to act as independent director on the Board of Terramin.

Asipac Group Pty Ltd (**Asipac**) converted its 249,825,703 convertible notes (**A\$ Notes**) into shares. The A\$ Notes, which were approved by shareholders on 17 September 2014, had a face value of A\$0.065 each or \$16,238,670.70 in total. In accordance with the terms of the convertible notes deed poll, the A\$ Notes were converted in 249,825,703 fully paid ordinary shares. In addition, the Company issued 2,706,551 fully paid ordinary shares in satisfaction of interest payable on the A\$ Notes as at the conversion date.

At the end of the year, Terramin raised \$3 million by way of a share placement to two new local investors. A total of 16,638,935 shares were issued at a 5-day volume weighted average price of Terramin shares prior to issue.

In October, the Company and Asipac agreed to extend and increase the debt facilities provided by Asipac. The \$4.0 million Corporate debt facility entered into by Terramin (**Corporate Facility**) and the \$4.3 million Bird-in-Hand debt facility entered into by Terramin Exploration (**BIH Facility**) have been increased to \$5.0 million each for a two-year term. The terms of these new facilities are at commercial arm's length and are broadly the same as the maturing Corporate and BIH Facilities. The security structure for each Facility is unchanged, however, under the terms of the Bird-in-Hand Facility, Terramin Exploration has granted a mortgage over recently acquired land for the Bird-in-Hand Gold project to Asipac.

In addition, Terramin Exploration Pty Ltd selected Asipac Capital Pty Ltd, a related party of Asipac, as its marketing agent for the sale of gold products into Asian markets and China in particular. Under the Agreement, Asipac Capital will market gold products to be produced from the Bird-in-Hand Gold Project.

During the year, the Company received a Research and Development Tax Refund for an amount of approximately \$1.1 million.

There were 1,000,000 unlisted options over fully paid ordinary shares in the capital of the Company cancelled during the period. During the same period, no options were exercised and no options were granted.

Also during the year the Board of the Company created the Independent Review Committee (**IRC**). This committee is composed of independent directors, Mr McGuinness (chairman) and Mr Kennedy. The role of the IRC is to ensure that highest corporate governance standards are adhered to. In particular the IRC may review, assess and if appropriate, recommend transactions to the Board for which related party transaction issues may arise. The IRC meets as required.

No additional directors fees are paid to Mr Kennedy and Mr McGuinness for their work within the IRC.

Business Development Activities

Throughout 2015, the Company continued to identify, assess and, where appropriate, pursue the acquisition of interests in advanced mining projects.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

No significant change in the state of affairs of the Group occurred during the financial year, other than as already referred to in this report.

SUBSEQUENT EVENTS

On 1 February 2016, the Exploration Licence for the Oued Amizour project was re-issued for a term of one and a half years. It follows the general agreement between Terramin and its Algerian joint venture partners that the revised feasibility study in respect of Tala Hamza is positive and meets the objectives and expectations of the partners and, in its current form, provides a strong basis to progress towards a decision to mine.

In the Directors' opinion, no other events or circumstances have arisen since the end of the financial year that have significantly affected or may significantly affect the operations of the Company or the Group, the results of those operations, or the state of affairs of the Group in future years that have not been otherwise disclosed in this report.

FUTURE DEVELOPMENTS

The Group will continue to work with its Algerian partners to complete the revised definitive feasibility study to reach a decision to mine and proceed with the development of the Tala Hamza Zinc Project. The Group also intends to continue to progress the Bird-in-Hand Gold Project through a Preliminary Feasibility Study and a geotechnical drilling programme. The Group intends to continue to undertake appropriate exploration and evaluation expenditure, thereby enabling it to maintain good title to all its prospective mineral properties until decisions can be made to successfully develop and exploit, sell or abandon such properties. New projects will continue to be sought and evaluated.

ENVIRONMENTAL MANAGEMENT

The Group (in particular the Company's Angas Zinc Mine) is subject to significant environmental regulation under both Commonwealth and South Australian legislation in relation to its exploration, development and mining activities. Exploration Licences and Mining Leases are issued subject to various obligations as to environmental monitoring and rehabilitation, and ongoing compliance with all relevant legislative obligations. The Group's Directors, employees and consultants are committed to achieving a high standard of environmental performance, which is monitored by the Audit, Risk and Compliance Committee.

Environmental monitoring at Angas is continuing whilst

DIRECTORS' REPORT

for the Year Ended 31 December 2015 (continued)

in the care and maintenance phase. Terramin remains compliant with the terms of the Angas Mining Lease.

To the best of the Directors' knowledge there have been no material breaches or other material instances of non-compliance, nor any recorded known areas of outstanding non-compliance, with any applicable environmental legislation or other regulations.

CORPORATE GOVERNANCE

The Board has adopted the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations – 3rd Edition" (ASX Recommendations). The Board regularly monitors and reviews its existing and required policies, charters and procedures with a view to ensuring its compliance with the ASX Recommendations to the extent deemed appropriate for the size of the Company and its development status.

A summary of the Company's ongoing corporate governance practices is set out annually in the Company's annual report.

Good corporate governance practices are also supported by the ongoing activities of the following Board committees:

- Audit, Risk and Compliance Committee;
- Nominations and Remuneration Committee; and
- Independent Review Committee

SHARE CAPITAL

(a) Ordinary Shares

As at 31 December 2015, there were 1,795,043,184 fully paid ordinary shares in the capital of the Company on issue. No new shares have been issued since that date.

(b) Unlisted options outstanding at the date of this report

At the date of this report there were 3,800,000 unlisted options over fully paid ordinary shares in the capital of the Company on issue.

Expiry Date	Exercise Price \$	Number of Options on Issue
7-Apr-16	0.53	300,000
19-Dec-17	0.135	1,750,000
19-Dec-18	0.135	1,750,000
TOTAL		3,800,000

No person entitled to exercise an option had or has any right by virtue of the option to participate in any share issue of the Company or any other body corporate.

(c) Unlisted options exercised/cancelled during the year

There were no unlisted options over fully paid ordinary shares in the capital of the Company exercised during the period. During the year 1,000,000 options lapsed and were cancelled.

(d) Unlisted options exercised/cancelled since 31 December 2015

No unlisted options over fully paid shares in the Company have been exercised or cancelled since 31 December 2015.

REMUNERATION REPORT - AUDITED

This remuneration report for the year ended 31 December 2015 outlines the remuneration arrangements of the Company in accordance with requirements of the Corporations Act 2001 (**Act**) and its regulations. This information has been audited as required by section 308 of the Act.

The remuneration report details the remuneration arrangements for Key Management Personnel (**KMP**). Under the Accounting Standards, KMPs are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company including any Director (whether executive or otherwise). The information regarding remuneration and entitlements of the Company's Board and KMP required for the purposes of section 300A of the Act is provided below

(a) Directors and Other Key Management Personnel Information

The following persons were Directors of the Company during the financial year and up until the date of this report unless stated otherwise:

I. Non-Executive Directors

Mr F Sheng (Chairman - Non-Independent)
Mr MH Kennedy (Deputy Chairman - Independent)
Mr A Siciliano (Non-Independent)
Mr K McGuinness (Independent)
Mr Y Xie (Non-Independent)

The following persons are also KMP of the Group:

II. Other Key Management Personnel

Mr MS Janes (Chief Executive Officer)
Mr JF Ranford (Chief Technical Officer and Operations Manager)
Mr SD Gauducheau (Legal Counsel and Company Secretary)

There have been no changes to KMP after the reporting date and before the date the Financial Report was authorised for issue.

(b) Nominations and Remuneration Committee

The Nominations and Remuneration Committee is a committee of the Board. The current members of the committee are Mr K McGuinness (Chair), Mr MH Kennedy and Mr A Siciliano.

The Committee is responsible to assist the Board to:

- ensure it is of an effective composition, size and commitment to adequately discharge its responsibilities and duties; and
- independently ensure that the Company adopts and complies with remuneration policies that:
 - attract, retain and motivate high calibre Directors and Executives so as to enhance performance by the Company;
 - are consistent with the human resource needs of the Company; and
 - motivate Directors and management to pursue the long-term growth and success of the Company within an appropriate control framework and ensure that shareholder and employee interests are aligned.

(c) Remuneration Policy and Practices

This report outlines the remuneration arrangements for KMP of the Company. It is recognised that the performance of the Company depends on the quality and skills of its Directors and Executives. The Board is mindful of the need to attract, motivate and retain highly skilled Directors and Executives.

Compensation of KMPs of the Group is competitively set to attract and retain appropriately qualified and experienced Directors and Executives in accordance with the following principles:

- Provide competitive rewards in accordance with market standards to attract and retain high calibre Directors and other KMP; and
- Link rewards with the strategic goals and performance of the Group and the creation of shareholder value (by the granting of share options where appropriate).

The policy for determining the nature and amount of remuneration of the KMP includes consideration of individual performance in addition to the overall performance of the Group. Historically, the Group's performance was measured by a range of financial and production indicators. Since the Angas Zinc Mine was placed in care and maintenance, the remuneration of KMPs is dependent upon achievement of progress towards a number of company objectives: (1) restructure of the company's financial position (including debt and on-going funding); (2) progress towards the development of the Oued Amizour Zinc Project (including delivery of revised DFS, decision to mine by the partners, approvals, funding and transition towards development); (3) progress towards the development of the Bird-in-Hand Gold Project (including approvals, financing, firming and expanding the existing resource); and (4) growing the

Company's assets.

(d) Use of Remuneration Consultants

From time to time the Nominations and Remuneration Committee may seek external remuneration advice as required. No such advice was obtained during the reporting period.

(e) Remuneration Report Approval

Terramin Australia Limited received more than 90% of 'yes' votes on its Remuneration Report for the financial year ending 31 December 2014. The Company received no specific feedback on its Remuneration Report at the 2014 Annual General Meeting.

(f) Executive Remuneration and Incentives

I. Fixed Remuneration

The fixed portion of Executive remuneration packages comprises a base salary, statutory superannuation payment and FBT charges related to employee benefits, such as car parking.

Executive performance and remuneration packages are reviewed at least annually by the Nominations and Remuneration Committee. The review process includes consideration of both individual performance and the overall performance of the Group.

II. Incentives

Performance based remuneration may include both short-term and long-term incentives, and is designed to reward KMP for meeting or exceeding key performance indicators (KPI's). KPI's may include financial metrics and completion of key group objectives. The Board may from time to time approve the award of such incentives subject to satisfaction of KPI's. The short-term incentive (STI) is an "at risk" bonus which may be provided in the form of cash and/or equity securities. There are no current fixed STI's in place with current KMP.

Long-term incentives may be provided under the Terramin Australia Employee Option Plan (EOP). The plan was approved by shareholders at the 2013 Annual General Meeting and is valid for 3 years. The Directors may grant options to employees to acquire shares at an exercise price set by the Board. Each share option converts into one ordinary share of the Company when exercised. The grant of options is linked to the achievement of the Company's objectives (refer item (c) of the remuneration report) and the creation of shareholder value.

There was no issue made under the EOP during the year.

III. Employment Contracts

Mr Janes, the Company's Chief Executive Officer, entered into an employment contract in June 2013 with no fixed term. Either party may terminate the employment contract without cause by providing 2 months written notice or (in the case of the Company) by making payment in lieu. During the reporting period Mr Janes received a salary of \$350,000 per annum (excluding superannuation).

Mr Ranford, the Company's Chief Technical Officer and Operations Manager, entered into an employment

DIRECTORS' REPORT

for the Year Ended 31 December 2015 (continued)

contract with the Company in June 2012. Under this contract, Mr Ranford receives a salary of \$293,550 per annum (excluding superannuation). Either party may terminate the employment contract without cause by providing 6 months written notice or (in the case of the Company) by making payment in lieu.

Mr Gauducheau, the Group's Legal Counsel and Company Secretary, signed an employment contract in November 2009 which was subsequently amended. Under this contract, Mr Gauducheau receives a salary of \$200,000 per annum (excluding superannuation). Either party may terminate the employment contract without cause by providing 2 months written notice or (in the case of the Company) by making payment in lieu.

Termination payments of any Executives or employees are not payable in the instance of resignation or dismissal for serious misconduct.

(g) Directors Remuneration

I. Remuneration

The maximum aggregate fees payable to Non-Executive Directors is subject to approval by shareholders at a general meeting. All securities issued to Directors and related parties must be approved by shareholders at a general meeting.

Non-Executive Directors are either paid a base fee plus superannuation, or remunerated via contractual arrangements approved by the Board and negotiated in consultation with the Nominations and Remuneration Committee. The current Non-Executive base fees are \$40,000 per annum which is consistent with fees paid to other Non-Executive Directors of comparable companies. Company policy supports the issue, where appropriate, of equity securities to Directors (whether Executive or Non-Executive) to help ensure Directors' interests are aligned with those of shareholders.

The aggregate fees paid to Non-Executive Directors during 2015 was \$189,341 (with a further \$117,863 remaining unpaid at reporting date) compared to the maximum limit approved by shareholders at the 2010 Annual General Meeting of \$700,000.

The Board recognises that from time to time, Non-Executive Directors are called upon to provide services in addition to their usual Director's duties. Accordingly, Directors may be compensated for additional duties undertaken at the request of the Board, for instance extensive travels to Algeria or meetings with overseas investors. In accordance with Company policy additional

compensation of up to \$1,000 per day may be provided to Directors for work additional to standard Board duties. This form of Non-Executive compensation is only provided in circumstances where Directors are required to commit time beyond that expected of a Non-Executive Director role and requires continuous commitment of 2 or more days. Additional remuneration may be paid in shares in lieu of cash subject to shareholder approval. A total of \$4,000 was paid to Non-Executive Directors during 2015 in relation to work outside of standard Board duties.

II. Director Options

Other than noted above, there were no options or other equity securities issued to Directors during the year as remuneration.

III. Retirement or other Post-Employment Benefits

The Company has no policy to provide benefits to its Directors or Executives upon their retirement or otherwise upon cessation of employment, other than by making the statutory superannuation guarantee contributions as required by law.

IV. Board and Committees – Membership and Remuneration

The following table sets out the Chair and members of each committee and the annual fees allocated for each position.

Committee	Chairman Fee \$	Vice Chairman Fee \$	Member Fee \$
Each Non-Executive Director	100,000	60,000	40,000
Additional work to standard Board duties ¹	1,000/day	1,000/day	1,000/day
Audit, Risk & Compliance			
K McGuinness (Chair), MH Kennedy, A Siciliano	7,500	-	5,000
Nominations & Remuneration			
K McGuinness (Chair), MH Kennedy, A Siciliano	7,500	-	5,000
Independent Review			
K McGuinness (Chair), MH Kennedy	-	-	-

1. Subject to Board approval to compensate for work undertaken in addition to standard Director's duties and requires a commitment of 2 or more days.

(h) Parent Entity Directors' and Executives' Remuneration and Entitlements

During the year, the following cash and non-cash payments were made to the KMP:

		Short Term			Post Employment		Share-based payments			Total
		Salary & Fees	Contract Payments	Cash Bonus	Super-annuation Benefits	Termination Benefits	Share Options	Shares	%	
Non-Executive Directors^{1/2}										
MH Kennedy	2015	79,684	-	-	5,907	-	-	-	0.0%	85,591
	2014	117,324	-	-	11,009	-	-	35,000	21.4%	163,333
A Siciliano	2015	-	50,000	-	-	-	-	-	0.0%	50,000
	2014	-	66,333	-	-	-	-	35,000	34.5%	101,333
F Sheng	2015	-	76,613	-	-	-	-	-	0.0%	76,613
	2014	-	50,000	-	-	-	-	35,000	41.2%	85,000
K McGuinness	2015	-	59,000	-	-	-	-	-	0.0%	59,000
	2014	-	70,000	-	-	-	-	35,000	33.3%	105,000
Y Xie	2015	-	40,000	-	-	-	-	-	-	40,000
	2014	-	40,000	-	-	-	-	-	-	40,000
Key Management Personnel										
MS Janes	2015	350,000	-	-	33,250	-	-	-	0.0%	383,250
	2014	350,000	-	-	32,813	-	1,405	-	0.4%	384,218
JF Ranford	2015	293,550	-	-	27,887	-	-	-	0.0%	321,437
	2014	293,550	-	-	27,581	-	937	-	0.3%	322,068
SD Gauducheau	2015	200,000	-	-	19,000	-	-	-	0.0%	219,000
	2014	200,000	-	-	18,750	-	937	-	0.4%	219,687
TOTAL	2015	923,234	225,613	-	86,044	-	-	-	-	1,234,891
	2014	960,874	226,333	-	90,153	-	3,279	140,000	-	1,420,639

1. Refer to page 10 of the Directors' Report for details of Non-Executive Directors' fees allocated by role.

2. From 1 July 2015 director remuneration for all Non-executive Directors (other than Mr Xie) is split as 50% to be paid in cash and 50% to be issued in shares pending shareholder approval at the next Annual General Meeting. Total amount to be issued in shares to the Directors (other than Mr Xie) is \$107,863, which is included within Trade and Other Payables within the financial statements.

(i) Key management personnel – shares and options over equity instruments

The movement during the reporting period in the number of ordinary shares or options over ordinary shares in Terramin Australia Limited by each KMP is as follows:

	Shares Balance 1 Jan 15	Shares Acquired during Year	Shares Granted as Remuneration ¹	Shares Disposed of during Year	Balance Shares 31 Dec 15
Parent Entity Directors					
MH Kennedy	3,771,404	-	-	-	3,771,404
A Siciliano	9,181,084	-	-	-	9,181,084
K McGuinness	1,895,370	-	-	-	1,895,370
F Sheng	597,116,195	263,311,654	-	(240,160,589)	620,267,260
Y Xie	-	-	-	-	-
Other Key Management Personnel					
MS Janes	760,000	-	-	-	760,000
JF Ranford	500,000	-	-	-	500,000
SD Gauducheau	683,771	-	-	-	683,771
Total	613,907,824	263,311,654	-	(240,160,589)	637,058,889

DIRECTORS' REPORT

for the Year Ended 31 December 2015 (continued)

(i) Key management personnel – shares and options over equity instruments (continued)

	Options Balance 1 Jan 15	Options Granted as Incentive ¹	Options Exercised	Options Cancelled	Balance Options 31 Dec 15
Parent Entity Directors					
MH Kennedy	-	-	-	-	-
A Siciliano	-	-	-	-	-
K McGuinness	-	-	-	-	-
F Sheng	-	-	-	-	-
Y Xie	-	-	-	-	-
Other Key Management Personnel					
MS Janes	1,750,000	-	-	(250,000)	1,500,000
JF Ranford	1,000,000	-	-	-	1,000,000
SD Gauducheau	1,040,000	-	-	(40,000)	1,000,000
Total	3,790,000	-	-	(290,000)	3,500,000

1. Details of shares and options including terms and exercise price are included at item (j) of the remuneration report.

The KMP of the Company had the following direct or indirect interests in the equity of the Company as at the date of this report:

	Fully paid ordinary shares	Options
Parent Entity Directors		
MH Kennedy	3,771,404	-
A Siciliano	9,181,084	-
K McGuinness	1,895,370	-
F Sheng	620,267,260	-
Y Xie	-	-
Other Key Management Personnel		
MS Janes	760,000	1,500,000
JF Ranford	500,000	1,000,000
SD Gauducheau	683,771	1,000,000
Total	637,058,889	3,500,000

(j) Shares and Options Issued or Lapsed during the Year

No shares or options were granted to Non-executive Directors as remuneration during the year. No shares or options were granted to other KMPs as remuneration during the year. In January 2015, 1,000,000 unlisted options lapsed and were accordingly cancelled of which 290,000 belonged to current KMP.

(k) Other Director and Key Management Personnel transactions

Some KMP, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

These entities transacted with the Group in the reporting period. The terms and conditions of the transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-Director related entities on an arm's length basis.

The value of transactions relating to KMP and entities over which they have control or significant influence were

as follows:

Directors fees outstanding as at 31 December:

	2015	2014
M Kennedy ¹	17,500	-
A Siciliano ¹	12,500	6,000
K McGuinness ¹	15,125	-
F Sheng ¹	41,998	15,000
Y Xie ¹	29,998	-
Total	117,121	21,000

1. Mr Kennedy, Mr Siciliano, Mr McGuinness, Mr Sheng and Mr Xie are Non- Executive Directors of the Company.

Other transactions with related parties are disclosed at note 19(b).

(l) Share Trading Policies

All Company employees and contractors, Directors and Executives are subject to the Company's Share Trading Policy (available on the Company's website) with respect to limiting their exposure to risk in relation to the Company's securities, including securities issued as an element of Executive remuneration. The Company's Share Trading Policy requires all officers, employees

and consultants to the Company to notify the Chairman and Company Secretary of any intention to deal in the Company's securities, whether by sale or purchase of shares on market, or the exercise of options. The notified dealing is subject to the approval of the Chairman. In addition, and in accordance with ASX Listing Rule 12, the Company's trading policy provides that all Directors, officers and consultants are prohibited from trading in the Company's securities during specific periods. The Board considers that, in light of the size and structure of the Company and the absence of a secondary market for the Company's securities, this policy provides adequate protection against unauthorised dealings by Directors and specified Executives, in particular in relation to risk mitigation. The current Share trading policy has been approved by the board on 9 April 2015.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Directors' and Officers' Liability Insurance has been subscribed to. The officers of the Company and the Group covered by the insurance policy includes any person acting in the course of duties for the Company or the Group who is or was a Director, secretary or senior Executive. The contract of insurance prohibits the disclosure of the nature of the liability covered and the amount of the premium. The Group has not otherwise, during or since the end of the period, indemnified or agreed to indemnify an officer or auditor of the Group or any related body corporate against a liability incurred as such an officer or auditor.

NON-AUDIT SERVICES

Additional services provided during the year by the Company's auditors, Grant Thornton Audit Pty Ltd included taxation advice in respect of the Company's employee share ownership plan and exploration activities in Algeria. Fees paid for these services totalled \$2,000 and have been accounted for as administrative expenses. In accordance with advice from the Company's Audit Committee, the Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001 and that auditor independence was not compromised.

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration for the year ended 31 December 2015 can be found on page 13 and forms part of the Directors' Report

LITIGATION

As at the date of this report, no person has applied to the Court under section 237 of the Act for leave to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company of all or any part of those proceedings. No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Act.

ROUNDING

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998. In accordance with the class order, amounts in the financial reports have been rounded off to the nearest thousand dollars, unless otherwise stated.

Signed in Adelaide this 8th day of March 2016 in accordance with a resolution of the Board of Directors.



Feng Sheng
Chairman




Kevin McGuinness
Director

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. the financial statements and notes, as set out on pages 17 to 42, and the remuneration disclosures contained in pages 6 to 11 of the Directors' Report, are in accordance with the Corporations Act 2001, and:
 - a. comply with Accounting Standards and the Corporations Regulations 2001; and
 - b. give a true and fair view of the financial position as at 31 December 2015 and of the performance for the year ended on that date of the consolidated entity;
2. the Chief Executive Officer and Commercial Manager have each declared that:
 - a. the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;
 - b. the financial statements and notes for the financial year comply with the Accounting Standards;
 - c. the declaration is provided in accordance with section 295A of the Corporations Act 2001 and is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks; and
 - d. the financial statements and notes for the financial year give a true and fair view;
3. in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
4. the consolidated financial statements comply with International Financial Reporting Standards as disclosed in note 2(a). This declaration is made in accordance with a resolution of the Board of Directors.



Feng Sheng

Chairman

8 March 2016



Kevin McGuinness

Director

8 March 2016

AUDITOR'S INDEPENDENCE DECLARATION



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AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF TERRAMIN AUSTRALIA LIMITED

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Terramin Australia Limited for the year ended 31 December 2015, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink that reads "Grant Thornton,".

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

A handwritten signature in blue ink that reads "J L Humphrey".

J L Humphrey
Partner – Audit & Assurance

Adelaide, 8 March 2016

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INDEPENDENT AUDIT REPORT



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TERRAMIN AUSTRALIA LIMITED

Report on the financial report

We have audited the accompanying financial report of Terramin Australia Limited (the "Company"), which comprises the consolidated statement of financial position as at 31 December 2015, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require us to comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

Auditor's opinion

In our opinion:

- a the financial report of Terramin Australia Limited is in accordance with the Corporations Act 2001, including:
 - i giving a true and fair view of the consolidated entity's financial position as at 31 December 2015 and of its performance for the year ended on that date; and
 - ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Material uncertainty regarding continuation as a going concern

Without qualifying our opinion, we draw attention to Note 2(c) to the annual financial statements. The annual financial statements indicate that the consolidated entity incurred a net loss of \$6.5 million for the year ended 31 December 2015 bringing accumulated losses to \$172.3 million. In addition, the Group incurred a net cash outflow of \$5.0 million from operating and investing activities. The consolidated entity continues to be reliant upon completion of capital raising or the raising of additional debt for continued operations and the provision of working capital.



These conditions, as set out in Note 2(c), indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business at the amounts stated in the year financial report.

Report on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 31 December 2015. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion on the remuneration report

In our opinion, the remuneration report of Terramin Australia Limited for the year ended 31 December 2015, complies with section 300A of the Corporations Act 2001.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

A handwritten signature in blue ink, appearing to read "J L Humphrey".

J L Humphrey
Partner – Audit & Assurance

Adelaide, 8 March 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the Year Ended 31 December 2015

	Note	2015 \$'000	2014 \$'000
Revenue	4	-	17
Raw materials, consumables and other direct costs		(571)	(1,000)
Employee expenses		(1,132)	(998)
Depreciation and amortisation	10	(37)	(59)
Exploration and evaluation expensed (Oued Amizour Zinc Project)		(987)	(1,838)
Loss on disposal of plant and equipment		-	(1,087)
Write down of consumable and spare part inventories		(563)	(427)
Mine rehabilitation obligation expense	13	219	(283)
Share option expense	24	-	(4)
Other expenses		(530)	(713)
Loss before net financing costs and income tax		(3,601)	(6,392)
Finance income	6	13	82
Finance costs	6	(3,978)	(3,231)
Net finance costs		(3,965)	(3,149)
Loss before income tax		(7,566)	(9,541)
Income tax benefit	17	1,120	1,441
Loss for the year		(6,446)	(8,100)
Attributable to:			
Owners of the Company		(6,091)	(7,472)
Non-controlling interest	22	(355)	(628)
Loss for the year		(6,446)	(8,100)
Other comprehensive (loss)/income			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences for foreign operations		(1,397)	(623)
Other comprehensive (loss) for the year, net of income tax		(1,397)	(623)
Total comprehensive loss for the year attributable to equity holders of the Company		(7,843)	(8,723)
Attributable to:			
Owners of the Company		(7,467)	(8,103)
Non-controlling interest		(376)	(620)
Total comprehensive loss for the year		(7,843)	(8,723)
Loss per share attributable to the ordinary equity holders of the Company:			
	Note	2015	2014
Basic (loss) per share - (cents per share)	26(a)	(0.37)	(0.59)
Diluted (loss) per share - (cents per share)	26(b)	(0.37)	(0.59)

The Consolidated Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

for the Year Ended 31 December 2015

	Note	2015 \$'000	2014 \$'000
Assets			
Cash and cash equivalents	7	2,601	943
Trade and other receivables	9	38	128
Other assets		78	71
Total current assets		2,717	1,142
Non-current assets			
Inventories	8	663	1,233
Property, plant and equipment	10(a)	8,557	7,153
Exploration and evaluation	10(b)	53,521	53,382
Total non-current assets		62,741	61,768
TOTAL ASSETS		65,458	62,910
Liabilities			
Current liabilities			
Trade and other payables	11	2,091	1,615
Short term borrowings	12	31	3,629
Provisions	13	259	358
Total current liabilities		2,381	5,602
Non-current liabilities			
Long term borrowings	12	7,917	27,749
Provisions	13	5,610	5,658
Total non-current liabilities		13,527	33,407
TOTAL LIABILITIES		15,908	39,009
NET ASSETS		49,550	23,901
Equity			
Share capital	14	203,913	168,828
Reserves	15	3,617	6,586
Accumulated losses		(172,272)	(166,181)
Total equity attributable to equity holders of the Company		35,258	9,233
Non-controlling interest	16	14,292	14,668
TOTAL EQUITY		49,550	23,901

The Consolidated Statement of Financial Position is to be read in conjunction with the notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the Year Ended 31 December 2015

2015	Share capital \$'000	Share option reserve \$'000	Translation reserve \$'000	Other components of equity \$'000	Accumulated losses \$'000	Total \$'000	Non-controlling interest \$'000	Total equity \$'000
Balance at 1 January 2015	168,828	8,970	(3,977)	1,593	(166,181)	9,233	14,668	23,901
Loss for the year	-	-	-	-	(6,091)	(6,091)	(355)	(6,446)
Other comprehensive income								
Foreign currency translation differences	-	-	(1,376)	-	-	(1,376)	(21)	(1,397)
Total other comprehensive income	-	-	(1,376)	-	-	(1,376)	(21)	(1,397)
Total comprehensive income for the year	-	-	(1,376)	-	(6,091)	(7,467)	(376)	(7,843)
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Issue of ordinary shares	33,492	-	-	-	-	33,492	-	33,492
Conversion of convertible notes	1,593	-	-	(1,593)	-	-	-	-
Total contributions by and distributions to owners	35,085	-	-	(1,593)	-	33,492	-	33,492
Balance at 31 December 2015	203,913	8,970	(5,353)	-	(172,272)	35,258	14,292	49,550

2014	Share capital \$'000	Share option reserve \$'000	Translation reserve \$'000	Other components of equity \$'000	Accumulated losses \$'000	Total \$'000	Non-controlling interest \$'000	Total equity \$'000
Balance at 1 January 2014	159,796	8,966	(3,346)	-	(158,709)	6,707	15,288	21,995
Loss for the year	-	-	-	-	(7,472)	(7,472)	(628)	(8,100)
Other comprehensive income								
Foreign currency translation differences	-	-	(631)	-	-	(631)	8	(623)
Total other comprehensive income	-	-	(631)	-	-	(631)	8	(623)
Total comprehensive income for the year	-	-	(631)	-	(7,472)	(8,103)	(620)	(8,723)
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Equity component of debt facilities ¹	-	-	-	1,593	-	1,593	-	1,593
Issue of ordinary shares	9,074	-	-	-	-	9,074	-	9,074
Share issue costs	(42)	-	-	-	-	(42)	-	(42)
Share options issued	-	4	-	-	-	4	-	4
Total contributions by and distributions to owners	9,032	4	-	1,593	-	10,629	-	10,629
Balance at 31 December 2014	168,828	8,970	(3,977)	1,593	(166,181)	9,233	14,668	23,901

1. Refer to note 12 - Borrowings.

The Consolidated Statement of Change in Equity is to be read in conjunction with the notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the Year Ended 31 December 2015

	Note	2015 \$'000	2014 \$'000
Cash from operating activities:			
Receipts from customers		-	1,010
Payments to suppliers and employees		(1,791)	(4,825)
Financing costs and interest paid		(281)	(961)
Interest received		11	40
Research and development tax concession received		-	1,441
Total cash (used in) operating activities	18	(2,061)	(3,295)
Cash flows from investing activities:			
Proceeds from the sale of fixed assets		-	582
Acquisition of property, plant and equipment		(29)	49
Exploration and evaluation expenditure		(2,912)	(2,659)
Net cash (used in) investing activities		(2,941)	(2,028)
Cash flows from financing activities:			
Proceeds from the issue of share capital		3,000	1,000
Payment of transaction costs on debt and/or equity		(450)	(378)
Proceeds from borrowings		4,272	18,514
Repayment of borrowings		(164)	(17,513)
Net cash from financing activities		6,658	1,623
Other activities:			
Net increase/(decrease) in cash and cash equivalents		1,656	(3,700)
Net foreign exchange differences		2	(156)
Cash and cash equivalents at beginning of year		943	4,799
Cash and cash equivalents at end of year	7	2,601	943

The Consolidated Statement of Cash Flows is to be read in conjunction with the notes to the consolidated financial statements.

to the Consolidated Financial Statements for the Year Ended 31 December 2015

1. REPORTING ENTITY

The consolidated financial statements cover the consolidated entity of Terramin Australia Limited and its controlled entities (the Group). Terramin Australia Limited is a listed public company, incorporated and domiciled in Adelaide, Australia. The Group is primarily involved in the development of, and exploration for, precious and base metals (in particular gold, zinc and lead) and other economic mineral deposits.

2. BASIS OF PREPARATION

(a) Statement of Compliance

The consolidated financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards (including Australian interpretations) issued by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board (IASB). Terramin Australia Limited is a for-profit entity for the purpose of preparing the financial statements.

Terramin Australia Limited is a public company incorporated and domiciled in Australia. The address of its registered office is Level 3, 70 Hindmarsh Square, SA, 5000.

The financial report was authorised for issue by the Directors on 8 March 2016.

(b) Basis of Measurement

The financial statements are presented in Australian dollars (AUD), have been prepared on an accruals basis and are based on historical costs, except for plant and equipment and derivative financial instruments measured at fair value and the provision for mine rehabilitation measured at the present value of future cash flows.

The Group is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998. In accordance with the Class Order, amounts in the financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

(c) Going Concern

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

During 2015, the Group incurred a loss of \$6.5 million, bringing accumulated losses to \$172.3 million. As at 31 December 2015 the Group's current assets exceeded its current liabilities by \$0.3 million. The Group had net assets of \$49.6 million.

The financial report has been prepared on a going concern basis on the expectation that the Group can

raise additional debt or equity as required. The Directors are aware that additional debt or equity will be required within 12 months, in order to continue as a going concern. The Group's ability to raise equity will rely on investor confidence in the development of the Bird-in-Hand Gold Project or that the \$41.4 million investment in the Oued Amizour Zinc Project can be realised through mining or sale.

The Directors note that the matters outlined above indicate material uncertainty, which may cast significant doubt on the ability of the Group to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business. At the date of this report, the Directors believe that the Group has adequate resources to continue to explore, evaluate and develop the Group's areas of interest and will ensure the Company has sufficient funds to meet its obligations. Subject to market conditions the Directors believe there are reasonable grounds to conclude that the Company will be able to raise funds by way of equity to fund anticipated activities and meet financial obligations. For the reasons outlined above, the Board has prepared the financial report on a going concern basis.

(d) Use of Estimates and Judgements

The preparation of the financial statements in conformity to IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in the following notes:

- *Note 3(g) – Ore reserves: estimates of the amount of product in an area of interest that can be expected to be profitably extracted, processed and sold under current and foreseeable economic conditions.*
- *Note 3(i) - Exploration and Evaluation Expenditure: recoverable amount and ore reserve estimates.*
- *Note 3(k) - Provisions: estimated cost of rehabilitation, decommissioning and restoration.*
- *Note 3(l) - Share Based Entitlements and Payments: assumptions are required to be made in respect to measuring share price volatility, dividend yield, future option holding period and other inputs to the Black-Scholes option pricing model fair value calculations.*

NOTES

to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

2. BASIS OF PREPARATION (continued)

- Note 3(r) - Recognition of tax losses: assessment of the point in time at which it is deemed probable that future taxable income will be derived.

(e) New and Amended Standards Adopted by the Group

I. Changes in accounting policies

The accounting policies adopted in the preparation of this Annual Report are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014.

II. Accounting Standards and Interpretations issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended that potentially impact the Group but are not yet effective and have not been adopted by the Group for the annual reporting period ended 31 December 2015 are outlined below:

AASB 9 Financial Instruments

AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities and includes a forward-looking 'expected loss' impairment model and a substantially-changed approach to hedge accounting.

These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are:

- Financial assets that are debt instruments will be classified based on: (i) the objective of the entity's business model for managing the financial assets; and (ii) the characteristics of the contractual cash flows.
- Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income (instead of in profit or loss). Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.
- Introduces a 'fair value through other comprehensive income' measurement category for particular simple debt instruments.
- Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.

- Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:

- the change attributable to changes in credit risk are presented in Other Comprehensive Income ('OCI')
- the remaining change is presented in profit or loss

If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss.

Otherwise, the following requirements have generally been carried forward unchanged from AASB 139 into AASB 9:

- classification and measurement of financial liabilities; and
- derecognition requirements for financial assets and liabilities.

AASB 9 requirements regarding hedge accounting represent a substantial overhaul of hedge accounting that enable entities to better reflect their risk management activities in the financial statements.

Furthermore, AASB 9 introduces a new impairment model based on expected credit losses. This model makes use of more forward-looking information and applies to all financial instruments that are subject to impairment accounting.

The entity is yet to undertake a detailed assessment of the impact of AASB 9. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 31 December 2018.

AASB 15 Revenue from Contracts with Customers

Replaces AASB 118 Revenue, AASB 111 Construction Contracts and some revenue-related Interpretations:

- establishes a new revenue recognition model
- changes the basis for deciding whether revenue is to be recognised over time or at a point in time
- provides new and more detailed guidance on specific topics (e.g. multiple element arrangements, variable pricing, rights of return, warranties and licensing)
- expands and improves disclosures about revenue

The entity is yet to undertake a detailed assessment of the impact of AASB 15. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 31 December 2018.

2. BASIS OF PREPARATION *(continued)*

IFRS 16 – Leases

IFRS 16 will replace IAS 17 Leases for financial reporting periods beginning on or after 1 January 2019. Early

adoption is permitted for companies that also apply IFRS 15 Revenue from Contracts with Customers.

The key features of the new standard are:

- elimination of classification of leases as either operating leases or finance leases for a lessee
- the recognition of lease assets and liabilities on the balance sheet, initially measured at present value of unavoidable future lease payments
- recognise depreciation of lease assets and interest on lease liabilities on the statement of profit or loss and other comprehensive income over the lease term
- separation of the total amount of cash paid into a principal portion and interest in the statement of cashflows
- short-term leases (less than twelve months) and leases of low-value assets (such as personal computers) are exempt from the requirements

As the standard was only issued post the end of the year end, management have not yet had an opportunity to fully consider the impact on the financial statements, however do not expect any material impact.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 31 December 2015. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 31 December.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss

of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

(b) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of four months or less.

(c) Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. The cost of mining stocks include direct material, direct labour, transportation costs and a proportion of variable and fixed overhead costs relating to mining activities. Net realisable value is the amount to be obtained from the sale of the item of inventory in the normal course of business less the estimated costs of completion and any anticipated selling costs to be incurred prior to its sale. Non-current inventories represent inventories of spare parts and consumables which are not expected to be used within 12 months.

(d) Trade and Other Receivables

Trade and other receivables are recognised at cost and carried at original invoice amount less allowances for impairment losses.

Impairment of receivables is not recognised until objective evidence is available that a loss event has occurred. Significant receivables are individually assessed for impairment.

(e) Property, Plant and Equipment

Property

Freehold land is measured at cost and buildings are measured at amortised cost.

Plant and equipment

Plant and equipment are measured on the cost basis less depreciation and any impairment losses recognised.

The depreciable amount of all property, plant and equipment, excluding freehold land, is depreciated on either a diminishing value, straight line or units of use basis over their useful lives to the Group commencing from the time the asset is held ready for use. The depreciation rates used for each class of depreciable asset is the lesser of the rate determined by the life of the mining operation and:

Class of Asset	Depreciation rates
Motor vehicles	22.5 - 25%
Computer and office equipment	15 - 40%
Plant and equipment	5 - 33%
Leasehold improvements	20%
Buildings and other infrastructure	5 - 33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Mining property and development

Mining property and development expenditure for the establishment of access to mineral reserves, together with expenditure transferred from exploration and evaluation and expenditure incurred in the commissioning of a mine are capitalised to the extent that the expenditure results in future benefits. These amounts are amortised, upon commencement of production, over the estimated economic reserve of the mine on a units of use basis.

Construction in progress

During the construction phase, self-constructed assets are classified as construction in progress within property, plant and equipment. Once commissioned these assets are reclassified to property, plant and equipment at which time they will commence being depreciated. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

(f) Impairment of Assets

Non-financial Assets

At each reporting date, the Group reviews the carrying values of its non-financial assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset is determined and compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is recognised as an expense in the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. A CGU is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups.

Impairment losses recognised in respect of CGU's are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised, with the exception that any previously impaired goodwill should not be re-recognised.

Financial Assets

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its current fair value.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in the profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognised previously in equity is transferred to the profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss.

Recoverable Amount

In assessing whether the carrying amount of an asset is impaired, the asset's carrying value is compared with its recoverable amount. The recoverable amount of non-financial assets or cash-generating units (CGU) is the greater of their fair value or realisable value less costs to sell and value in use. In assessing fair value, or value in use, estimates and assumptions including the appropriate rate at which to discount cash flows, the timing of the cash flows, expected life of the relevant area of interest, exchange rates, commodity prices, ore reserves, future capital requirements and future operating performance are used. The recoverable amount of an asset or CGU will be impacted by changes in these estimates and assumptions which could result in an adjustment to the carrying amount of that asset or CGU.

(g) Ore Reserves

Economically recoverable ore reserves represent the estimated quantity of product in an area of interest that can be expected to be profitably extracted, processed and sold under current and foreseeable economic conditions. The Group historically determined and reported ore reserves under the standards incorporated in the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves, 2004 edition (the JORC code). Going forward the Group will determine and report ore reserves under the standards incorporated in the 2012 edition of the JORC code. The determination of ore reserves includes estimates

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

and assumptions about a range of geological, technical and economic factors, including quantities, grades, production techniques, recovery rates, production costs, transport costs, commodity demand, commodity prices and exchange rates. Changes in a project's ore reserve impacts the assessment of recoverability of exploration and evaluation assets, property, plant and equipment and intangible assets, the carrying amounts of assets depreciated on a units of production basis, provisions for site restoration and the recognition of deferred tax assets, including tax losses.

(h) Investments in Associates and Joint Arrangements

Associates are those entities over which the Group is able to exert significant influence but which are not subsidiaries.

A joint venture is an arrangement that the Group controls jointly with one or more other investors, and over which the Group has rights to a share of the arrangement's net assets rather than direct rights to underlying assets and obligations for underlying liabilities. A joint arrangement in which the Group has direct rights to underlying assets and obligations for underlying liabilities is classified as a joint operation.

Investments in associates and joint ventures are accounted for using the equity method. Interests in joint operations are accounted for by recognising the Group's assets (including its share of any assets held jointly), its liabilities (including its share of any liabilities incurred jointly), its revenue from the sale of its share of the output arising from the joint operation, its share of the revenue from the sale of the output by the joint operation and its expenses (including its share of any expenses incurred jointly).

Any goodwill or fair value adjustment attributable to the Group's share in the associate or joint venture is not recognised separately and is included in the amount recognised as investment.

The carrying amount of the investment in associates and joint ventures is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate and joint venture, adjusted where necessary to ensure consistency with the accounting policies of the Group.

Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

(i) Exploration and Evaluation Expenditure

Exploration and evaluation costs, including the costs of acquiring licenses, are capitalised as exploration and evaluation assets (E&E assets) on an area of interest basis pending determination of the technical

feasibility and commercial viability of the project. When a licence expires and is not expected to be renewed, is relinquished or a project is abandoned, the related costs are recognised in the profit or loss immediately. With respect to the Oued Amizour Zinc Project, all exploration and evaluation costs have been expensed for the year. As the exploration licence was renewed in 2016, the Company will resume carrying the value of E&E costs from that date.

Tangible and intangible E&E assets that are available for use are depreciated (amortised) over their estimated useful lives. Upon commencement of production, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the reserves.

E&E assets are assessed for impairment if (1) sufficient data exists to determine technical feasibility and commercial viability, and (2) facts and circumstances suggest that the carrying amount exceeds the recoverable amount (see impairment note 3(f)). E&E assets are assessed for impairment when any of the following facts and circumstances exist:

- The term of the exploration license in the specific area of interest has expired during the reporting period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area are not budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the decision was made to discontinue such activities in the specified area; or
- Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

E&E assets are transferred to development assets once the technical feasibility and commercial viability of an area of interest can be demonstrated. E&E assets are assessed for impairment, and any impairment loss is recognised prior to being reclassified.

Pre-licence expenditure and expenditure deemed to be unsuccessful is recognised in the profit or loss immediately.

(j) Trade and Other Payables

Trade payables and other payables are stated at cost.

(k) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Site restoration liability

A provision is recognised for the estimated cost of rehabilitation, decommissioning and restoration relating to areas disturbed during operation of the Angas Zinc Mine up to reporting date but not yet rehabilitated. The provision is based upon current cost estimates and has been determined on a discounted basis with reference to current legal requirements and technology. As the provision represents the discounted value of the present obligation, using a pre-tax rate that reflects current market assessments and the risks specific to the liability, the increase in value of the provision due to the passage of time will be recognised as a borrowing cost in the profit or loss in future periods. The provision is recognised as a non-current liability (in line with the expected timescales for the work to be performed), with a corresponding asset taken to account and amortised over the life of the mine. At each reporting date the rehabilitation liability is reviewed and re-measured in line with changes in discount rates and timing and the amounts of the costs to be incurred based on area of disturbance at reporting date. Changes in the liability relating to the re-assessment of rehabilitation estimates are recognised directly within the profit or loss.

(l) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to reporting date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs.

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national Government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share Based Payments

The Group uses share options to provide incentives to Directors, employees and consultants. During 2015, no options were issued to KMPs of the Group under the Terramin Australia Limited Employee Option Plan. The Board, upon the recommendation of the Nominations and Remuneration Committee, has discretion to determine the number of options to be offered to Eligible Employees (as that term is defined by the EOP) and the terms upon which they are offered, including exercise price and vesting conditions. The fair value of options at grant

date is independently determined using an option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future trends, which may not eventuate. The life of the options is based on the historical exercise patterns, which may not eventuate in the future.

The fair value of options granted is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and recognised as an expense over the period during which the Directors, employees or consultants become unconditionally entitled to the options (vesting period).

Upon the exercise of options, the balance of the share based payments reserve relating to those options is transferred to share capital.

(m) Leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases (refer notes 12 and 27). Finance leases are capitalised at lease inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included as loans and borrowings. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit or loss and other comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the lesser of the asset's useful life and the lease term.

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

An onerous lease contract arises when the unavoidable costs exceed the benefits expected to be generated by the contract. Where onerous leases are identified a provision for the present value of future payments is recognised.

(n) Loans and Borrowings

Borrowings are recognised initially at fair value less attributable transaction costs.

Subsequent to initial recognition, loans and borrowings are stated at amortised cost, with any difference between cost and redemption value being recognised in the profit or loss over the period of the borrowings on an effective interest basis. Loans and borrowings with a determinable

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

payment due less than twelve months from reporting date are classified as current liabilities.

The fair value of the liability portion of a convertible note is determined using a market interest rate for an equivalent non-convertible note. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the notes. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity when the conversion option meets the equity definition at inception.

(o) Financing Costs

Financing costs include interest payable on borrowings calculated using the effective interest method, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, finance lease charges, mark to market of USD denominated monetary assets and liabilities, and the impact of the unwind of discount on long-term provisions for site restoration.

Financing costs incurred in relation to the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other financing costs are expensed as incurred.

(p) Foreign Currency Transactions and Balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. The consolidated financial statements are presented in AUD, which is the Group's functional and presentation currency. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Foreign currency differences are recognised in the profit or loss.

The assets and liabilities of foreign operations are translated to AUD at exchange rates at the reporting date. The income and expenses of foreign operations are translated to AUD at exchange rates at the dates of the transactions. These foreign currency differences at the reporting date are recognised directly in equity.

(q) Share Capital

Ordinary shares are classified as equity. Qualifying transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax benefit.

(r) Income Tax

The charge for current income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the reporting date.

Deferred tax is accounted for using the liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability settled. Deferred tax is credited in the profit or loss except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised. Determination of future tax profits requires estimates and assumptions as to future events and circumstances, in particular, whether successful development and commercial exploitation, or alternatively sale, of the respective areas of interest will be achieved. This includes estimates and judgements about commodity prices, ore reserves (note 3(g)), exchange rates, future capital requirements, future operational performance and the timing of estimated cash flows.

Changes in these estimates and assumptions could impact on the amount and probability of estimated taxable profits and accordingly the recoverability of deferred tax assets.

The Group is part of an income tax consolidated group under the Australian Tax Consolidation Regime.

(s) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(t) Revenue

Revenue from commodity sales is recognised when the risks and rewards of ownership have been transferred to the buyer, the quantity of the goods has been reasonably accurately determined, the price is determinable and recovery of consideration is probable. This is generally when title to the goods transfers to the buyer.

Commodity sales are recognised net of all discounts and pricing adjustments, refining and distribution costs as applicable based on either fixed or provisional pricing and assays. Commodity sale contracts allow for provisional prices and assays to be estimated where metal prices or final assays are not able to be established until future

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to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

periods. Revenue on provisional commodity sales is adjusted in future periods as final pricing and assays are confirmed.

(u) Derivatives

Commodity and foreign exchange hedging in fixed forward contracts are utilised to reduce short term exposure to commodity and foreign exchange.

These derivative financial instruments are initially recognised at fair value on the date the derivative contract is entered into and are subsequently re-measured to fair value. The method of recognising the changes in fair value subsequent to initial recognition is dependent on whether the derivative is designated as a hedging instrument, the nature of the underlying item being hedged and whether the arrangement qualifies for hedge accounting.

The Group has not designated the derivative contracts entered into during the period as hedges for accounting purposes. As such, changes in fair value of hedges are recognised immediately in the statement of profit or loss and other comprehensive income and are included in finance income or costs.

(v) Earnings Per Share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprises convertible notes and share options granted to employees, Directors, consultants and other third parties.

(w) Segments

The consolidated entity has identified its operating segments to be its Australian interests and its International Northern African interests, based on the different geographical regions and the similarity of assets within those regions. This is the basis on which internal reports are provided to management for assessing performance and determining the allocation of resources within the consolidated entity.

A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those segments operating in other economic environments.

Segment information is presented only in respect of the Group's geographical segments, being Australia and Northern Africa, which is the basis of the Group's internal reporting.

(x) Compound Financial Instruments

Compound financial instruments issued by the Group comprise convertible notes that can be converted to share capital at the option of the holder where the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not include an equity conversion option. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the debt component and recognised as a separate component of equity. Subsequent to recognition, the liability component is measured on the amortised cost basis until extinguished on conversion or redemption. The equity component is not re-measured.

(y) Financial Risk Management

The Group's activities expose it to the following risks from the use of financial instruments:

Credit Risk

The risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from the Group's product sales, short term cash investments and derivatives.

Liquidity Risk

The risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages this exposure by targeting to have sufficient cash financing facilities available on demand to meet planned expenditure for a minimum period of 45 days (refer note 12 for detail on available financing facilities).

Market Risk

The risk that changes in market prices, such as commodity prices, foreign exchange rates and interest rates will affect the Group's income or value of its holdings of financial instruments. The Group may enter into commodity derivatives, foreign exchange derivatives and may also incur financial liabilities (debt), in order to manage market risks. All such transactions are carried out within Board approved limits.

The Group's financial risks are managed primarily by the Chief Executive Officer, including external consultation advice as required, as a part of the day-to-day management of the Group's affairs.

Finance and risk reporting is a standard item in the report presented at each Board meeting.

Capital Management

The Board seeks to maintain a strong capital base sufficient to maintain the future development of the Group's business. The Board closely monitors the Group's level of capital so as to ensure it is appropriate for the Group's planned level of activities. There were no changes to the Group's approach to capital management during the year.

4. REVENUE AND OTHER INCOME

	2015 \$'000	2014 \$'000
Revenue		
Sale of concentrate	-	17
	-	17

5. AUDITOR'S REMUNERATION

	2015 \$	2014 \$
Grant Thornton		
Audit and review of financial reports	68,000	85,000
Non-audit services	2,000	-
	70,000	85,000

6. FINANCE INCOME AND COSTS

	2015 \$'000	2014 \$'000
Finance income		
Interest income	11	32
Foreign exchange and commodity hedging gains	2	50
	13	82
Finance costs		
Interest on convertible notes	749	1,272
Interest on borrowings	469	283
Unwinding of discount on mine rehabilitation provision	147	-
Other borrowing costs	1,657	1,110
Foreign exchange and commodity hedging losses	956	566
	3,978	3,231

7. CASH AND CASH EQUIVALENTS

	2015 \$'000	2014 \$'000
Cash on hand	2	3
Bank balances	2,576	791
Short-term deposits	23	149
	2,601	943

8. INVENTORIES

	2015 \$'000	2014 \$'000
Non-current		
Raw materials and consumables	663	1,233
Total inventories at the lower of cost and net realisable value	663	1,233

At 31 December 2015, the write-down of inventories to net realisable value amounted to \$1,411,588 (2014: \$848,303).

9. TRADE AND OTHER RECEIVABLES

	2015 \$'000	2014 \$'000
Other receivables	38	128
	38	128

At 31 December 2015, there are no receivables which are past their trading terms.

10. (a) PROPERTY PLANT AND EQUIPMENT

	2015 \$'000	2014 \$'000
Freehold land		
At cost	4,271	2,844
Total freehold land ¹	4,271	2,844
Buildings and other infrastructure		
At cost	126	126
Less accumulated depreciation	(117)	(116)
Total buildings and other infrastructure	9	10
Plant and Equipment		
At cost	59,145	59,194
Less accumulated impairment	(14,219)	(14,219)
Less accumulated depreciation	(40,649)	(40,685)
Total plant and equipment	4,277	4,290
Construction in progress		
At cost	-	9
Total construction in progress	-	9
Total property plant and equipment	8,557	7,153

1. The Directors have considered the recoverable amount of land based on a value in use calculation taking into account the future use of the land as the processing site for the Bird-in-Hand Gold Project.

10. (b) EXPLORATION AND EVALUATION ASSETS

	2015 \$'000	2014 \$'000
Exploration and evaluation		
At cost	57,735	57,596
Less impairment	(4,214)	(4,214)
Total exploration and evaluation	53,521	53,382

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to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

10. (b) EXPLORATION AND EVALUATION ASSETS(continued)

	2015 \$'000	2014 \$'000
Exploration and evaluation assets by location		
Oued Amizour Zinc Project (Terramin 65%)	41,431	42,746
Adelaide Hills Project (Terramin 100%)	1,617	1,444
Bird-in-Hand Gold Project (Terramin Exploration Pty Ltd 100%)	5,441	4,447
Menninnie Zinc Project (Menninnie Metals Pty Ltd 100%) ¹	5,032	4,745
Total exploration and evaluation	53,521	53,382

1. In 2014, The Menninnie Zinc Project was held under a farm-out joint venture, which was terminated during the year, resulting in Menninnie Metals Pty Ltd owning 100% of the project.

The Oued Amizour Zinc Project is held by WMZ, an entity controlled by the Group.

Recoverability of the carrying amount of the exploration and evaluation asset is dependent on the successful development and commercial exploitation, or alternatively sale of the respective area of interest, and continuity of the joint venture agreement with its Algerian partner.

Movement year on year of the carrying value of the Oued Amizour Zinc Project exploration and evaluation asset is due to the changes in foreign currency exchange rates.

Movements in carrying amounts

	Freehold land \$'000	Buildings and other infrastructure \$'000	Plant and equipment \$'000	Construction in progress \$'000	Exploration and evaluation \$'000	Total \$'000
Opening carrying amount 1 Jan 2015	2,844	10	4,290	9	53,382	60,535
Additions	1,427	-	-	29	2,436	3,892
Disposals	-	-	-	-	-	-
Transfers	-	-	38	(38)	-	-
Exploration expensed	-	-	-	-	(987)	(987)
Depreciation and amortisation	-	(1)	(36)	-	-	(37)
Impairment	-	-	-	-	-	-
Foreign currency movement	-	-	(15)	-	(1,310)	(1,325)
Carrying amount at 31 Dec 2015	4,271	9	4,277	-	53,521	62,078

	Freehold land \$'000	Buildings and other infrastructure \$'000	Plant and equipment ² \$'000	Construction in progress \$'000	Exploration and evaluation \$'000	Total \$'000
Opening carrying amount 1 Jan 2014	2,819	14	6,000	-	51,448	60,281
Additions	25	-	-	54	4,219	4,298
Disposals	-	-	(1,668)	-	-	(1,668)
Transfers	-	-	45	(45)	-	-
Exploration expensed	-	-	-	-	(1,685)	(1,685)
Depreciation and amortisation	-	(4)	(55)	-	-	(59)
Impairment	-	-	-	-	-	-
Foreign currency movement	-	-	(32)	-	(600)	(632)
Carrying amount at 31 Dec 2014	2,844	10	4,290	9	53,382	60,535

2. Plant and equipment includes assets located at the Menninnie Zinc Project, subject to a farm-out joint venture arrangement with Musgrave.

11. TRADE AND OTHER PAYABLES

	2015 \$'000	2014 \$'000
Trade payables	859	302
Other payables and accrued expenses	1,232	1,313
	2,091	1,615

Trade and other payables are normally non-interest bearing and are settled on 30 days end of month terms.

12. BORROWINGS

	2015 \$'000	2014 \$'000
Current		
Lease liabilities (note 27) ¹	-	5
Loans - secured ^{2/5}	31	3,624
	31	3,629
Non-current		
Loans - secured ^{2/5}	7,917	-
Convertible notes ³	-	27,749
	7,917	27,749
Financing facilities^{2/5}		
Loan facilities - available	10,000	6,800
Loan facilities - undrawn	(1,700)	(2,580)
Loan facilities - drawn	8,300	4,220
Less: unamortised transaction costs	(383)	(596)
Carrying amount at 31 December	7,917	3,624
Guarantee facility - available ^{4/5}	5,315	5,315
Guarantee facility - undrawn	-	-
Guarantee facility - drawn	5,315	5,315

- Under lease facilities the possession of leased assets revert to the lessor following an event of default.
- At reporting date, the Group had drawn down \$8.3 million of two \$5 million loan facilities provided by Asipac. Interest is payable half yearly on the facilities and is fixed at a base rate of 7%. Interest is payable in cash.
- Asipac converted into shares its \$16.24 million worth of unlisted convertible notes in July 2015. Accordingly, 249,825,703 shares were issued to Asipac to satisfy the notes. Until the conversion date, interest was payable semi-annually based on a fixed interest rate of 7.5% per annum and could be paid in cash or shares at the election of the Group. A total of 2,706,551 shares were issued during the year to Asipac in lieu of a cash interest payment of \$0.33 million.

In February 2015, Rainbow Dream elected to convert its US\$11 million convertible notes into shares. As a consequence, the Company issued 110,000,000 shares to Rainbow Dream to satisfy the notes and 1,083,558 shares in lieu of a cash interest payment of \$0.2 million.

- A \$5.3 million guarantee facility has been provided by Investec Bank PLC (**Investec**) in relation to rehabilitation bonds required by Department of State Development (**DSD**) over the Angas Mining Lease (ML6229).
- The carrying value of plant and equipment and mining property subject to finance loans and hire purchase contracts at 31 December 2015 was \$nil (2014: \$5,000).

The Guarantee Facility and the \$5.0 million loan facility provided by Asipac to the Company (**Corporate Facility**) are secured under the terms of a security trust deed for which Investec acts as trustee (**Security Trust Deed**). The first ranking security interests created under the Security Trust Deed relates to all the assets of the Company.

Under the terms of the \$5.0 million loan facility provided to Terramin Exploration Pty Ltd (**BIH Facility**), the following first ranking securities have been granted to Asipac: a real property mortgage over land acquired at Bird-in-Hand, a general security interest over all the assets of Terramin Exploration Pty Ltd and a specific security over the shares of Terramin Exploration Pty Ltd. All security interests will be discharged upon repayment of all amounts due under the BIH Facility.

13. PROVISIONS

	2015 \$'000	2014 \$'000
Current		
Employee benefits	259	216
Onerous lease	-	142
	259	358
Non-current		
Employee benefits	70	46
Mine rehabilitation	5,540	5,612
Onerous lease	-	-
	5,610	5,658

	Employee benefits \$'000	Mine rehabili- tation \$'000	Onerous leases \$'000	Total \$'000
At 1 January 2015	262	5,612	142	6,016
Increases in provisions	222	-	-	222
Change in assumptions	-	(219)	-	(219)
Unused amounts reversed	-	-	-	-
Unwind of discount	-	147	-	147
Paid/released during the period	(155)	-	(142)	(297)
At 31 December 2015	329	5,540	-	5,869

The mine rehabilitation provision is recognised for the estimated cost of rehabilitation, decommissioning, restoration and long term monitoring of areas disturbed during operation of the Angas Zinc Mine up to reporting date but not yet rehabilitated. The provision is based upon current cost estimates and has been determined on a discounted basis with reference to current legal requirements and technology. The provision has been calculated using a risk free discount rate of 2.75% (2014: 3.2%). The rehabilitation is expected to occur following the processing of ore from the Bird-in-Hand gold mine (subject to regulatory approvals).

A provision for an onerous lease was recognised to reflect the present value of future contract costs which were required to be made. The benefits expected to be generated by the lease contract were outweighed by the future costs. These contracts were settled in full during the year.

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to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

14. ISSUED CAPITAL

(a) Ordinary shares

The holders of ordinary shares are entitled to one vote per share at meetings of the Company and participation in dividends declared. All issued shares are fully paid.

	2015 \$'000	2014 \$'000
1,795,043,184 (2014: 1,404,009,037)		
Ordinary shares	208,762	173,677
Share issue costs	(4,849)	(4,849)
	203,913	168,828

(b) Detailed table of capital issued during the year

Type of Share Issue	Date of Issue	Number of Ordinary Shares on issue	Issue Price \$	Share Capital \$'000
Opening balance 1 January 2015		1,404,009,037		168,828
Conversion of convertible notes (Rainbow Dream)	4/02/2015	110,000,000	0.13	14,368
Shares issued in lieu of interest (Rainbow Dream)	4/02/2015	1,083,558	0.15	158
Shares issued in lieu of interest (Asipac)	3/06/2015	1,243,984	0.06	69
Shares issued in lieu of interest (Asipac)	3/06/2015	536,786	0.13	69
Shares issued in lieu of interest (Asipac)	3/06/2015	901,796	0.08	72
Shares issued in lieu of interest (Asipac)	3/06/2015	2,002,982	0.04	81
Shares issued in lieu of interest (Asipac)	3/06/2015	1,040,608	0.07	71
Shares issued in lieu of interest (Asipac)	3/06/2015	5,053,244	0.13	632
Conversion of convertible notes (Asipac) ¹	14/07/2015	249,825,703	0.07	16,238
Shares issued in lieu of interest (Asipac)	14/07/2015	2,706,551	0.12	327
Share placement	02/11/2015	16,638,935	0.18	3,000
Closing balance 31 December 2015		1,795,043,184		203,913
Share issue costs				-
Issued Capital				203,913

1. Includes the release of the other components of equity of \$1,593.

Type of Share Issue	Date of Issue	Number of Ordinary Shares on issue	Issue Price \$	Share Capital \$'000
Opening balance 1 January 2014		1,245,051,770		159,796
Shares issued in lieu of interest (Asipac)	4/06/2014	5,327,462	0.04	189
Shares issued in lieu of interest (Asipac)	4/06/2014	4,904,417	0.04	188
Shares issued in lieu of interest (Asipac)	4/06/2014	1,988,999	0.03	69
Shares issued in lieu of interest (Asipac)	4/06/2014	1,609,449	0.04	62
Shares issued to Directors	4/06/2014	3,581,480	0.04	140
Shares issued in lieu of restructure fee (Asipac)	19/09/2014	13,711,152	0.05	750
Share placement to Asipac	19/09/2014	23,529,412	0.04	1,000
Shares issued to NFC	19/09/2014	18,000,000	0.06	1,008
Conversion of convertible note (New Asia)	18/12/2014	84,615,384	0.07	5,500
Shares issued in lieu of interest (New Asia)	18/12/2014	1,689,512	0.10	168
Closing balance 31 December 2014		1,404,009,037		168,870
Share issue costs				(42)
Issued Capital				168,828

15. RESERVES

	2015 \$'000	2014 \$'000
Foreign currency translation reserve¹		
Balance at the beginning of the year	(3,977)	(3,346)
Adjustment arising on translation into presentation currency	(1,376)	(631)
Balance at the end of the year	(5,353)	(3,977)
Other components of equity²		
Balance at the beginning of the year	1,593	-
Equity component of debt facilities	-	1,593
Conversion of convertible notes	(1,593)	-
Balance at the end of the year	-	1,593
Share option reserve³		
Balance at the beginning of the year	8,970	8,966
Options issued during the year	-	4
Options expense capitalised as transaction cost	-	-
Options exercised during the period	-	-
Balance at the end of the year	8,970	8,970
Total reserves	3,617	6,586

1. Foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.
2. Other components of equity reserve is used to record the equity component of compound financial instruments issued by the Group.
3. Share option reserve is used to recognise the value of equity-settled share-based payment transactions, including employees and KMP, as part of their remuneration.

16. NON-CONTROLLING INTEREST

	2015 \$'000	2014 \$'000
Balance at the beginning of the year	14,668	15,288
Share of movement in net assets	(376)	(620)
Balance at the end of the year	14,292	14,668

Movement in non-controlling interest in 2015 relates to the 35% minority interest (ENOF 32.5% and ORGM 2.5%) in exploration and evaluation costs for the Oued Amizour Zinc Project funded directly by the Group through its 65% shareholding in WMZ. During 2015, the Group funded approximately \$1.0 million of exploration and evaluation costs in WMZ, of which ENOF and ORGM are entitled to \$0.35 million (35%). The remainder of the movement is in relation to foreign exchange changes.

35% of all assets contributed to WMZ by the Group effectively accrue to ENOF and ORGM for nil consideration (other than forming part of the Group's 65% earn-in) and has therefore been included in movement in net assets attributable to the non-controlling interest.

Refer to note 22 for further disclosures with respect to material non-controlling interests.

17. INCOME TAX EXPENSE

	2015 \$'000	2014 \$'000
Prima facie tax benefit on loss before income tax at 30% (2014: 30%)	(2,270)	(2,862)
Decrease in income tax benefit due to:		
(Deductible)/non-deductible items	5	(150)
Deferred tax asset not brought to account	(2,265)	(3,012)
Research and development tax concession received	1,120	1,441
Unused tax losses for which no deferred tax asset has been recognised	149,981	140,668
Potential tax benefit	44,994	42,200
The applicable weighted average effective tax rates are as follows:	30%	30%

The Company is part of an Australian Tax Consolidated Group. The Australian Tax Consolidated Group has potential deferred tax assets of \$45.2 million. These have not been brought to account because the Directors do not consider the realisation of the deferred tax asset as probable. The benefit of these tax losses will be obtained if:

- a. the Australian Tax Consolidated Group derives future assessable income of a nature and of an amount sufficient to enable the benefits to be realised;
- b. the Australian Tax Consolidated Group can comply with the conditions for deductibility imposed by tax legislation; and
- c. no changes in the income tax legislation adversely affect the Australian Tax Consolidated Group in realising the benefit from the deduction of the loss.

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to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

18. CASH FLOW INFORMATION

Reconciliation of cash flow from operations with loss from ordinary activities after income tax:

	2015 \$'000	2014 \$'000
Loss for the period	(6,446)	(8,100)
Adjustment for:		
Depreciation and amortisation	37	59
Unrealised (gain)/loss on foreign exchange	955	410
Non-cash inventory movements	573	427
Share options expense	-	4
Shares issued in lieu of interest	1,479	676
Share-based payment transactions (other)	-	1,008
Employee/Director share scheme	-	140
(Profit)/loss on sale of fixed assets	-	1,087
Realised foreign exchange (gain)/loss	(2)	156
Net financing costs	1,041	868
Change in assumptions of rehabilitation provision	(219)	282
Other	38	121
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	87	923
Decrease/(increase) in inventory	1	-
Decrease/(increase) in prepayments	(5)	-
(Decrease)/increase in trade payables and accruals	475	(384)
(Decrease)/increase in provisions	(75)	(972)
Cashflow (used in) operating activities	(2,061)	(3,295)

19. RELATED PARTIES

(a) Key management personnel compensation

Summary of Key Management Personnel (KMP) compensation:

	2015 \$	2014 \$
Short-term employee benefits	1,148,847	1,187,207
Post-employment benefits	86,044	90,153
Termination benefits	-	-
Share-based payments	-	143,279
	1,234,891	1,420,639

Information regarding the compensation of KMP and some equity instrument disclosures as required by Corporations Regulation 2M.3.03 is provided in the Remuneration Report section of the Directors' Report on pages 6 to 11.

The amounts disclosed in the table are the amounts recognised as an expense during the reporting year related to KMP. Amounts paid to KMP from prior years have been excluded from this table.

(b) Other transactions with related parties

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Entities with significant influence over the Group

At 31 December 2015, Asipac owned 34.55% of the ordinary shares in Terramin (2014: 42.53%) and is controlled by Mr Sheng who is the Non-Executive Chairman of the Company. Mr Siciliano is the Chief Financial Officer of Asipac. Asipac has had the following transactions in the year:

	Asipac Group	
	2015 \$'000	2014 \$'000
Borrowings as at 1 January	20,458	20,619
Convertible notes acquired during the year	-	-
Foreign exchange movement on convertible notes	-	(581)
Convertible notes converted during the year	(16,238)	-
Loans advanced during the year	4,380	1,420
Loan repayments in the year	(300)	(1,000)
Borrowings as at 31 December	8,300	20,458
Fees in relation to provision of underwriting services	459	1,462
Loan facility fees paid	412	28
Interest paid/payable	1,766	1,147
Amounts owed at year end	1,309	660
Interest and fees paid in shares during the year	1,321	1,260

During the reporting period, Wanshe Holdings Pty Ltd completed a transfer of its 480,321,177 Terramin shares (31.70% of Terramin's issued capital as at 17 February 2015) to its existing shareholders, split equally between Ms Wang and Mr Sheng.

In July 2015, Asipac elected to convert all of its \$16.24 million worth of unlisted convertible notes. As a result, 249,825,703 shares were issued to Asipac to satisfy the notes. Mr Sheng's relevant interest is now wholly held through Asipac Group Pty Ltd represents 34.55% of Terramin's issued ordinary shares.

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

There are no other related party transactions.

20. FINANCIAL INSTRUMENTS

The Group is exposed to market risk in the form of commodity price risk, foreign currency exchange risk and interest rate risk. The carrying value of the financial assets and liabilities of the Group, together with the equity and profit or loss impact during the period (if any), that are affected by market risk are categorised as follows:

	Note	2015 \$'000	2014 \$'000
Current			
Cash and cash equivalents	7	2,601	943
Trade and other receivables	9	38	128
Trade and other payables	11	(2,091)	(1,615)
Financial liabilities at amortised cost	12	(7,948)	(31,378)
		(7,400)	(31,922)

Fair value

The fair values of the financial assets and liabilities of the Group are equal to the carrying amount in the accounts (as detailed previously). In the case of loans and borrowings it is considered that the variable rate debt and associated credit margin is in line with current market rates and therefore is carried in the accounts at fair value.

21. FINANCIAL RISK MANAGEMENT

The Group's principal financial liabilities comprise loans and trade and other payables. The main purpose of these financial instruments is to finance the Group's operations. The Group has various financial assets such as accounts receivable and cash and short-term deposits, which arise directly from operations.

The Group manages its exposure to key financial risks in accordance with the Group's risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security. The main risks that could adversely affect the Group's financial assets, liabilities or future cash flows are market risks, comprising commodity price risk, currency risk, interest rate risk, credit risk and liquidity risk.

The Group's senior management oversees the management of financial risks. The Group's senior management is supported by the Audit, Risk and Compliance Committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The Audit, Risk and Compliance Committee provides assurance to the Group's senior management that the Group's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group policies and the Group's risk appetite.

All derivative activities for risk management purposes are carried out by management that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken. At this stage, the Group does not currently apply any form of hedge accounting.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below.

1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: commodity price risk, interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits, accounts receivable, accounts payable, accrued liabilities and derivative financial instruments.

(a) Commodity price risk

The Group was previously exposed to commodity price and exchange rate volatility in respect to future sales of commodities derived from the Angas Zinc Mine. This exposure was partially mitigated by fixed forward commodity hedging contracts.

No amount was recognised in the statement of profit or loss and other comprehensive income during the current year (2014:\$nil).

(b) Currency risk

The Group is exposed to foreign currency risk on purchases and cash at bank which are denominated in a currency other than AUD. The currencies giving rise to this are primarily USD and Algerian Dinar (DZD). The Group does not enter into derivative financial instruments to hedge such transactions denominated in a foreign currency.

No amount was recognised in the statement of profit or loss and other comprehensive income during the current year (2014:\$nil).

The Group's exposure to foreign currency risk at reporting date was as follows:

	31 December 2015		31 December 2014	
In AUD thousand equivalent	USD	DZD	USD	DZD
Cash at bank	1	36	49	37
Trade receivables	-	12	-	15
Trade payables	-	(67)	-	(44)
Convertible notes	-	-	(13,411)	-
Gross exposure	1	(19)	(13,362)	8

The following exchange rates applied for the Group Consolidated Statement of Financial Position :

	Currency	2015	2014
Year end rates used for the consolidated statement of financial position, to translate the following currencies into AUD, are:			
	USD	0.73	0.82
	DZD	77.84	72.03

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to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

21. FINANCIAL RISK MANAGEMENT (continued)

Sensitivity Analysis

Sensitivity to fluctuations in foreign currency rates is based on outstanding monetary items at 31 December 2015 which are denominated in a foreign currency. A 10% strengthening of the AUD against the following currencies at the end of the reporting period would have decreased losses by the amounts shown below. This analysis assumes that all other variables remain constant, in particular interest rates.

Effect in AUD thousands - 10% increase of the AUD against the following currencies

31 December 2015	Equity	Profit or (loss)
USD	-	-
Total	-	-

Effect in AUD thousands - 10% decrease of the AUD against the following currencies

31 December 2015	Equity	Profit or (loss)
USD	-	-
Total	-	-

Effect in AUD thousands - 10% increase of the AUD against the following currencies

31 December 2014	Equity	Profit or (loss)
USD	(1,485)	(1,485)
Total	(1,485)	(1,485)

Effect in AUD thousands - 10% decrease of the AUD against the following currencies

31 December 2014	Equity	Profit or (loss)
USD	1,215	1,215
Total	1,215	1,215

(c) Interest rate risk

The Group has an exposure to future interest rates on investments in variable-rate securities and variable-rate borrowings. The Group does not use derivatives to mitigate these exposures.

The Group's exposure to interest rate risk and effective weighted average interest rates are as follows:

2015	Effective interest rate	Total \$'000	Floating interest rate \$'000	Fixed interest rate \$'000
Cash ¹	2.42%	2,578	2,578	-
Short-term deposits ¹	2.24%	23	23	-
Loans - secured	7.00%	(8,300)	-	(8,300)
NET FINANCIAL ASSETS/ (LIABILITIES)		(5,699)	2,601	(8,300)

2014	Effective interest rate	Total \$'000	Floating interest rate \$'000	Fixed interest rate \$'000
Cash ¹	2.21%	794	794	-
Short-term deposits ¹	2.90%	149	149	-
Finance lease liabilities	8.82%	(5)	-	(5)
Bank loans - secured	7.00%	(4,220)	-	(4,220)
Convertible notes ²	0.06%	(27,749)	-	(27,749)
NET FINANCIAL ASSETS/ (LIABILITIES)		(31,031)	943	(31,974)

1. Includes AUD and USD denominated balances.

2. \$27.75 million in convertible notes have been converted to equity during the period.

Sensitivity analysis

As the Group does not use interest rate derivatives, a change in interest rates at reporting date would have no effect on profit or loss or equity.

For the 2015 financial year, a 100 basis points increase in the effective interest rate would have resulted in an increase in losses of \$nil (2014: \$nil).

2. Credit risk

Derivative counterparties and cash term deposits are limited to high credit quality financial institutions.

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	Note	2015 \$'000	2014 \$'000
Trade and other receivables	9	38	128
Cash assets	7	2,601	943
		2,639	1,071

The Group's maximum exposure to credit risk for loans and receivables at the reporting date by geographic region was:

	2015 \$'000	2014 \$'000
Australia	26	113
Other	12	15
	38	128

21. FINANCIAL RISK MANAGEMENT *(continued)*

3. Liquidity risk

The contractual maturities of financial liabilities, including estimated interest payments:

		Carrying amount \$'000	Contractual cash flows \$'000	6 mths or less \$'000	6-12 mths \$'000	1-2 years \$'000	2-5 years \$'000	More than 5 years \$'000
2015	Note							
Non-derivative financial liabilities								
Trade and other payables	11	2,091	(2,091)	(2,091)	-	-	-	-
Bank loans - secured	12	7,917	(9,365)	(290)	(290)	(8,784)	-	-
		10,008	(11,456)	(2,381)	(290)	(8,784)	-	-
		Carrying amount \$'000	Contractual cash flows \$'000	6 mths or less \$'000	6-12 mths \$'000	1-2 years \$'000	2-5 years \$'000	More than 5 years \$'000
2014	Note							
Non-derivative financial liabilities								
Trade and other payables	11	1,615	(1,615)	(1,615)	-	-	-	-
Loans - secured	12	3,624	-	(2,220)	(2,000)	-	-	-
Convertible notes	12	27,749	-	(9)	(9)	(29,665)	-	-
Finance lease liabilities	12	5	(5)	(5)	-	-	-	-
		32,993	(1,620)	(3,849)	(2,009)	(29,665)	-	-

22. CONTROLLED ENTITIES

Name	Country of incorporation	2015	Percentage	2014
Parent Entity				
Terramin Australia Limited	Australia			
Subsidiaries of parent entity				
Menninnie Metals Pty Ltd	Australia	100%		100%
Western Mediterranean Zinc Spa	Algeria	65%		65%
Terramin Spain S.L.	Spain	100%		100%
Terramin Exploration Pty Ltd	Australia	100%		100%

Subsidiary with material non-controlling interests

The Group includes one subsidiary, Western Mediterranean Zinc Spa, with material Non-Controlling Interests ('NCI'):

Name	Proportion of Ownership Interests & Voting Rights held by the NCI		Profit/(Loss) Allocated to NCI		Accumulated NCI	
	31-Dec-15	31-Dec-14	31-Dec-15	31-Dec-14	31-Dec-15	31-Dec-14
Western Mediterranean Zinc Spa	35%	35%	(355)	(628)	14,292	14,668

Summarised financial information for Western Mediterranean Zinc Spa, before intragroup eliminations, is set out below:

	2015 \$'000	2014 \$'000		2015 \$'000	2014 \$'000
Current assets	142	152	Revenue	-	-
Non-current assets	41,448	42,780	Loss for the year	(987)	(1,838)
Total assets	41,590	42,932	Other comprehensive income for the year (all attributable to owners of the parent)	-	-
Current liabilities	66	44	Total comprehensive loss for the year	(987)	(1,838)
Non-current liabilities	-	-	Net cash (used in) operating activities	(1,025)	(794)
Total liabilities	66	44	Net cash used in investing activities	-	-
			Net cash from financing activities	1021	789
			Net cash (outflow)	(4)	(5)

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23. SEGMENT REPORTING

For management purposes, the Group is organised into business units based on geography and has two reportable operating segments:

- Australia – explores, develops and mines zinc, lead and gold deposits
- Northern Africa – developing a zinc deposit

No operating segments have been aggregated to form the above reportable operating segments.

	Australia		Northern Africa		Consolidated	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Revenue						
External customers	-	17	-	-	-	17
Total Revenue	-	17	-	-	-	17
Results						
Depreciation and amortisation	(37)	(59)	-	-	(37)	(59)
Exploration and evaluation write down	-	-	(987)	(1,838)	(987)	(1,838)
Impairment of non-current assets	-	-	-	-	-	-
Interest income	11	32	-	-	11	32
Interest expense	(1,218)	(1,555)	-	-	(1,218)	(1,555)
(Loss) before income tax	(6,579)	(7,703)	(987)	(1,838)	(7,566)	(9,541)
Income tax benefit	1,120	1,441	-	-	1,120	1,441
(Loss) for the year attributable to equity holders of the Company	(6,091)	(7,472)	-	-	(6,091)	(7,472)
Operating assets	23,868	19,979	41,590	42,932	65,458	62,911
Operating liabilities	15,842	38,965	66	44	15,908	39,009
Other disclosures						
Capital expenditure ¹	2,905	2,613	-	-	2,905	2,613

1. Capital expenditure consists of additions of property, plant and equipment, mine properties and development and exploration and evaluation assets.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

There are no transactions other than cash funding between reportable segments.

24. SHARE BASED ENTITLEMENTS AND PAYMENTS

The Group uses share options to provide incentives to Directors, employees and consultants. The Board, upon the recommendation of senior management, has discretion to determine the number of options to be offered to Eligible Employees (as that term is defined by the EOP) and the terms upon which they are offered, including exercise price and vesting conditions.

No options were issued to KMPs in 2015 (2014: 3,500,000).

(a) Number and weighted average exercise prices of share options

	Weighted average exercise price 2015	Number of options 2015	Weighted average exercise price 2014	Number of options 2014
Outstanding at 1 January	\$0.94	4,800,000	\$1.02	1,300,000
Granted during the period	\$0.00	-	\$0.14	3,500,000
Exercised during the period	\$0.00	-	\$0.00	-
Lapsed during the year	\$1.17	(1,000,000)	\$0.00	-
Outstanding at 31 December	\$0.38	3,800,000	\$0.94	4,800,000
Exercisable at 31 December	\$0.20	2,050,000	\$1.02	1,300,000

The options outstanding at 31 December 2015 have a weighted average contractual life of 2.3 years (2014: 2.6 years).

24. SHARE BASED ENTITLEMENTS AND PAYMENTS *(continued)*

A balance of 2,050,000 options outstanding for the Group at 31 December 2015 were fully vested and exercisable. 1,000,000 options lapsed during the period.

(b) Options exercised during the year

During the year ended 31 December 2015 there were no options exercised (2014: Nil).

(c) Table of share options movement for the Group at 31 December 2015

Expiry Date	Number of options	Options expense this year \$'000	Total option value \$'000
Opening balance 1 January 2015	4,800,000		
Lapsed during the period	(1,000,000)	-	-
Closing balance 31 December 2015	3,800,000	-	-

(d) Table of share options movement for the Group at 31 December 2014

Expiry Date	Number of options	Options expense this year \$'000	Total option value \$'000
Opening balance 1 January 2014	1,300,000		
Options issued during the year	3,500,000	4	137
Closing balance 31 December 2014	4,800,000	4	137

During the year, no options were issued to employees and Executives of the Group.

(e) Shares issued in lieu of cash payments

Type of Share Issue 2015	Date of issue	Number of Ordinary Shares on issue	Issue Price \$	Share Capital \$'000
Shares issued in lieu of interest (Rainbow Dream)	04/02/2015	1,083,558	0.15	158
Shares issued in lieu of interest (Asipac)	03/06/2015	1,243,984	0.06	69
Shares issued in lieu of interest (Asipac)	03/06/2015	536,786	0.13	69
Shares issued in lieu of interest (Asipac)	03/06/2015	901,796	0.08	72
Shares issued in lieu of interest (Asipac)	03/06/2015	2,002,982	0.04	81
Shares issued in lieu of interest (Asipac)	03/06/2015	1,040,608	0.07	71
Shares issued in lieu of interest (Asipac)	03/06/2015	5,053,244	0.13	632
Total shares issued in lieu of cash payments				1,152

Type of Share Issue 2014	Date of issue	Number of Ordinary Shares on issue	Issue Price \$	Share Capital \$'000
Shares issued in lieu of interest (Asipac)	4/06/2014	5,327,462	0.04	189
Shares issued in lieu of interest (Asipac)	4/06/2014	4,904,417	0.04	188
Shares issued in lieu of interest (Asipac)	4/06/2014	1,988,999	0.03	69
Shares issued in lieu of interest (Asipac)	4/06/2014	1,609,449	0.04	62
Shares issued to Directors	4/06/2014	3,581,480	0.04	140
Shares issued in lieu of restructure fee (Asipac)	19/09/2014	13,711,152	0.05	750
Shares issued to NFC	19/09/2014	18,000,000	0.06	1,008
Shares issued in lieu of interest (New Asia)	18/12/2014	1,689,512	0.10	168
Total shares issued in lieu of cash payments				2,574

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to the Consolidated Financial Statements for the Year Ended 31 December 2015 (continued)

25. EMPLOYEE OPTION PLAN

(a) Current Options

No options were exercised and 1,000,000 options lapsed in 2015 as detailed in the Remuneration Report.

(b) Employee Incentive Plan

Terramin has established an Employee Incentive Plan. Shares are allotted to employees under this Plan at the Board's discretion.

The following options are currently on issue:

	No. of Options on issue	Issue Price	Fair Value \$'000
Balance as at 1 January 2014	1,300,000	-	-
Issued during the financial year	3,500,000	\$0.14	137
Balance as at 31 December 2014	4,800,000	-	-
Lapsed during the financial year	(1,000,000)	-	-
Balance as at 31 December 2015	3,800,000	-	-

The fair value of options issued is calculated using the Black-Scholes Option Pricing Model.

26. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share at 31 December 2015 was based on the net loss attributable to equity holders of the Company of \$6.1m (2014: \$7.5m) and a weighted average number of ordinary shares outstanding during the year ended 31 December 2015 of 1,632,050,796 (2014: 1,274,167,327), calculated as follows:

	2015 \$'000	2014 \$'000
Net loss for the year attributable to the equity holders of the Company	(6,091)	(7,472)
Ordinary shares on issue	1,795,043,184	1,404,009,037
Weighted average number of ordinary shares	1,632,050,796	1,274,167,327
Basic earnings per share (cents)	(0.37)	(0.59)

(b) Diluted earnings per share

The calculation of diluted earnings per share does not include potential ordinary shares on issue as to do so would have the effect of reducing the amount of the loss per share.

	2015 \$'000	2014 \$'000
Diluted earnings per share (cents)	(0.37)	(0.59)

27. COMMITMENTS AND CONTINGENCIES

There are contractual commitments at the reporting date as follows:

(a) Operating lease

Non-cancellable operating leases contracted but not capitalised in the financial statements payable:

	2015 \$'000	2014 \$'000
Within 1 year	28	295
One to five years	13	60
Total	41	355

(b) Minimum expenditure on exploration tenements of which the Group has title

As at 31 December 2015, there were minimum exploration commitments on exploration tenements as follows: Bremer, Currency Creek, Hartley, Kinchina, Langhorne Creek, Tepko and Pfeiffer, Kapunda, Lobethal, Mount Barker, Mount Pleasant and Mount Torrens have amalgamated minimum expenditure of \$2.9 million over the 2 year period ending 30 June 2016. The minimum exploration commitments for Menninnie Dam, Nonning, Kolendo, Taringa and Wipipippee are currently under review. Mount Ive, Unalla, Mount Ive South, Tanner and Thurlga have a requirement of \$150,000, \$90,000, \$180,000, \$210,000 and \$300,000 over two years respectively.

As at 31 December 2014, there were minimum exploration commitments on tenements as follows: Bremer, Currency Creek, Hartley, Kinchina, Langhorne Creek, Tepko and Pfeiffer have amalgamated minimum expenditure of \$2.9 million; Kapunda, Lobethal, Mount Barker, Mount Pleasant and Mount Torrens have amalgamated minimum expenditure of \$2.7 million per annum. Menninnie Dam, Nonning, Kolendo, Taringa and Wipipippee have amalgamated minimum expenditure of \$0.75m. Mount Ive, Unalla, Mount Ive South, Tanner and Thurlga have a requirement of \$150,000, \$90,000, \$180,000, \$210,000 and \$300,000 over two years respectively.

(c) Capital expenditure commitments

	2015 \$'000	2014 \$'000
Within 1 year	-	1,375,000
Total	-	1,375,000

27. COMMITMENTS AND CONTINGENCIES *(continued)*

(d) Finance leases

There are no commitments in relation to finance leases at the end of the year.

	2015 \$'000	2014 \$'000
Within 1 year	-	5
Longer than 1 year and not longer than 5 years	-	-
Minimum lease payments	-	5
Less: future finance charges	-	-
Total lease liabilities	-	5
Representing		
Current	-	5
Non-current	-	-
	-	5

(e) Other commitments

Oued Amizour Zinc Project

In February 2006, the Group signed a joint venture agreement in respect of the Oued Amizour Zinc Project with ENOF, an Algerian Government company involved in exploration and mining activities. The Company agreed to manage and finance the joint venture until a decision to mine is made.

Bird-in-Hand acquisition

Terramin Exploration Pty Limited agreed to purchase the Bird-in-Hand Gold Project from Maximus Resources Limited. Pursuant to a tenement sale and purchase agreement two further payments of \$1 million each may become payable following approval of the Programme for Environmental Protection and Rehabilitation in respect of the Bird-in- Hand deposit and following the first shipment of mined gold respectively. A net smelter royalty will also become payable following the first shipment of mined gold.

Consultancy fee

Under the Technical Cooperation Agreement entered into with NFC up to an additional 8 million ordinary shares will be issued upon completion of particular milestones.

Finder's Fee

A second tranche of a finder's fee is payable to a non-related party and linked to the commencement of commercial production from the first producing mine established on the Oued Amizour tenement covered by the Algerian joint venture agreement with ENOF. The amount payable will be US\$62,500 which will be converted into the Australian Dollar equivalent at the time of the contingent payment in the future, as well as 100,000 unlisted options exercisable at 25 cents each within 3 years of date of issue.

Bank Guarantees – Angas Zinc Mine

As at 31 December 2015, the Company had lodged bank guarantees having a face value of \$5.3 million with the Department of State Development (DSD).

Litigation

As at the date of this report, the Company is not involved in any litigation.

28. EVENTS AFTER THE REPORTING DATE

During February 2016, the Oued Amizour Exploration Licence, which incorporates the Tala Hamza Zinc Project, was reissued by the Algerian mining regulator, Agence Nationale des Activites Minières. The renewal will facilitate additional works relating to the hydrology, geotechnical data, mining infrastructure and tailings to complete the revised Definitive Feasibility Study.

In the Directors' opinion, no other events or circumstances have arisen since the end of the financial year that have significantly affected or may significantly affect the operations of the Company or the Group, the results of those operations or the state of affairs of the Group in future years that have not been otherwise disclosed in this report.

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29. PARENT ENTITY DISCLOSURES

As at, and throughout, the financial year ending 31 December 2015 the parent Company of the Group was Terramin Australia Limited.

	2015 \$'000	2014 \$'000
Result of the parent entity		
Loss for the period	(5,803)	(14,536)
Other comprehensive income	-	-
Total comprehensive income for the period	(5,803)	(14,536)
Financial position of parent entity		
Current assets	2,659	1,080
Total assets	60,760	58,543
Current liabilities	1,688	3,279
Total liabilities	11,214	36,686
Total equity of the parent entity comprising of:		
Share capital	203,913	168,828
Share option reserve	8,970	8,970
Other components of equity	-	1,593
Accumulated losses	(163,337)	(157,534)
Total equity	49,546	21,857

Parent entity capital commitments for acquisition of property plant and equipment

	2015 \$'000	2014 \$'000
Capital expenditure commitments contracted for:		
Within 1 year	-	-
Total	-	-

Parent entity guarantees in respect of debts of its subsidiaries

The parent entity has not entered into a deed of Cross Guarantee with respect to its subsidiaries.

TERRAMIN AUSTRALIA LIMITED (100% TERRAMIN)

Tenement listing

Title name and locations	Licence number	Licence area	Expiry date	Interest	Minimum expenditure
Angas - South Australia	ML6229	87.97ha	16/08/2016	100%	Not applicable
Bremer - South Australia ¹	EL 4936	387km ²	26/10/2016	100%	\$280,000 over 1 year
Cambrai - South Australia ¹	EL 5662	89km ²	20/07/2017	100%	\$80,000 over 2 years
Currency Creek - South Australia ¹	EL 5356	80km ²	23/11/2018	100%	\$480,000 over 3 years
Hartley - South Australia ¹	EL 5078	76km ²	3/06/2017	100%	\$210,000 over 3 years
Kinchina - South Australia ¹	EL 5252	56km ²	22/05/2016	100%	\$35,000 over 1 year
Langhorne Creek - South Australia ^{1/2}	EL 4466	233km ²	18/04/2015	100%	\$220,000 over 2 years
Pfeiffer - South Australia ¹	EL 5102	154km ²	21/11/2017	100%	\$135,000 over 3 years
Tepko - South Australia ¹	EL 5339	998km ²	7/10/2018	100%	\$375,000 over 3 years
Wild Horse - South Australia	ELA2015/00094	462km ²		100%	\$180,000 over 2 years

TERRAMIN EXPLORATION PTY LTD (100% TERRAMIN)

Tenement listing

Title name and locations	Licence number	Licence area	Expiry date	Interest	Minimum expenditure
Kapunda - South Australia ¹	EL5262	624km ²	27/04/2018	100%	\$540,000 over 3 years
Lobethal - South Australia ¹	EL5469	221km ²	31/08/2016	100%	\$400,000 over 2 years
Mount Barker - South Australia ¹	EL5214	118km ²	24/02/2018	100%	\$240,000 over 3 years
Mount Pleasant - South Australia ¹	EL4712	452km ²	29/03/2016	100%	\$300,000 over 2 years
Mount Torrens - South Australia ¹	EL5568	93km ²	24/02/2019	100%	\$480,000 over 3 years

WESTERN MEDITERRANEAN ZINC SPA (65% TERRAMIN)

Tenement listing

Title name and locations	Licence number	Licence area	Expiry date	WMZ Interest	Minimum expenditure
Oued Amizour - Algeria	6911PE01	12,276ha	31/07/2017	100%	Not applicable

MENNINNIE METALS PTY LTD (100% TERRAMIN)

Tenement listing

Title name and locations	Licence number	Licence area	Expiry date	MMPL Interest	Minimum expenditure
Kolendo - South Australia ³	EL 5453	208km ²	26/07/2016	100%	\$200,000 over 2 years
Menninnie - South Australia ³	EL 5039	101km ²	26/10/2016	100%	\$320,000 over 2 years
Nonning - South Australia ³	EL 4813	312km ²	30/11/2016	100%	\$120,000 over 1 year
Taringa - South Australia ³	EL 4669	988km ²	20/02/2016	100%	\$125,000 over 1 year
Wipipippee - South Australia ³	EL 4865	862km ²	2/5/2016	100%	\$230,000 over 2 years
Mt Ive - South Australia	EL 5276	214km ²	20/06/2017	100%	\$100,000 over 2 years
Mt Ive South - South Australia	EL 5430	394km ²	19/06/2016	100%	\$180,000 over 2 years
Tanner - South Australia	EL 5458	354km ²	31/07/2016	100%	\$210,000 over 2 years
Thurlga - South Australia	EL 5518	951km ²	27/11/2016	100%	\$300,000 over 2 years
Unalla - South Australia	EL 5266	155km ²	6/06/2017	100%	\$90,000 over 2 years
Mulleroo - South Australia	ELA2015/00183	210km ²		100%	\$120,000 over 2 years

1. Subject to an amalgamated expenditure agreement with the Department of State Development (**DSD**) (see note 27) encompassing the Adelaide Hills tenements.
2. Reissue pending and expected in Quarter 2 2016.
3. Subject to an amalgamated expenditure agreement with the DSD (see note 27) encompassing the Menninnie Metals tenements.

RESERVES & RESOURCES

The following tables set out the current Resource and Reserve position for the Company.

Table of Resources - Lead Zinc

	Terramin interest (%)	Measured Resource			Indicated Resource			Inferred Resource			Total Resources		
		Tonnes (Mt)	Zn (%)	Pb (%)	Tonnes (Mt)	Zn (%)	Pb (%)	Tonnes (Mt)	Zn (%)	Pb (%)	Tonnes (Mt)	Zn (%)	Pb (%)
Tala Hamza ^{1,2}	65	30.6	5.7	1.6	20.5	3.6	0.8	17.5	3.7	0.6	68.6	4.6	1.1
Angas ^{4,5}	100	-	-	-	0.66	4.68	1.81	0.25	2.8	1.3	0.91	4.2	1.7
Sunter ^{4,6}	100	-	-	-	0.13	5.70	2.31	0.24	2.9	1.2	0.38	3.8	1.6
Menninnie Dam ^{7,8}	100	-	-	-	-	-	-	7.7	3.1	2.6	7.7	3.1	2.6
TOTAL (100%)	-	30.6	5.7	1.6	21.3	3.6	0.8	25.8	3.5	1.2	77.5	4.4	1.3
TOTAL (Terramin Share)	-	19.9	5.7	1.6	14.1	3.6	0.8	19.7	3.4	1.4	53.5	4.3	1.3

Table of Resources - Gold

	Terramin interest (%)	Inferred Resource			Total Resources		
		Tonnes (Kt)	Au (g/t)	Ag (g/t)	Tonnes (Kt)	Au (g/t)	Ag (g/t)
Bird-in-Hand ^{9,10}	100	557	13.0	5	557	13.0	5
TOTAL (100%)	-	557	13.0	5	557	13.0	5
TOTAL (Terramin Share)	-	557	13.0	5	557	13.0	5

Table of Reserves - Lead Zinc

	Terramin interest (%)	Probable Reserve			Total Reserve		
		Tonnes (Mt)	Zn (%)	Pb (%)	Tonnes (Mt)	Zn (%)	Pb (%)
Tala Hamza ^{2,3}	65	38.10	4.78	1.36	38.1	4.78	1.36
TOTAL (100%)	-	38.1	4.78	1.36	38.1	4.78	1.36
TOTAL (Terramin Share)	-	24.8	4.78	1.36	24.8	4.78	1.36

- Resources for Tala Hamza (JORC 2004) are estimated at a cut off of 2.5% ZnEq. The Zinc Equivalence formula for Tala Hamza is %ZnEq = %Zn + 0.59 x %Pb and is based on long term predicted prices at October 2009 of Pb USD1,323/t and Zn USD1,764/t and metal recoveries of Pb 62% and Zn 88%.
- Tala Hamza Resources as at 15 November 2009. The reserve is as at 12 October 2010. The reserve is based on a block cave mining method. The Company expects to update the Resources and Reserve for the Tala Hamza project based on underhand drift and fill mining method in the near future. Resources are inclusive of Reserves.
- Reserve cut off grade at Tala Hamza is 2.5% Zn, JORC 2004.
- Resources for Angas and Sunter (JORC 2004) are estimated at a cut off of 2% Pb+Zn.
- Angas Resources as at 1 Jan 2013. Resources exclude oxide and transitional material.
- Sunter Resources as at 29 November 2011. Resources exclude oxide and transitional material.
- Resources for Menninnie Dam (JORC 2004) are estimated at a cut off of 2.5% Pb+Zn.
- Menninnie Dam Resources as at 15 February 2011. Resources exclude oxide and transitional material.
- Resources for Bird-in-Hand (JORC 2012) are estimated at a cut off of 1g/t Au.
- Bird-in-Hand Resources as at 21 November 2013.

JORC Competent Person Statement

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled and thoroughly reviewed by Mr Eric Whittaker. The information that relates to Ore Reserves for Tala Hamza is based on information thoroughly reviewed by Mr Joe Ranford. Mr Whittaker and Mr Ranford are Members of The Australasian Institute of Mining and Metallurgy. Mr Whittaker is a Principal Resource Geologist and Mr Ranford is Chief Technical Officer and Operations Manager and both are employees of Terramin Australia Limited. Both have sufficient experience relevant to the style of mineralisation and type of deposit(s) under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined by the relevant 2004 or 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' as specified in the explanation notes above. Mr Whittaker and Mr Ranford consent to the inclusion in the report of the matters based on their information in the form and context in which it appears.

ADDITIONAL SECURITIES EXCHANGE INFORMATION

EQUITY SECURITIES ON ISSUE

Fully paid ordinary shares

As at 18 March 2016, there were 2,980 holders of a total of 1,795,043,184 ordinary fully paid shares in the capital of the Company. All ordinary fully paid shares in the capital of the Company are listed for quotation on the ASX.

Unlisted options

As at 18 March 2016, there were 4 holders of a total of 3,800,000 options over fully paid ordinary shares in the capital of the Company.

SHAREHOLDER VOTING RIGHTS

At a general meeting of shareholders, on a show of hands, each person who is a member or sole proxy has one vote. On a poll, each shareholder is entitled to one vote for each fully paid share.

Unlisted options carry no voting rights.

DISTRIBUTION SCHEDULE

as at 29 February 2016

Number of securities	Fully paid ordinary shares	Unlisted options
1 - 1,000	520	0
1,001 - 5,000	915	0
5,001 - 10,000	432	0
10,001 - 100,000	866	0
100,001 - and over	253	4
Total	2,986	4

As at 29 February 2016, there were 1192 shareholdings of less than a marketable parcel.

SUBSTANTIAL SHAREHOLDERS

As at 18 March 2016, the following shareholders were substantial shareholders, as disclosed in substantial shareholder notices given to the Company:

Shareholder	Number of shares	% Issued capital
Asipac Group Pty Ltd	620,267,260	34.55
Citicorp Nominees Pty Ltd	344,263,441	19.18
Tronic Enterprise Development Limited	198,636,923	11.07
HSBC Custody Nominees (Australia) Limited	158,268,707	8.82
China Non-Ferrous Metals Industry's Foreign Engineering & Construction	67,800,000	3.78
Total		

LIST OF 20 LARGEST SHAREHOLDERS

The names of the twenty largest shareholders as shown in the Company's register at 18 March 2016 are:

Shareholder	Number of shares	%
Asipac Group Pty Ltd	620,267,260	34.55
Citicorp Nominees Pty Ltd	344,263,441	19.18
Tronic Enterprise Development Limited	198,636,923	11.07
HSBC Custody Nominees (Australia) Limited	158,268,707	8.82
China Non-Ferrous Metals Industry's Foreign Engineering & Construction	67,800,000	3.78
New Asia Wealth Investment Holding (SG) Pte Ltd	57,185,513	3.19
Mr Jing Wang	35,510,849	1.98
Ms ER Xu	31,391,817	1.75
Pershing Australia Nominees Pty Ltd <Phillip Securities (HK) A/C>	31,018,668	1.73
Mr Julian Paul Leach	19,385,187	1.08
Silver Springs Investment Pty Ltd <Wendy Li Family A/C>	15,780,967	0.88
ABN Amro Clearing Sydney Nominees Pty Ltd <Custodian A/C>	13,231,263	0.74
BNP Paribas Noms Pty Ltd <DRP>	12,877,146	0.72
Huge Field Investment Ltd	10,000,000	0.56
Fasic Pty Ltd	6,550,000	0.36
Mr Hai Tao Zhang + Mrs Miao Miao Guo <M & H Super Fund A/C>	6,260,000	0.35
Mr Peter Joseph McGuire	5,000,000	0.28
Ms Jan Maree Elkin-Roberts	4,329,215	0.24
Ms Liping Zhu	4,166,858	0.23
Ms Angelina Jianyun Liu	4,004,903	0.22
Total	1,645,928,717	91.69

ADDITIONAL INFORMATION

- Unquoted equity securities

The following persons were the holders of 20% or more of the equity securities in an unquoted class as at 18 March 2016:

Class of unquoted securities	Number of securities held	% of securities in class
Unlisted options		
MS Janes	1,500,000	39.42%
JF Ranford	1,000,000	26.32%
SD Gauducheau	1,000,000	26.32%

CORPORATE GOVERNANCE STATEMENT

For the Year Ended 31 December 2015

The Corporate Governance Statement for the Group can be found at www.terramin.com.au/corporate/corporategovernance.



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