

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	TERRAIN MINERALS LTD
ACN	116 153 514

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Justin Virgin
Date of last notice	24 November 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1. Virgin Pty Ltd <VL Super Fund A/C> (Beneficiary) 2. Justin Anthony Virgin <J Virgin trading as Stockfeed A/C> (Trustee & Beneficiary) 3. Virgin Pty Ltd
Date of change	13 October 2016
No. of securities held prior to change	Indirect 1. 370,000 Ordinary Shares 2. 9,000,000 Ordinary Shares 4,000,000 Options \$0.0078, exp 01/12/2016 3,000,000 Options \$0.004, exp 24/12/2019 10,000,000 Options \$0.0117 exp 24 November 2020
Class	Ordinary Fully Paid Shares
Number acquired	1,000,000
Number disposed	1,000,000

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$10,000
No. of securities held after change	Indirect 1. 370,000 Ordinary Shares 2. 8,000,000 Ordinary Shares 4,000,000 Options \$0.0078, exp 01/12/2016 3,000,000 Options \$0.004, exp 24/12/2019 10,000,000 Options \$0.0117 exp 24/11/2020 3. 1,000,000 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off market transfer

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A

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If prior written clearance was provided, on what date was this provided?	N/A
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