Level 22, Westpac House, 91 King William Street, Adelaide, South Australia 5000 t +61 8 8213 1415 f +61 8 8213 1416 e info@terramin.com.au w www.terramin.com.au

24 April 2009

The Manager Company Announcements Platform Australian Securities Exchange

Dear Sir

2009 Annual General Meeting Documents

Please find attached for release to the market the a letter from Terramin Australia Limited Executive Chairman, Dr Kevin Moriarty, enclosing the 2009 Notice of Annual General Meeting and Form of Proxy.

Notices of Annual General Meeting and Forms of Proxy have today been sent to all shareholders. An electronic copy of the Executive Chairman's letter, Notice of Annual General Meeting and Form of Proxy are available on the Company's website at www.terramin.com.au/media/asx/2009.aspx.

The 2008 Annual Report was sent by post on 25 March 2009 to those shareholders who have previously elected to receive a hard copy of it. An electronic copy of the 2008 Annual Report continues to be available on the Company's website at www.terramin.com.au/media/asx/2008.aspx.

Please do not hesitate to contact the Terramin office on 8213 1415 should you have any queries.

Yours sincerely

Kate Bitter Company Secretary

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April 2009

Dear Shareholders,

Terramin is undergoing change to guarantee its growth - in its investor base, its management and its governance. Our investor base has increased to nearly 4,000, and your Board will move to include experienced individuals in the disciplines of mining and project implementation. These disciplines are necessary to ensure that we can successfully develop our major project, the worldclass Tala Hamza zinc project, and provide oversight for our mines.

The quality of our projects has attracted backing from global trading houses RBS Sempra and Transamine, and from global construction firm China Non-ferrous Metals Industry's Foreign Engineering and Construction Company. Developing a world-class project in the prevailing economic conditions is not easy, but it is possible with the support of these significant international players. They bring finance to continue our studies and first stage of mining, while the offtake agreements underpin the construction financing.

Your Board is targeting production from the Tala Hamza zinc project at a time when most commodity analysts are predicting that there will be a worldwide shortage of zinc concentrates owing to the closure of older and less efficient mines. With negligible investment in zinc for over twenty years, the current financial climate will ensure that the shortage of concentrates will continue well into the future.

We aim to have Tala Hamza already producing at the start of the next cycle of high metal prices, generating strong returns to shareholders. This AGM will therefore be pivotal in determining the direction of your Company.

If you would like more information on these initiatives, and cannot attend the AGM in Adelaide on 28 May, there will be an opportunity to attend information sessions in Melbourne and Sydney on 30 April and 1 May respectively. Shareholders in those cities will be contacted with details about the sessions. Other shareholders are invited to contact the company directly.

I urge all shareholders to vote for these resolutions and secure your Company's future.

Yours sincerely

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Dr Kevin Moriarty Executive Chairman

TERRAMIN AUSTRALIA LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Terramin Australia Limited (the Company) will be held at Level 2, Westpac House, 91 King William Street, Adelaide, South Australia at 10.30 am on Thursday 28 May 2009.

Please advise us via email to info@terramin.com.au or by contacting Lauren Johnson on (08) 8213 1415 if you will be attending for catering purposes.

ORDINARY BUSINESS

1. ANNUAL REPORT AND ACCOUNTS

To receive and consider the Company's Financial Report and reports of the directors and auditors in respect of the financial year ended 31 December 2008.

2. REMUNERATION REPORT – ORDINARY RESOLUTION 1 (NON-BINDING RESOLUTION)

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That the Company's Remuneration Report for the year ended 31 December 2008 be adopted."

3. RE-ELECTION OF DIRECTOR – ORDINARY RESOLUTION 2

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Steven A Bonett be re-elected as a Director of the Company."

Mr Bonett retires in accordance with the ASX Listing Rules and, being eligible, offers himself for re-election.

SPECIAL BUSINESS

4. APPROVAL OF ISSUE OF ORDINARY SHARES – ORDINARY RESOLUTION 3

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of Listing Rule 7.4, the issue of 11,538,462 ordinary shares in the capital of the Company to raise AUD\$7,500,000.30, to Transaminvest S.A. on terms detailed in the accompanying Explanatory Memorandum, is hereby approved."

5. APPROVAL OF ISSUE OF CONVERTIBLE NOTES -

ORDINARY RESOLUTION 4

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.1, the issue of 10,000,000 unlisted unsecured convertible redeemable notes to Transaminvest S.A. (or its nominee) to raise US\$10,000,000 on the terms detailed in the accompanying Explanatory Memorandum, is hereby approved."

6. APPROVAL OF ISSUE OF ORDINARY SHARES AND CONVERTIBLE NOTES – ORDINARY RESOLUTION 5

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.1, the issue of:

- (a) a maximum of 6 million ordinary shares in the capital of the Company to Transaminvest S.A. (or its nominee) to raise US\$2,500,000; and
- (b) 7,500,000 unlisted, unsecured convertible redeemable notes to Transaminvest S.A. (or its nominee) to raise US\$7,500,000 on the terms detailed in the accompanying Explanatory Memorandum,

is hereby approved."

7. APPROVAL OF ISSUE OF ORDINARY SHARES – ORDINARY RESOLUTION 6

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.4 (as the case may be), the issue of 15,500,000 ordinary shares in the capital of the Company pursuant to a placement, or proposed placement, to China Non-ferrous Metals Industry's Foreign Engineering and Construction Co. Ltd (or its nominee) to raise AUD\$10,075,000 on the terms detailed in the accompanying Explanatory Memorandum, is hereby approved."



Notes

Voting Exclusion Statements

The Company will disregard any votes cast on the following resolutions by the following persons:

Resolution	Person(s) excluded from voting		
Resolution 3 – Approval of Issue of Ordinary Shares	Transamine and its associates.		
Resolution 4 – Approval of Issue of Convertible Notes	 Transamine and any of its associates; and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associate of that person. 		
Resolution 5 – Approval of Issue of Ordinary Shares and Convertible Notes	 Transamine and any of its associates; and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associate of that person. 		
Resolution 6 - Approval of Issue of Ordinary Shares	 China Non-ferrous Metal Industry's Engineering & Construction Co. Ltd and its associates; and any person who might obtain a benefit, except a benefit solely in the capacity as a security holder, if the resolution is passed and any associate of that person. 		

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Determination of membership and voting entitlement for the purpose of the meeting:

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member and the holder of shares in the capital of the Company if that person is registered as a holder of those shares at 7.00pm (Sydney time) on Tuesday 26 May 2009.

Proxies:

- 1. A member entitled to attend and vote is entitled to appoint a person or body corporate as proxy to attend and vote instead of the member.
- 2. Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- 4. A proxy need not be a shareholder of the Company.
- 5. Proxies given by companies must be executed under seal, in accordance with the Corporations Act 2001 or under the hand of its attorney.
- 6. To be effective, a form appointing a proxy and the power of attorney (if any) under which it is signed or an attested copy thereof must be delivered to Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia, or alternatively you can fax your form to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia), not later than 10.30am (Adelaide time) on Tuesday 26 May 2009.

A form of proxy accompanies this Notice of Annual General Meeting.

DATED this 14th day of April 2009 BY ORDER OF THE BOARD

Kate Bitter Company Secretary



EXPLANATORY MEMORANDUM

ANNUAL REPORTS AND ACCOUNTS

Under the Company's constitution, the business of an annual general meeting must include the receipt and consideration of the accounts and reports required by law for the past financial year. The meeting provides a forum for shareholders to ask questions on the reports and accounts.

RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING VOTE)

The Company's Annual Report for the financial year ended 31 December 2008 contains a Remuneration Report (within the Directors' Report) which sets out the remuneration policy and practices of the Company and reports on the remuneration arrangements in place for the Company's Directors and Specified Executives. Shareholders will have an opportunity at the meeting to comment on and ask questions regarding the Remuneration Report.

Pursuant to section 250R of the Corporations Act 2001, the vote on the proposed Resolution in Item 2 of the Notice of Annual General Meeting is advisory only and will not bind the Directors or the Company. The Board will, however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

RESOLUTIONS 2 – RE-ELECTION OF DIRECTOR

In accordance with ASX Listing Rules, Mr Steven A Bonett retires by rotation and offers himself for re-election at the Annual General Meeting. Information regarding Mr Bonett follows:

Mr Steven A Bonett

BComm, LLB (Hons)

Mr Bonett is a corporate lawyer and company director, holding degrees in Commerce and Law. He is a former partner of Finlaysons Lawyers and in that role led several major transactions in Australia and overseas. He currently is a director of numerous companies in the Precision Group, a national property, finance and investment group. He is recognised as an expert in the field of corporate and commercial law, mergers and acquisitions and corporate governance. He has also served on the Boards of not for profit organisations, including most recently The Queen Elizabeth Hospital Research Foundation. Mr Bonett is a Member of the Australian Institute of Company Directors and the Australian Corporate Lawyers' Association.

RESOLUTION 3 – APPROVAL OF ISSUE OF ORDINARY SHARES

ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12 month period that aggregate more than 15% in number of the existing ordinary shares in the capital of the Company (15% Rule).

ASX Listing Rule 7.4 further provides that an issue of securities that did not breach Listing Rule 7.1 at the time of issue and made without shareholder approval is treated as having been made with approval if the Company's shareholders subsequently approve the issue. This has the effect of allowing securities issued (or the securities issued upon conversion of convertible securities) and subsequently approved, not to be counted when calculating the number of securities issued in the 12 month period for the purposes of the 15% Rule.

Approval from shareholders is therefore sought pursuant to ASX Listing Rule 7.4 for the issue of 11,538,462 ordinary shares to Transaminvest S.A., a member of the Transamine Group, (together **"Transamine"**) on 31 March 2009, in order to renew the Company's capacity to issue up to 15% of the securities of the Company on issue in a 12 month period. The issue of these shares (and other securities referred to in this Explanatory Memorandum) was announced to the ASX on 30 March 2009.

The Transamine Group, which is European based, is one of the world's oldest, independent, privately held commodities trading groups, specialising in raw materials. It provides services in marketing, raw material sourcing, finance and investment worldwide, with a core business focus on nonferrous metals.

The Company provides the following information in accordance with Listing Rule 7.5:

- 11,538,462 ordinary shares were issued to Transaminvest S.A.;
- The shares were issued at A\$0.65 per share;
- The shares are ordinary fully paid shares in the Company and rank equally with the Company's existing issued shares;
- The funds will be used to accelerate the feasibility of the Company's Tala Hamza Project and for working capital requirements.

RESOLUTION 4 – APPROVAL OF ISSUE OF CONVERTIBLE NOTES

As at the date of this Notice of Annual General Meeting, the Company is also proposing to issue to Transamine (or its nominee) 10,000,000 unlisted unsecured convertible redeemable securities on the following key terms ("Convertible Notes"):

- each Convertible Note will have a face value of US\$1.00;
- each Convertible Note will have an issue price of US\$1.00;
- the maturity date will be 5 years from the date of issue;
- interest will be payable by the Company in cash or equivalent number of ordinary shares (at the option of the Company) at commercial rates. The number of shares issued in payment of interest will be calculated using the volume weighted average price of the Company's shares on the ASX (VWAP) over 5 trading days immediately preceding the due date for the payment of the interest;
- the Convertible Notes are convertible at any time in parcels of not less than 100,000 by the Company issuing its shares plus the payment of any accrued interest in cash or shares;
- subject to the expiration of 12 months from the date of issue of the Convertible Notes, Transamine may convert the Convertibles Notes if the 15 day VWAP for the Company's shares exceeds \$1.70;
- any shares issued on conversion of the Convertible Notes will rank pari passu with existing shares in the capital of the Company from the date of issue;
- in the event of non-conversion by the maturity date the Convertible Notes shall be redeemed for cash;
- the conversion price of the Convertible Notes shall be the VWAP on the ASX over the 5 trading days immediately preceding the conversion date; and
- the Convertible Notes shall be unsecured obligations of the Company and rank behind secured creditors, but ahead of shareholders.

The issue of the notes by the Company is conditional upon the delivery by the Company of a final pre-feasibility study in respect of the Tala Hamza Project.

As at the date of this Notice of Annual General Meeting, the Company is expecting to receive delivery of the final pre-feasibility study in respect of the Tala Hamza Project in early April 2009, and issue the Convertible Notes after the date of the Company's Annual General Meeting.

The funds will be used to accelerate the feasibility of the Company's Tala Hamza Project and for working capital requirements.

For the purposes of ASX Listing Rule 7.1, the Company is seeking the approval of shareholders for the proposed issue of the Convertible Notes to Transamine (or its nominee).

The Convertible Notes will be issued no later than 28 August 2009 (being 3 months after the date of the Annual General Meeting).



As at the date of this Notice of Annual General Meeting, the Company is also proposing to issue to Transamine (or its nominee) further Convertible Notes (7,500,000) and ordinary shares to raise a total of USD\$10,000,000. The issue of these securities was announced to the ASX on 30 March 2009.

These additional securities are proposed to be issued to Transamine following the Company's board making a decision to mine the Tala Hamza Project, which is currently not expected until the early part of calendar year 2010.

For the purposes of ASX Listing Rule 7.1, the Company is therefore seeking the approval of shareholders for the proposed issue of the Convertible Notes and shares to Transamine (or its nominee).

The Company provides the following information in accordance with Listing Rule 7.1:

- 7,500,000 Convertible Notes will be issued to Transamine (or its nominee) – the terms of the Convertible Notes are set out above in relation to Resolution 4.
- The number of shares to be issued will be determined with reference to the VWAP of the Company's shares over 5 trading days immediately preceding the date of issue.
- The shares will be ordinary fully paid shares in the Company and rank equally with the Company's existing issued shares;
- The funds will be used to fund the mining of the Company's Tala Hamza Project and for working capital requirements.

The Convertible Notes and shares will be issued no later than the Company's 2010 AGM. In this regard, the Company notes that it has obtained a waiver from the ASX to allow the securities referred to in this Resolution 5 to be issued at a date more than 3 months after the date of the Annual General Meeting.

RESOLUTION 6 – APPROVAL OF ISSUE OF ORDINARY SHARES

As stated above, ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12 month period that aggregate more than 15% in number of the existing ordinary shares in the capital of the Company. Further, ASX Listing Rule 7.4 further provides that an issue of securities that did not breach Listing Rule 7.1 at the time of issue and made without shareholder approval is treated as having been made with approval if the Company's shareholders subsequently approve the issue. This has the effect of allowing securities issued (or the securities issued upon conversion of convertible securities) and subsequently approved, not to be counted when calculating the number of securities issued in the 12 month period for the purposes of the 15% Rule.

As at the date of this Notice of Annual General Meeting, and as announced to the ASX on 30 March 2009, the Company proposes to raise AUD\$10,075,000 by way of a share placement to China Non-ferrous Metal Industry's Engineering & Construction Co. Ltd (**"NFC"**) (**"Placement"**) in order to fund, primarily, a portion of the working capital requirements for the Company's Tala Hamza Project, and other corporate costs. NFC is a state controlled company mandated by the Chinese central government to develop overseas mineral resources to meet China's growing demand for nonferrous metals. Listed on the Shenzhen Stock Exchange, NFC is China's largest Chinese contractor for foreign industrial projects in the nonferrous metals sector, and has built and financed mining plants and smelters across Asia and Africa.

The Company proposes to issue 15,500,000 ordinary shares in the capital of the Company at an issue price of AUD\$0.65 to NFC (or its nominee) for the purpose of the Placement.

The Placement is also subject to approval by the Foreign Investments Review Board and the Chinese government, and the completion of due diligence by NFC to its satisfaction.

In the event that some of the shares are issued prior to the date of the Annual General Meeting for the purpose of the Placement, the Company will seek the approval of shareholders at the Annual General Meeting of the issue of those shares in accordance with the provisions of ASX Listing Rule 7.4. Shareholders should note that the issue of shares prior to the Annual General Meeting will not breach the 15% Rule.

(continued overleaf)



In addition, and for the purposes of ASX Listing Rule 7.1, the Company is seeking the approval of shareholders for the proposed issue of all or the balance of the shares (as the case may be) to NFC (or its nominee) for the purpose of the Placement.

Ordinary shares issued for the purpose of the Placement will be issued no later than 28 August 2009, being the date that is 3 months after the date of the Annual General Meeting. The shares will be ordinary fully paid shares in the Company and rank equally with the Company's existing issued shares.

In the event that the shares are issued to NFC, a NFC representative will be invited to join the board of directors of the Company.



TERRAMIN AUSTRALIA LIMITED

Level 22, Westpac House 91 King William Street Adelaide, 5000 South Australia t: +61 8 8213 1415 f: +61 8 8213 1416 e: info@terramin.com.au w: www.terramin.com.au



Terramin Australia Limited

ABN 67 062 576 238

000001 000 TZN MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:



Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 556 161 (outside Australia) +61 3 9415 4000

Proxy Form

🖄 For your vote to be effective it must be received by 10:30am (ACST) Tuesday 26 May 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form \rightarrow



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 Update your securityholding

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SRN/HIN: 19999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

AM SAMPLE 123 AMPLE STREET SAMPLE HILL PLE ESTATE	Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number
PLEVILLE VIC 3030	commences with 'X') should advise your broker of any changes. I 9999999999 I
Proxy Form	Please mark 🔀 to indicate your direct
P1 Appoint a Proxy to Vote of	on Your Behalf
I/We being a member/s of Terramin Austr	
the Chairman of the meeting OR	PLEASE NOTE: Leave this box bla you have selected the Chairman of Meeting. Do not insert your own nar
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the proxy sees fit) at the Annual General Meeting	of Terramin Australia Limited to be held at Level 2, Westpac House, 91 King William Stree 009 at 10:30am (ACST) and at any adjournment of that meeting.
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Individual or Securityholder 1	Securityholder 2		Securityholder 3	Securityholder 3	
Sole Director and Sole Company Secretary	Director	Director		Director/Company Secretary	
Contact		Contact Daytime		Date /	

