



31 August 2012

ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)**

This notice is given by TriAusMin Limited ACN 062 002 475 (**TRO**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**).

TRO today announced a renounceable rights issue (**Rights Issue**) of 1 Right for every Share held as at 7pm on 18 September 2012 by shareholders with a registered address in Australia, New Zealand or, subject to regulatory approval, the Provinces of British Columbia, Alberta, Ontario and Quebec, Canada, with every 4 Rights entitling the holder to 1 New Share at an issue price of A\$0.059<sup>1</sup> or CDN\$0.06 per New Share (**Issue Price**).

In addition to being able to apply for Shares under the Rights Issue, eligible shareholders who take up their full entitlement will also be able to apply for any Shares that are not subscribed for under the Rights Issue (**Shortfall Shares**). Shortfall Shares will be issued to eligible shareholders at the discretion of the directors of TRO.

An offer document for the Rights Issue will be dispatched to eligible shareholders on or around 19 September 2012.

Jennings Capital Inc. (**Jennings**), a Canadian investment dealer, has entered into an underwriting agreement with TRO and has agreed to partly underwrite the Rights Issue and purchase any Shortfall Shares up to a maximum value of CDN\$500,000 (**Partial Underwriting Commitment**). In consideration for the Partial Underwriting Commitment, TRO will pay Jennings CDN\$30,000 and reimburse it for its reasonable expenses. In addition to the providing the Partial Underwriting Commitment, Jennings will also provide advisory services to TRO in connection with the Rights Issue in Canada. Further details are set out in the offer document.

TRO gives notice that:

- (1) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;

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<sup>1</sup> Being CDN\$0.06 divided by 1.02467, being the exchange rate quoted by the Bank of Canada on 30 August 2012, and rounded to 3 digits after the decimal point.

- (2) this notice is being given under section 708AA(2)(f) of the Act;
- (3) as at the date of this notice, TRO has complied with;
- (a) the provisions of Chapter 2M of the Act as they apply to TRO; and
- (b) section 674 of the Act;
- (4) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act; and
- (5) the potential effect of the issue of the New Shares on the control of TRO, and the consequences of that potential effect, will depend on a number of factors including the extent to which eligible shareholders participate in the Rights Issue. If all eligible shareholders exercise their Rights under the Rights Issue then the Rights Issue will have no material effect on the control of TRO. In particular:

(a) **Principal Shareholder**

To the knowledge of the Directors of the Company, there is no person who beneficially owns, or controls or directs, directly or indirectly voting securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of TRO, except Tri Origin Exploration Ltd., which holds 29,270,023 Shares (representing approximately 14.55% of the outstanding Shares on issue).

As at the date of this letter, Tri Origin Exploration Ltd. has not advised TRO if it intends to exercise its Rights in part or in full.

Tri Origin Exploration Ltd's level of control is expected to change as follows:

<b>Percentage of TriAusMin shares held by Tri Origin Exploration Ltd.*</b>				
	Assuming no exercise of Rights by Tri Origin, and full exercise of Rights by all other Eligible Shareholders	Assuming full exercise of Rights by all Eligible Shareholders	Assuming exercise of 50% of Rights by Tri Origin, and 50% subscription by all other Eligible Shareholders	Assuming exercise of 50% of Rights by Tri Origin, and 100% subscription by all other Eligible Shareholders
Before Rights Issue	14.55%	14.55%	14.55%	14.55%
Following Rights Issue	11.99%	14.55%	14.55%	13.29%

\* This table does not consider the effect of any placement of shortfall shares under the Rights Issue. Any such placements could further dilute or increase Tri Origin Exploration Ltd.'s proportional shareholding in TriAusMin.

(b) **Jennings**

Pursuant to an agreement dated 31 August 2012 between Jennings and TriAusmin (**Underwriting Agreement**), Jennings has agreed to partly underwrite the Offer and purchase any Shortfall Shares at the Issue Price up to a maximum value of CDN\$500,000. In consideration for this Partial Underwriting Commitment, TriAusMin will pay Jennings CDN\$30,000 and reimburse it for its reasonable expenses.

In addition to the providing the Partial Underwriting Commitment, Jennings will also provide advisory services to TriAusMin in connection with the Offer in Canada and assist TriAusMin in soliciting the exercise of Rights pursuant to the Offer in Canada. In consideration for these services, Jennings will receive a 7.5% commission on all amounts raised between CDN\$500,000 and CDN\$1,000,000 and a commission of 10% on all amounts raised above CDN\$1,000,000. Additionally, in the event that Jennings solicits Rights for proceeds in excess of CDN\$1,000,000, TriAusMin will

issue 250,000 warrants to Jennings, and each warrant will have a term of 12 months and entitle Jennings to subscribe for one Share at a price of \$0.08 per Share. In the event that Jennings solicits Rights for proceeds in excess of CDN\$2,000,000, TriAusMin will issue 1,000,000 warrants to Jennings and each warrant will have a term of 12 months and entitle Jennings to subscribe for one Share at a price of \$0.08 per Share. The warrants to be issued under the Underwriting Agreement will be non-transferrable.

In the event that Jennings subscribes for the maximum number of Shortfall Shares under the Partial Underwriting Commitment, and the remaining Shortfall Shares are fully subscribed by other shareholders, and Jennings is issued with the maximum number of warrants to subscribe for Shares under the Underwriting Agreement and exercises those warrants, then the maximum voting power that Jennings will acquire in TriAusMin (assuming no other changes to the capital of TriAusMin) will be approximately 3.7%.

Signed for TriAusMin Limited by

A handwritten signature in cursive script, appearing to read "Simon Smith".

Simon Smith  
**Company Secretary**