



11 August 2010

SHARE PURCHASE PLAN OFFER TERMS

As announced to ASX on 10 August 2010 TriAusMin Limited (ASX:TRO; TSX:TOR) (**TriAusMin** or **Company**) invites Eligible Members (defined below) to participate in the Share Purchase Plan (**SPP** or **Plan**) by subscribing for up to A\$15,000 of new fully paid ordinary shares in TriAusMin, without any brokerage. The terms and conditions of the Plan (**Terms**) are set out below.

Under the Plan, the Company will offer to Eligible Members, irrespective of the size of their shareholding (**Offer**), the opportunity to subscribe for up to A\$15,000 worth of fully paid ordinary shares in the Company (**Plan Shares**) at a price of A\$0.05 per Plan Share (**Offer Price**). No brokerage, commission, stamp duty or other transaction costs will be payable by Eligible Members in respect of their application for, and issue of, Plan Shares.

The Offer is structured to encourage smaller shareholders of the Company to increase their holding in TriAusMin. The number of Plan Shares to be issued under the SPP will be capped at 15 million (SPP cap of A\$750,000 applies). Applications may be scaled back, as set out below.

Your Application Form or BPAY payment must be received on or before 5.00pm (Eastern Standard Time) on the closing date of Wednesday 1 September 2010 (**Closing Date**).

Eligibility to participate

- (a) Those members of the Company who are eligible to apply for Plan Shares under the Offer (each an **Eligible Member**) are those who:
- are recorded in the Company's register of members at 5.00pm Eastern Standard Time on the record date of 9 August 2010 (**Record Date**); and
 - have an address (as recorded in the Company's register of members) in Australia or New Zealand.
- (b) Where an Eligible Member is expressly noted on the Company's register of members as a trustee or nominee on account of another person (**Beneficiary**), the Beneficiary will be deemed to be the Eligible Member and an acceptance of the Offer and subsequent issue of Plan Shares will be deemed to be made by or to the Beneficiary.
- (c) An Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful, in the reasonable opinion of the Company, to make such an offer.
- (d) Eligible Members may apply for up to a maximum of fifteen thousand dollars (A\$15,000) worth of Plan Shares under the Plan. This maximum amount applies even if an Eligible Member receives more than one Offer or receives the Offer as a joint holder of Plan Shares. If an Offer is received by a member who is expressly noted on the Company's register of members as a trustee or nominee on account of a Beneficiary, then any Plan Shares issued in relation to that Offer will not be included in calculating the maximum number of Plan Shares that may be applied for by that member, but will be included in calculating the maximum number of Plan Shares that can be applied for by the Beneficiary.

Offers made under the Plan are non-renounceable. This means that members cannot transfer to another person their right to purchase Plan Shares under this Offer.

TriAusMin Limited ACN 062 002 475
HEAD OFFICE

Level 3, 50 Park Street, Sydney, NSW 2000 Australia
Telephone 02 9267 8000 Facsimile 02 9267 8066 www.triausmin.com

SPP Offer Key Dates

Record Date	Monday 9 August 2010
Offer Opens	Wednesday 11 August 2010
Offer Closes	Wednesday 1 September 2010
Quotation of New Shares on ASX	Tuesday 7 September 2010
Allot shares and despatch Holding Statements	Wednesday 8 September 2010

Note: All dates are subject to change at the discretion of the Company.

Offer Price

Shareholders will be required, when submitting their Application Forms, to subscribe for up to A\$15,000 of Plan Shares at an Offer Price of A\$0.05 per Plan Share (i.e. a maximum number of 300,000 Plan Shares), being the same price as the offer price under the private placement to sophisticated investors announced on 10 August 2010.

All Eligible Members should note that the market price of TriAusMin's shares is likely to change between the date of the Offer and the date when the new Plan Shares are issued and allotted. This means that the price that an Eligible Member pays for a Plan Share under the Offer may exceed the market price of the Plan Shares at the date of the Offer or at the time the Plan Shares are issued and allotted. Accordingly, if felt necessary, Eligible Members should seek financial advice in relation to the Offer and their proposed participation under the Plan.

In accordance with:

- ASX Listing Rule 7.2, Exception 15, and express relief provided by the ASX, the Company is not required to obtain any shareholder approval for the proposed issue of Plan Shares;
- ASX Listing Rule 10.12, Exception 8, the Company is not required to obtain any shareholder approval in order to permit TriAusMin's directors to accept the Offer and participate in the Plan; and
- Policy Statement 125 issued by Australian Securities & Investments Commission (**ASIC**) and ASIC Class Order 09/425, the Company is not obliged to issue a prospectus or any analogous disclosure statement in relation to the Offer or the Plan.

How much can be Invested

Under the SPP, each Eligible Member may apply for Plan Shares in allotment sizes ranging from \$1,000 to \$15,000, by choosing the relevant offer on the Application Form.

The maximum amount of A\$15,000 worth of Plan Shares will apply even if an Eligible Member receives more than one Offer – for example, if that Eligible Member has more than one shareholding.

Applications may be Scaled Back

If applications under the SPP exceed \$750,000 TriAusMin may, in its absolute discretion, allocate a smaller number of Plan Shares than you have applied for (**Scale Back**). If there is a Scale Back each Eligible Member will receive a pro-rata allocation of Plan Shares based on the aggregate amount of Plan Shares applied for by all Eligible Members.

If there is a Scale Back, each Eligible Member will receive less than the number of Plan Shares for which they have applied.

In the event of a Scale Back the difference between the application monies received from an Eligible Member, and the number of Plan Shares allocated to that Eligible Member, multiplied by the Offer Price, will be refunded to that Eligible Member, without interest payable, as soon as practicable following the allotment.

Purpose of the Offer

The Offer will allow many Eligible Members to increase their shareholdings to a more meaningful and financially viable marketable parcel of shares without incurring any brokerage and associated charges. It also offers Eligible Members the opportunity to support the growth of the Company by making a direct cash investment in TriAusMin.

TriAusMin is exploring its major tenement positions in the Lachlan Fold Belt of New South Wales. In particular, the Company intends to focus its exploration programme on its gold assets at Lewis Ponds – a re-emerging gold district located 200 kilometres west of Sydney – while continuing to advance its substantial zinc and copper-rich base metal resources at the Woodlawn District, 200 kilometres to the south of Lewis Ponds.

The funds raised will be used to conduct exploration drilling programs on TriAusMin's tenements, in particular, at the Lewis Ponds gold project near Orange, NSW and for working capital purposes.

Participation in the Plan is entirely optional

If you do not want to participate in the Plan, please ignore this document. You do not need to confirm to the Company or anyone else your election not to participate in the Plan.

How to participate in the Plan

If you wish to participate in the Plan, please read these Terms carefully, and make a BPAY payment, or return your completed Application Form together with a cheque for the value of Plan Shares applied for. Your BPAY payment or Application Form must be received before 5.00pm (Eastern Standard Time) on the closing date of Wednesday 1 September 2010 (**Closing Date**).

As stated above, the amount of your subscription must be at least \$1,000, up to a maximum of \$15,000.

If the exact nominated allotment size of money is not tendered with the Application Form, the Company reserves the right to disregard your application and not allot to you any or all of the Plan Shares originally applied for. However, any fractional entitlement to a Plan Share will be rounded up to the nearest whole Plan Share. No stamp duty or brokerage will apply to Plan Shares purchased under the Plan.

The Company may conduct a share purchase plan similar to this Plan in the future, but is not obliged to do so. However, as a practical matter, primarily due to the current provisions of the ASX Listing Rules and the Corporations Act (including related ASIC class orders), it is unlikely to do so more than once every 12 months.

Before deciding whether to accept the Offer, and if applicable the amount that you wish to subscribe, we recommend that you consider the price at which TriAusMin shares have been trading on the ASX and read these Terms carefully. If you feel it appropriate, you should seek independent financial or legal advice from your stockbroker, lawyer or financial adviser.

Terms of issue of Plan Shares

- (a) The Board reserves the right to refuse an application if it considers that the applicant is not an Eligible Member or has not otherwise complied with these Terms or for any other reason. If an application is refused, any monies received with that application will be refunded to the relevant Eligible Member without interest, as soon as practicable following the allotment.
- (b) The Closing Date of the Offer will be Wednesday 1 September 2010.
- (c) Plan Shares allotted under the Plan will rank equally in all respects with all other issued fully paid ordinary shares of the Company on the date of issue of those Plan Shares.
- (d) The Company will, on or about Tuesday 7 September 2010, apply to ASX for the official quotation of all the Plan Shares issued under the Plan.
- (e) Plan Shares to be issued under the Plan will be allotted and Holding Statements mailed on or about Wednesday 8 September 2010.

General

- (a) The Plan will be administered by the Board or a committee of the Board that will have absolute discretion to:
 - (i) determine appropriate procedures for administration of the Plan consistent with these Terms;
 - (ii) resolve conclusively all questions of fact or interpretation arising in connection with the Plan or these Terms; and
 - (iii) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of their powers or discretions under the Plan or these Terms.
- (b) The Plan and these Terms may be suspended, terminated or amended at any time by the Board. In particular, the Board may waive compliance with any provision of these Terms, or vary these Terms if required to comply with the ASX Listing Rules.
- (c) The Company reserves the right to issue fewer Plan Shares than an Eligible Member applied for under the Plan (or none at all) if it believes that the allotment of those Plan Shares would contravene any law, regulation, ASIC class order or ASX Listing Rule.