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1 May 2013

The Manager  
Company Announcements Platform  
Australian Securities Exchange

Dear Sir

**2013 Annual General Meeting Documents**

Please find attached for release to the market a letter from Terramin Australia Limited Chairman, Mr Michael Kennedy, enclosing the 2013 Notice of Annual General Meeting and Form of Proxy.

Notices of Annual General Meeting and Forms of Proxy have been sent to all shareholders. An electronic copy of the Chairman's letter, Notice of Annual General Meeting and Form of Proxy are available on the Company's website.

The 2012 Annual Report was also sent by post to those shareholders who have previously elected to receive a hard copy. An electronic copy of the 2012 Annual Report continues to be available on the Company's website.

Yours sincerely,

Stephane Gauducheau  
*Company Secretary*



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April 2013

**Notice of Annual General Meeting of shareholders**

Dear Shareholder,

I am pleased to invite you to attend the 2013 Annual General Meeting of shareholders (**AGM**), which has been scheduled as follows:

Date: Friday, 31 May 2013  
Time: 10:00am (Adelaide time)  
Venue: Adina Hotel Adelaide Treasury  
2 Flinders Street  
Adelaide SA 5000

The business to be dealt with at the AGM is provided in the following pages of this Notice of Meeting.

If you are able to attend the AGM, please bring the enclosed proxy form with you to facilitate registration at the AGM.

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by completing the enclosed proxy form and returning it in the envelope provided.

Instructions on how to appoint a proxy are detailed on the back of the proxy form. Proxies must be received no later than 10:00am (Adelaide time) on Wednesday, 29 May 2013 to be valid for the AGM.

We look forward to seeing you at the AGM.

Yours sincerely

**Michael Kennedy**  
Chairman



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Terramin Australia Limited (the **Company**) will be held at the Adina Hotel Adelaide Treasury, 2 Flinders Street, Adelaide, South Australia 5000 at 10:00am (Adelaide time) on Friday 31 May 2013.

A copy of the Company's 2012 Annual Report can be found on the Company's website at [www.terramin.com.au](http://www.terramin.com.au)

Please advise us via email to [info@terramin.com.au](mailto:info@terramin.com.au) or by calling (08) 8213 1415 if you will be attending the meeting.

### 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 2012.

#### 2. ELECTION OF DIRECTORS

- (a) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Xie Yaheng be re-elected as a Director of the Company."*

Mr Xie Yaheng, in accordance with Rule 58 of the Company's Constitution and ASX Listing Rule 14.4, retires and, being eligible, offers himself for re-election.

The Board (excluding Mr Xie who has abstained) recommends that shareholders vote in favour of this resolution.

- (b) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Angelo Siciliano be elected as a Director of the Company."*

Mr Siciliano was appointed as a Director by the Board in January 2013 and, in accordance with Rule 47 of the Company's Constitution, offers himself for election.

The Board (excluding Mr Siciliano who has abstained) recommends that shareholders vote in favour of this resolution.

- (c) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Kevin McGuinness be elected as a Director of the Company."*

Mr McGuinness was appointed as a Director by the Board in April 2013 and, in accordance with Rule 47 of the Company's Constitution, offers himself for election.

The Board (excluding Mr McGuinness who has abstained) recommends that shareholders vote in favour of this resolution.

- (d) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Feng Sheng be elected as a Director of the Company."*

Mr Sheng was appointed as a Director by the Board in April 2013 and, in accordance with Rule 47 of the Company's Constitution, offers himself for election.

The Board (excluding Mr Sheng who has abstained) recommends that shareholders vote in favour of this resolution.

#### 3. APPOINTMENT OF AUDITORS

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

*"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditors, Grant Thornton Audit Pty Ltd having been nominated and having consented in writing, be appointed as auditor of the Company and the directors be authorised to set its remuneration."*

The Board recommends that shareholders vote in favour of this resolution.

### SPECIAL BUSINESS

#### 4. RATIFICATION AND APPROVAL OF PREVIOUS ISSUE AND ALLOTMENT OF ORDINARY SHARES

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

*"That for the purpose of ASX Listing Rule 7.4, the issue of securities, to the persons and on the terms detailed in the accompanying Explanatory Memorandum, is hereby ratified."*

#### 5. APPROVAL TO ISSUE AN ADDITIONAL 10% OF ISSUED CAPITAL OVER A 12 MONTH PERIOD

To consider and if thought fit pass the following resolution as a special resolution:

*"That for the purpose of ASX listing rule 7.1A and for all other purposes, approval be given to issue equity securities (as defined in the ASX Listing Rules) equivalent to an additional 10% of the number of ordinary securities on issue calculated in accordance with the formula in listing rule 7.1A.2 and on the terms described in the accompanying Explanatory Memorandum."*



## 6. APPROVAL OF ACQUISITION OF SECURITIES BY MR NICHOLAS CLIFT UNDER THE TERRAMIN LONG TERM INCENTIVE SHARE PLAN

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

*“That for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to authorise the acquisition by Mr Nicholas Clift, of a maximum of 7,000,000 performance rights (and ordinary shares in the Company upon vesting of those performance rights), under the Terramin Long Term Incentive Share Plan as detailed in the accompanying Explanatory Memorandum.*

## 7. APPROVAL OF THE ACQUISITION OF SECURITIES BY MR NICHOLAS CLIFT UNDER THE TERRAMIN EMPLOYEE OPTION PLAN

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

*“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to authorise the acquisition by Mr Nicholas Clift of 4,200,000 unlisted options over unissued, fully paid, ordinary shares in the capital of the Company under the terms of the Terramin Employee Option Plan as detailed in the accompanying Explanatory Memorandum.*

## 8. REMUNERATION REPORT – (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 2012 be adopted.”*

## 9. SPILL MEETING RESOLUTION – (CONDITIONAL RESOLUTION)

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

*“That subject to at least 25% of the votes cast on resolution 8 to adopt the 2012 Remuneration Report opposing the adoption of the report:*

- (a) a general meeting of the Company “Spill Meeting” be held within 90 days of the passing of this resolution;*
- (b) all of the Company’s directors who were directors of the Company when the resolution to make the directors’ report for the financial year ending 31 December 2012 was passed, (excluding the managing director of the Company Mr Nicholas Clift) who continue to hold office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote of shareholders at the Spill Meeting.”*

## 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 Wednesday 29 May 2013.

## Proxies:

- 1 A member entitled to attend and vote is entitled to appoint a person or body corporate as proxy to attend and vote for 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.
- 3 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 (Cth) (**Corporations Act**) or under the hand of a duly authorised officer.
- 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) or +61 3 9473 2555 (outside Australia), not later than 10.00am (Adelaide time) on Wednesday, 29 May 2013.
- 7 Custodian Voting – For Intermediary Online subscribers only (Custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

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

**DATED** this 29th day of April 2013  
**BY ORDER OF THE BOARD**

Stephane Gauducheau  
Company Secretary

## EXPLANATORY MEMORANDUM

### 1. ANNUAL REPORTS AND ACCOUNTS

In accordance with section 317 of the Corporations Act, the business of an Annual General Meeting must include the receipt and consideration of the annual reports and accounts required by law for the past financial year. There is no requirement for Shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity to ask questions about and make comments on these reports and accounts.

### 2. RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with the provisions of ASX Listing Rule 14.5, the Company is required to hold an election of directors (excluding for the Managing Director) each year. In accordance with Rule 58 of the Company's Constitution and ASX Listing Rule 14.4, a director must not hold office (without re-election) past the later to occur of:

- (a) the conclusion of the third Annual General Meeting after which the director was elected or re-elected; and
- (b) the third anniversary of the director's appointment or re-election.

Accordingly, Mr Xie retires and, being eligible, offers himself for re-election at the Annual General Meeting.

The Board appointed Mr Angelo Siciliano in January 2013 and in April 2013 appointed Mr McGuinness and Mr Feng Sheng as Directors. Messrs Siciliano, McGuinness and Sheng are now standing for election at the first Annual General Meeting since they were appointed in accordance with Rule 47 of the Constitution.

Brief biography details of each of the Directors standing for re-election or election follows:

#### Mr Yaheng Xie

Mr Xie is Vice-President of NFC and Chairman of Guangdong Zhujiang Rare Earth Co. Ltd, 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.

#### Mr Angelo Siciliano

Mr Siciliano has more than 20 years' experience as an accountant in property development and financial services. For the last 16 years, Mr Siciliano has owned and managed an accounting practice predominantly focusing on taxation advice and business consulting. Mr Siciliano is a fellow of the Institute of Public Accountants and is a director of Resource Base Limited, a gold producer listed on the ASX.

#### Mr Kevin McGuinness

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. Mr McGuinness 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 Feng Sheng

Mr Sheng is Chairman of Melbourne based ASIPAC Group. Mr Sheng has owned and operated several businesses over the years predominantly focused in property investment and development. Asipac Group is an active investor in the resources sector and is an active member of the Australia China Business Council and sponsors this organisation at national and state level.

### 3. APPOINTMENT OF AUDITORS

Following the resignation of the Company's auditors, KPMG, the audit committee has reviewed and assessed the audit services required by the Company and has recommended to the Board that Grant Thornton Audit Pty Ltd be appointed as auditor to the Company. Grant Thornton Audit Pty Ltd has consented to act as auditor.

The Board has agreed to this resolution being presented to shareholders for approval as required by section 327B of the Corporations Act. The resolution is conditional upon ASIC's consent to the resignation of KPMG and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included as Annexure A in this Notice of Meeting. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

The Board recommends that shareholders vote in favour of this resolution.

### 4. APPROVAL OF ORDINARY SHARES ISSUED

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 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 to the issue of the 91,397,871 ordinary shares set out in the table below, 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 Company provides the following information in accordance with ASX Listing Rule 7.5.

Person(s) to whom securities were issued	Number Issued	Terms
JP Morgan Metals & Concentrates LLC	1,412,131 fully paid ordinary shares	Shares issued on 21 May 2012 at a price of \$0.14076 per share in satisfaction of interest due on convertible notes on issue to JP Morgan Metals & Concentrates LLC.
GSG Counsel	105,950 fully paid ordinary shares	Shares issued on 21 May 2012 at a price between \$0.4249 and \$0.1354 per share in accordance with the terms of a service agreement with GSG Counsel.
Bond Street Custodians Limited	4,579,001 fully paid ordinary shares	Shares issued on 29 August 2012 at a price of \$0.0431 per share in satisfaction of interest due on 2,263,529 convertible notes on issue to an institutional investor.
Wanshe Holdings Pty Ltd	15,000,000 fully paid ordinary shares	Shares issued on 23 November 2012 at a price of \$0.02 as the placement to Wanshe Holding Pty Ltd (raising \$300,000) in combination with an underwritten non-renounceable rights issue.
Bond Street Custodians Limited	9,309,196 fully paid ordinary shares	Shares issued on 26 February 2013 at a price of \$0.0223 per share in satisfaction of interest due on 2,263,529 convertible notes on issue to an institutional investor.
Investec Bank (Australia) Ltd	41,523,066 fully paid ordinary shares	Shares issued on 6 March 2013 at a price of \$0.02408 per share as part of the debt facilities restructure agreed with Investec Bank (Australia) Ltd on 28 February 2013.
Transaminvest S.A	6,015,613 fully paid ordinary shares	Shares issued on 18 March 2013 at a price of \$0.0223 per share in satisfaction of interest due on 10,000,000 convertible notes on issue to Transaminvest S.A.
Bond Street Custodians Limited	13,452,914 fully paid ordinary shares	Shares issued on 28 March 2013 at a price of \$0.0223 per share pursuant to the terms of an Amendment Deed to the Convertible Note Deed Poll with an institutional investor.

All Shares issued since May 2012 rank pari passu with existing fully paid ordinary shares in the capital of the Company.

**Resolution 4 – Voting Exclusions**

The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) to whom the shares listed in the above table were issued.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on a valid proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Board recommends shareholders vote in favour of resolution 4.

**5. APPROVAL TO ISSUE AN ADDITIONAL 10% OF ISSUED CAPITAL OVER A 12 MONTH PERIOD**

Listing rule 7.1A permits eligible entities that have obtained shareholder approval by special resolution at an AGM to issue an additional 10% of the entity’s issued ordinary securities (calculated using the formula set out below). The ability to issue securities under listing rule 7.1A is in addition to the Company’s ability to issue 15% of its issued capital without security holder approval in a 12 month period, under listing rule 7.1.

A listed entity must satisfy both of the following criteria at the time of its AGM in order to be eligible to seek approval under listing rule 7.1A:

- it must have a market capitalisation of \$300 million or less; and
- it must not be included in the S&P/ASX300 Index.

At the date of the Notice, the Company satisfied both criteria. The number of equity securities that the Company may issue with approval under listing rule 7.1A.2 is calculated using the following formula:

$$(A \times D) - E$$

A = the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of shareholders under rule 7.1 or rule 7.4;
- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = The number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under rule 7.1 or 7.4.

A resolution under listing rule 7.1A can only be proposed as a special resolution at an eligible entity’s AGM. A special resolution is a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution. Securities issued with approval under listing rule 7.1A must belong to a class of equity securities (as defined in the ASX Listing Rules) (**Equity Securities**) already quoted. Listing rule 7.1A cannot be used for placements of securities in a class that has not yet been quoted.

**Resolution 5 – Voting Exclusions**

The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on a valid proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Board recommends shareholders vote in favour of resolution 5.

## Information Required by Listing Rule 7.3A

Listing rule 7.3A prescribes the information that must be included in the Notice in relation to a resolution under listing rule 7.1A. This information is as follows:

1. The issue price of securities issued under listing rule 7.1A must be no lower than 75% of the volume weighted average price for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were conducted immediately before either:
  - 1.1. the date on which the price at which the securities are to be issued is agreed; or
  - 1.2. if the securities are not issued within 5 trading days of the date in paragraph 1.1 above, the date on which the securities are issued.
2. If Resolution 5 is approved by shareholders and the Company issues additional Equity Securities there is a risk of economic and voting dilution of the existing shareholders including the risk that:
  - 2.1. the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the approval under listing rule 7.1A; and
  - 2.2. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below provides details of the quoted and unquoted classes of Equity Securities the Company has on issue at the date of the Notice.

Equity Securities	Number of issue
Quoted fully paid ordinary shares	789,182,128
Unquoted \$0.53 options expiring 7 April 2016	300,000
Unquoted \$1.00 options expiring on 31 August 2013	1,800,000
Unquoted \$1.17 options expiring on 20 January 2015	1,000,000
Unquoted \$2.12 options expiring on 7 September 2012	20,000
Unquoted \$2.45 options expiring in 20 July 2013	575,000
Unquoted \$1 Convertible Notes maturing in 31 May 2014	15,050,000
Unquoted \$2.21 Convertible Notes maturing in 31 July 2014	2,263,529
Unquoted \$1 Convertible Notes maturing in 31 September 2014	10,000,000

The following table illustrates the potential dilution of existing shareholders on the basis of the number of ordinary securities for variable "A" as at the date of this notice ("current variable A") and where variable "A" is 50% and 100% greater than the current variable "A":

	Current variable "A"	50% increase in current variable "A"	100% increase in current variable "A"
	789,182,128	1,183,773,192	1,578,364,256
10% voting dilution	78,918,213	118,377,319	157,836,426
Total shares on issue following rule 7.1A placements	868,100,341	1,302,150,511	1,736,200,682

Assumptions relevant to the table describing the potential dilution of existing shareholders:

- i. an additional 10% of the Company's ordinary shares are issued under rule 7.1A;
- ii. no options are exercised before the date of the issue under rule 7.1A; and
- iii. the issue under rule 7.1A consists only of shares.

The following table illustrates the funds raised from the issue of an additional 10% of issued capital under 7.1A, based on:

- the current variable "A" and where variable "A" has increased by 50% and 100%; and
- the share price as at the date of this notice and where the share price has fallen by 50% and increased by 100%.

Rule 7.1A placement details	\$0.008 (50% decrease in share price)	\$0.016 (share price as at 17 April 2013)	\$0.032 (100% increase in share price)
78,918,213 (10% voting dilution based on current variable "A")	\$631,346	\$1,262,691	\$2,525,383
118,377,319 (10% voting dilution based on 50% increase in current variable "A")	\$947,019	\$1,894,037	\$3,788,074
157,836,426 (10% voting dilution based on 100% increase in current variable "A")	\$1,262,691	\$2,525,383	\$5,050,766

3. The Company will only issue Equity Securities during the 12 month period after the date of the AGM (31 May 2013). The approval under this Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (the disposal of the main undertaking).
4. The Company may issue Equity Securities either for non-cash or cash consideration to fund the Company's exploration and development projects and the repayment of debts in the next year.
5. As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to listing rule 7.1A. No decision has been made regarding allottees. The allottees may include either existing security holders or new investors who are not related parties or associates of related parties and have not previously been shareholder, or a combination of both.
6. The Company has not previously obtained shareholder approval under listing rule 7.1A.
7. A voting exclusion statement is included in the Explanatory Memorandum. At the date of the Notice the proposed allottees of the securities are not known and identified. Therefore no existing shareholder's votes will be excluded under the voting exclusion in this Notice.



## 6. APPROVAL OF ACQUISITION BY MR NICHOLAS CLIFT OF SECURITIES UNDER THE TERRAMIN LONG TERM INCENTIVE SHARE PLAN

At the Company's Annual General Meeting in May 2011, the Company's shareholders approved the issue of securities under the Terramin Long Term Incentive Share Plan (**Share Plan**).

As announced to the ASX on 1 September 2011, the terms of Mr Clift's appointment include, subject to the approval of shareholders, an entitlement to annual awards of long term performance-based incentives valued up to \$400,000 on achievement of key performance indicators as determined by the Board.

At the 2012 AGM, shareholders approved the issue of performance rights to Mr Clift upon satisfying a number of Performance criteria but always subject to share price exceeding \$0.35 a share. This share price was not achieved as at 31 December 2012 and no Performance Rights have been issued to Mr Clift for 2012.

Under ASX Listing Rules 10.11 and 10.14, an issue of shares by the Company to Mr Clift requires shareholder approval.

The Company's Board now wishes to obtain the approval of shareholders to permit Mr Clift to acquire performance rights (**Performance Rights**), entitling Mr Clift (subject to satisfaction of performance conditions) to be issued with fully paid ordinary shares in the capital of the Company (**Shares**) subject to performance criteria for 2013, pursuant to the terms of the Share Plan.

Set out below is a summary of the key terms of the Share Plan to assist shareholders in their consideration of this Resolution 6.

## Summary of Key Terms of the Share Plan

### 1. Grant of Performance Rights

The Board may invite an "Eligible Employee" to participate in the Share Plan and apply for Performance Rights entitling the holders (subject to performance conditions) to be issued with Shares.

The invitation will specify, amongst other things, the following matters which will be determined by the Board:

- number of Performance Rights available to the Eligible Employee;
- the performance criteria that must be satisfied before the Performance Rights can be converted into Shares (**Performance Criteria**); and
- the performance period in which the Performance Criteria must be satisfied (**Performance Period**).

An "Eligible Employee" means the following persons whom the Board determines to be eligible to participate in the Share Plan:

- a permanent full-time or permanent part-time employee of the Company or an associated company;
- a person who provides services to the Company or an associated company; or
- a director of the Company or an associated company;

but does not include any person where that person either directly or indirectly holds or control, or would hold or control as a result of any further acquisition of shares or rights in the Company under the Share Plan, 5% or more of the issued capital of the Company (including the voting rights that relate to those shares).

Following receipt by an Eligible Employee of an invitation, the Eligible Employee may apply for Performance Rights by completing an application form. Following receipt of an application form, the Company may grant the Performance Rights to the Eligible Employee, who will become a "Participant" of the Share Plan.

### 2. Performance Right and Share limits

No Performance Right or Share may be issued under the Share Plan if to do so would contravene the Corporations Act, the ASX Listing Rules or instruments of relief issued by the Australian Securities and Investments Commission relating to employee share schemes.

### 3. Performance Rights terms

Subject to the Listing Rules, unless otherwise determined by the Board, each Performance Right is granted on the terms set out below.

#### a. Entitlement

Each Performance Right entitles the Participant, on satisfaction of the Performance Criteria during the Performance Period, to be issued with one Share for no consideration.

Shares issued under a Performance Right will rank equally with existing Shares from the date of issue.

#### b. Performance Criteria and Vesting

The Performance Criteria will be determined by the Board at its discretion and notified to the Eligible Employees at the time they receive their invitation.

In addition to the specific Performance Criteria notified to an Eligible Employee, for any of the Performance Rights to be converted to Shares, individuals must also continue to be employed by the Company until the relevant Share Issue Date. Individuals who leave the Company's employment or the employment of an associated company before a Share Issue Date will forfeit all entitlements to have Performance Rights converted into Shares, subject to the Board's discretion to permit a Participant to retain Performance Rights if they cease to be an employee of the Company or an associated company by reason of death, total and permanent disablement, retirement or redundancy.

#### c. Dealing

Participants must not assign, transfer, sell, encumber or otherwise deal with a Performance Right.

#### d. Quotation

Performance Rights will not be quoted on the Australian Securities Exchange (**ASX**). The Company will make an application to the ASX for quotation of Shares shortly following each Share Issue Date.

#### e. New Issue of Shares

Participants will not be entitled to participate in any new issue of Shares as a result of holding Performance Rights unless they have become entitled to be issued with Shares under their Performance Rights under the Share Plan prior to the record date for the determination of entitlements to the new issue and participate as a result of being a holder of Shares.



**f. No Dividends**

The Performance Rights do not in themselves entitle Eligible Employees to receive dividends, however, if they become a shareholder upon conversion of Performance Rights they will be eligible to receive dividends declared by the Company in respect of any Shares they hold.

**g. No Voting**

Being a holder of Performance Rights does not confer on Eligible Employees a right to attend and vote at general meetings, however, if they become a shareholder upon conversion of Performance Rights they will be eligible to vote at general meetings in respect of any Shares they hold.

**h. Reconstruction of Capital**

In the event of any reorganisation of the issued share capital of the Company, the rights attaching to the Performance Rights must be changed to comply with the Listing Rules applying to that reorganisation.

**4. Amendment to the rules of the Share Plan**

Subject to the requirements of the ASX Listing Rules, the Board may amend the rules of the Share Plan at its discretion.

**5. Termination and Suspension of the Share Plan**

Subject to the requirements of the ASX Listing Rules, the Board may suspend or terminate the Share Plan at any time.

**Summary of Terms of Performance Rights to be Issued****1. Number of Performance Rights**

It is not presently possible to ascertain the precise number of Performance Rights to be issued to Mr Clift. It is proposed that, subject to achievement of the specified Performance Criteria described below, the Performance Rights will be granted to Mr Clift on 31 December 2013 (**Grant Date**), with the precise number of Performance Rights to be issued to be determined by dividing \$350,000 (being the sum equal to 87.5% of Mr Clift's base remuneration package under his employment contract) by the volume weighted average price of the Company's shares on the ASX over the 20 trading days immediately preceding the grant of the Performance Rights. The following formula will be used to determine the number of Performance Rights to be granted:

$$PR = \frac{350,000}{VWAP20}$$

Where:

**PR** = the number of Performance Rights to be issued; and

**VWAP20** = the volume weighted average price of the Company's shares on the ASX over the 20 trading days immediately preceding 31 December 2013.

For example, if on 31 December 2013, the VWAP20 for the Company's shares equals \$0.05, the number of Performance Rights to be granted by Mr Clift is calculated as follows:

$$PR = \frac{350,000}{0.05}$$

$$PR = 7,000,000$$

**2. Performance Criteria**

The Performance Rights granted will be tested on the Grant Date against a set of specified Performance Criteria, described below. The Performance Period is the period from 1 January 2013 to 31 December 2013.

Subject to achievement of the specified Performance Criteria, 50% of the Performance Rights will vest immediately and be converted into Shares within 1 month of vesting, 30% will vest on 31 December 2014 and the balance of 20% of the Performance Rights will vest on, and be converted into Shares within 1 month of 31 December 2015, provided that Mr Clift continues to be employed by the Company at that date. All Shares will be able to be traded by Mr Clift immediately upon their allotment, subject to compliance with the terms of the Company's share trading policy. To the extent that the Performance Criteria is not satisfied, no Performance Right will be granted.

In relation to all Performance Rights proposed to be issued to Mr Clift, the following Performance Criteria will apply:

- (a) Successful refinance or restructure of existing debt obligations without excessive dilution of shareholder value. Shareholder dilution will not be deemed excessive if the Share Price Criteria is achieved;

(b) Achieving an orderly completion of the Angas mine or, if additional ore feed is available, a successful transition towards the treatment of such ore feed. The Board will assess achievement of this goal by taking into consideration the process, timing of completion (or as the case may be transition), costs and proceeds as well as the quality of execution.

(c) Significant progress towards maximizing shareholder value from the Tala Hamza project. The Board will assess achievement of this goal by taking into consideration total shareholder return that can reasonably be expected as at the end of the Performance Period.

In all cases the Performance Rights proposed to be issued to Mr Clift are subject to the volume weighted average price of the Company's shares on the ASX for the period of 20 trading days immediately preceding 31 December 2013 equalling or exceeding \$0.05 per share (**Share Price Criteria**). As at the date of this notice of meeting this translates to an increase in share price of more than 300%.

Each of the Performance Criteria set out in paragraph 2(a)-(c) will be individually weighted such that, assuming the Share Price Criteria is met, if some Performance Criteria are met, while others are not, a partial vesting of the total number of Performance Rights granted may still be achieved. The Performance Criteria set out in paragraph 2(a)-(c) will carry a weighting of 33.3% each.

**ASX Listing Rule 10.14**

ASX Listing Rule 10.14 requires that a notice of meeting to obtain approval for an issue of securities under that rule must comply with either ASX Listing Rule 10.15 or 10.15A.

Listing Rule 10.15 requires that, in addition to the information presented above, the following information must be provided to shareholders in respect of the resolution in Item 6:

1. The maximum number of Performance Rights (and, consequently, Shares) that Mr Clift may acquire under the Share Plan is 7,000,000. The precise number of Performance Rights and Shares which may be issued to Mr Clift under the Share Plan will be determined at the Grant Date having reference to the VWAP20 for the Company shares as at the Grant Date.



2. If the Performance Criteria is satisfied, the Performance Rights will be granted and, subsequently Shares will be issued, to Mr Clift for no monetary consideration.
3. No person has previously been issued with Performance Rights or Shares under the Share Plan. No Performance Rights have been issued to Mr Clift for the year 2012 as the share price performance criteria of \$0.35 set at the 2012 AGM was not achieved.
4. Subject to the grant of the approval sought, Mr Clift will be the only director of the Company entitled to participate in the Share Plan.
5. The Company will not provide Mr Clift with a loan in connection with his acquisition of Performance Rights and Shares under the Share Plan.
6. Subject to satisfaction of the Performance Criteria, the last date on which the Performance Rights will be issued to Mr Clift will be 31 January 2014, being the date that is one month after the Grant Date.

**Resolution 6 – Voting Exclusion**

The Company will disregard any votes cast in relation to this Resolution by:

- any director of the Company, except one who is ineligible to participate in any employee incentive scheme; and
- any associate of those directors.

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 that proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**7. APPROVAL OF ACQUISITION OF SECURITIES BY MR NICOLAS CLIFT UNDER THE TERRAMIN EMPLOYEE OPTION PLAN**

The Company’s shareholders refreshed their prior approval of the issue of securities under the Terramin Employee Option Plan (**Option Plan**) at the Company’s Annual General Meeting in 2011.

As outlined above in relation to Resolution 6, ASX Listing Rule 10.11 prohibits the issue of equity securities to a director without the approval of holders of ordinary securities. ASX Listing Rule 10.14 deals with the issue of securities to a director under an employee incentive scheme.

At the last AGM the Company’s shareholders approved the issue to Mr Clift of 600,000 options having a 5 year term, vesting over 3 years and having a strike price of \$0.35. These options should have been issued by 30 June 2012 under the terms of the Option Plan. These options were not issued within that deadline as a result of an administrative oversight.

For the purposes of ASX Listing Rule 10.14, the Company’s Board now wishes to correct this oversight with the approval of shareholders to permit Mr Clift to acquire unlisted options over unissued ordinary shares in the capital of the Company (**Options**), pursuant to the terms of the Option Plan equivalent in value and with similar terms to the options he would otherwise had been entitled from the last AGM. The Board consider the following a reasonable substitute for the previously approved options. It is proposed that the options previously approved by shareholders at the 2012 AGM not be issued and this obligation be met through the following issue under the option plan.

<b>Year</b>	2013
<b>Options</b>	4,200,000
<b>Exercise price</b>	\$0.05
<b>Term</b>	4 years
<b>Vesting</b>	Over 2 years
<b>Payment for exercise</b>	\$210,000
<b>Increase in share price required</b>	212%*

\* based on a share price of \$0.016 a share as at 17 April 2013

Set out below is a summary of the key terms of the Option Plan to assist shareholders in their consideration of this Resolution 7.

**Summary of Key Terms of the Option Plan**

**1. Grant of Options**

The Board may invite an “Eligible Employee” to participate in the Option Plan and apply for options (**Options**) to subscribe for fully paid ordinary shares in the capital of the Company (**Shares**). The invitation will specify, amongst other things, the following matters which will be determined by the Board:

- number of Options available to the Eligible Employee;
- any fee which is payable by the Eligible Employee on applying for Options;
- price payable per Share on exercising the Options (**Exercise Price**);
- period in which the Options can be exercised (**Exercise Period**); and
- any performance, vesting or other criteria that must be satisfied before the Options can be exercised (**Relevant Requirements**).

An “Eligible Employee” means the following persons whom the Board determines to be eligible to participate in the Option Plan:

- a permanent full-time or permanent part-time employee; or
- a director,

of the Company or an associated company.

Following receipt by an Eligible Employee of an invitation, the Eligible Employee may apply for Options by completing an application form. Following receipt of an application form, the Company may grant the Options to the Eligible Employee, who will become a “Participant” of the Option Plan.

**2. Option limits**

No Option may be offered under the Option Plan if to do so would contravene the Corporations Act, the ASX Listing Rules or instruments of relief issued by the Australian Securities and Investments Commission relating to employee share schemes.

**3. Option terms**

Unless otherwise determined by the Board (and in all cases subject to the requirements of the ASX Listing Rules), each Option is granted on the terms set out below.

**a. Entitlement**

Each Option entitles the Participant, on exercise of the Option, to subscribe for and be issued one Share at the Exercise Price.

Shares issued on the exercise of Options will rank equally with existing Shares from the date of issue.

**b. Exercise of Options**

Subject to the satisfaction of any Relevant Requirements, an Option which has not lapsed is exercisable during the Exercise Period.

**c. Lapse of Options**

An Option will lapse on the earliest of the date that:

- is the end of the exercise period;
- the Board determines that the Eligible Employee has, in the Board's opinion:
  - been dismissed with cause;
  - committed any act of fraud, theft or gross misconduct in relation to the affairs of the Company; or
  - brought the Company into disrepute;
- the Board determines that any Relevant Requirement cannot be satisfied; and
- the Board determines that a breach or occurrence of any condition or event contained in the invitation requires the lapse of the Options.

**d. Dealing**

Participants must not assign, transfer, sell, encumber or otherwise deal with an Option.

**e. Quotation**

Options will not be quoted on the ASX. The Company will make an application to the ASX for quotation of Shares issued on the exercise of Options if other Shares are quoted on the ASX at that time.

**f. Reconstruction of Capital**

In the event of any reorganisation of the issued share capital of the Company, the rights attaching to Options must be changed to comply with the Listing Rules applying to that reorganisation.

**g. New Issue of Shares**

Participants will not be entitled to participate in any new issue of Shares as a result of holding Options unless they have become entitled to exercise their Options under the Option Plan and do so prior to the record date for the determination of entitlements to the new issue and participate as a result of being a holder of Shares.

**h. Other Securities**

If the Company offers shareholders other securities, the Board will determine whether the other securities are to be offered to Participants on the exercise of Options or whether any other equivalent securities, interest or rights will be offered to them if the other securities are not available, and the basis thereof, to the intent that on the exercise of Options the Participants will be treated whenever possible as if they were shareholders at the date that the Options are granted to the Participant.

**i. Amendment to the Rules**

The Board may amend the Rules at its discretion.

**j. Termination and Suspension of the Option Plan**

The Board may suspend or terminate the Option Plan at any time.

**Summary of Terms of Options to be Issued****1. Number of Options and issue price**

Mr Clift will be issued 4,200,000 Options for no monetary consideration.

**2. Exercise Price**

The Exercise Price for each Option is \$0.05.

**3. Relevant Requirements**

The Relevant Requirements for the vesting of the Options are that Mr Clift remain an employee of the Company on each of the first and second anniversaries of the issue date of the Options. Subject to satisfaction of the Relevant Requirement on:

- the first anniversary of the issue date of the Options, on that date 2,800,000 Options will vest;
- the second anniversary of the issue date of the Options, on that date 1,400,000 Options will vest;

Any unvested Options will be cancelled upon Mr Clift ceasing to be employed by the Company.

**4. Expiry Date**

The expiry date of the Options will be the earlier of 4 years from the date of issue of the Options and 6 months after Mr Clift ceases employment with the Company.

**ASX Listing Rule 10.14**

As noted in relation to resolution 6 above, ASX Listing Rule 10.14 requires that a notice of meeting to obtain approval for an issue of securities under that rule must comply with ASX Listing Rule 10.15 or 10.15A.

Listing Rule 10.15 requires that, in addition to the information presented above, the following information must be provided to shareholders in respect of the resolution in Item 7:

1. The maximum number of Options, and subsequently Shares, that Mr Clift may acquire under the Option Plan is 4,200,000.
2. Subject to the Options vesting in accordance with their terms, Shares will be issued to Mr Clift upon exercise of the Options and upon payment of the issue price of \$0.05 per Share.
3. No director, nor any associate of a director, has previously been issued with Options under the Option Plan.
4. Subject to the grant of the approval sought, Mr Clift will be the only director of the Company entitled to participate in the Option Plan.
5. The Company will not provide Mr Clift with a loan in connection with his acquisition of Options under the Option Plan.
6. The last date on which the Options will be issued to Mr Clift will be 30 June 2013, being one month after the Annual General Meeting.

**Resolution – Voting Exclusions**

The Company will disregard any votes cast in relation to Resolution 7 by:

- any director of the Company, except one who is ineligible to participate in any employee incentive scheme; and
- any associate of those directors.

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 that proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



## 8. REMUNERATION REPORT (NON-BINDING VOTE)

The Company's Annual Report for the financial year ended 31 December 2012 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 (**2012 Remuneration Report**). Shareholders will have a reasonable opportunity at the meeting to comment on and ask questions regarding the 2012 Remuneration Report.

Pursuant to section 250R of the Corporations Act, the vote on the proposed Resolution in Item 8 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.

Amendments to the Corporations Act effective from 1 July 2011, introduced a "two-strikes" rule for the non-binding vote on the adoption of the Remuneration Report. Under the "two-strikes" rule, if at least 25% of the votes cast on a resolution that the Remuneration Report be adopted are against adoption of the report, the Company receives a "first-strike".

At the most recent AGM held in May 2012, the Company received a "first-strike" in relation to the 2011 Remuneration Report. The Board have considered the reasons for this result and sought feedback in relation to the Remuneration Report. Subsequent to the 2012 AGM, the Company undertook a corporate restructure which resulted in a significant reduction in staff numbers and total remuneration. This action was taken to address the ongoing requirements of the Company and through consideration of the vote on the 2011 Remuneration Report.

If at least 25% of the votes cast by poll on resolution 8 to approve the 2012 Remuneration Report again oppose the adoption of the report, the Company will receive a "second-strike" and the Company must then put resolution 9 (**Spill Resolution**) to shareholders.

If 50% or more of votes cast are in favour of the Spill Resolution, the Company must convene another meeting (**Spill Meeting**) of the Company's shareholders within 90 days of this meeting.

The Board recommends that shareholders vote in favour of this resolution.

The Chairman intends to vote in favour of this Resolution 8.

## Resolution 8 - Voting Exclusions

The voting exclusion statement for this resolution is set out below, immediately following the explanatory comments in respect of Resolution 9.

## 9. SPILL MEETING RESOLUTION – (CONDITIONAL RESOLUTION)

This resolution is a conditional resolution and will only be put to shareholders if the Company receives a "second-strike", i.e. if the total votes on Resolution 8 opposing the adoption of the 2012 Remuneration Report exceed 25% of the votes cast. In other words, if Resolution 8 attracts a "yes" vote of more than 75% of votes cast the current board of directors remains in place and this Spill Resolution will not need to be put to shareholders.

If the Company receives a "second-strike" and less than 50% of the votes are cast in favour of this Spill Resolution, the board of directors remains in place.

If the Company receives a "second-strike" and more than 50% of the votes are cast in favour of this Spill Resolution, then a Spill Meeting must take place within 90 days and the entire board (except for the managing director and directors appointed since the 2012 Remuneration Report was approved by the board) must stand for re-election at the Spill Meeting.

Following the Spill Meeting the directors of the Company will be those who are elected at the Spill Meeting.

The provisions of the Corporations Act ensure that following a Spill Meeting, regardless of how many (or if any) directors are not re-elected, the Company will still have the statutory minimum number of directors required.

The Chairman intends to vote AGAINST this Resolution 9.

## Resolutions 8 & 9 - Voting Exclusions

A vote must not be cast (in any capacity) on Resolutions 8 and 9 by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the 2012 Remuneration Report, or a closely related party of a KMP (**Restricted Person**), whether the votes are cast as a shareholder, proxy or in any other capacity.

However, a vote may be cast by a Restricted Person if:

- the vote is cast as a proxy; and
- the proxy appointment is in writing and it specifies how the proxy is to vote on Resolutions 8 and 9; and
- the vote is not cast on behalf of a Restricted Person.

Further, the Company need not disregard a vote cast by the Chairman as a proxy if the appointment expressly authorises the Chairman to exercise the proxy, even though the resolution is connected directly or indirectly with the remuneration of a KMP.

If a Shareholder grants an undirected proxy to the Chairman in respect of Resolutions 8 and 9, that vote will be disregarded. Shareholders may direct the Chairman how to vote by either:

- directing the Chairman to vote for or against, or to abstain from voting on, Resolutions 8 and 9; or
- by marking the separate box on the proxy form regarding Resolutions 8 and 9, directing the Chairman to vote in accordance with the Chairman's voting intention.

Shareholders may grant an undirected proxy to anyone that is not the Chairman, a KMP or a closely related party of a KMP.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each Resolution by marking the appropriate boxes on the proxy form.

**ANNEXURE A**

Ms Rebecca Jarrett  
2 Saints Road  
Salisbury Park  
SA 5109

Terramin Australia Limited  
Suite 116,  
147 Pirie Street  
ADELAIDE SA 5000

Attention: Company Secretary

29 April 2013

Dear Sirs

**Nomination of Auditor**

In accordance with Section 328B of the Corporations Act 2011 (Cth), Ms Rebecca Jarrett, being a shareholder of the Terramin Australia limited (**Company**), hereby nominates, Grant Thornton Audit Pty Ltd for appointment as auditor of the Company.

Yours Faithfully

Rebecca Jarrett



**TERRAMIN AUSTRALIA LIMITED**

Suite 116,  
147 Pirie Street  
Adelaide, 5000  
South Australia  
t: +61 8 8213 1415  
f: +61 8 8213 1416  
e: [info@terramin.com.au](mailto:info@terramin.com.au)  
w: [www.terramin.com.au](http://www.terramin.com.au)



# Terramin Australia Limited

ABN 67 062 576 238

## Lodge your vote:



### By Mail:

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 Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### 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 10:00am (Adelaide time) Wednesday 29 May 2013

### 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. Delete titles as applicable.

### 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.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**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** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN:**



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

**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 commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Terramin Australia Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Terramin Australia Limited to be held at Adina Hotel Adelaide Treasury, 2 Flinders Street, Adelaide, South Australia on Friday, 31 May 2013 at 10:00am (Adelaide time) and at any adjournment or postponement of that Meeting.

### Important for Items 6, 7, 8 and 9 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 6, 7, 8 and 9 as set out in the Notice of Meeting. If you do not mark this box, and you have not otherwise directed your proxy how to vote on Items 6, 7, 8 and 9, the Chairman of the Meeting will not cast your votes on Items 6, 7, 8 and 9 and your votes will not be counted in computing the required majority if a poll is called on these items.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 6, 7, 8 and 9 by marking the appropriate box in step 2 below.

**The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Item 9 where the Chairman of the Meeting will be voting against.**

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Items 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman) and with respect to Items 6 and 7, even if the Chairman of the Meeting has an interest in the outcome of items 6 and 7, and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

**The Chairman of the Meeting intends to vote all available proxies IN FAVOUR of the following items of business**

### ORDINARY BUSINESS

	For	Against	Abstain
2a Re-election of Mr Xie Yaheng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Election of Mr Angelo Siciliano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c Election of Mr Kevin McGuinness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d Election of Mr Feng Sheng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

4 Ratification and approval of previous issue and allotment of ordinary shares issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	For	Against	Abstain
5 Approval to issue an additional 10% of Issued Capital over a 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of acquisition of securities by Mr Nicholas Clift under the Terramin Long Term Incentive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of the acquisition of securities by Mr Nicholas Clift under the Terramin Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Remuneration Report - (Non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The Chairman of the Meeting intends to vote all available proxies AGAINST the following item of business**

9 Holding a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Item 9 where the Chairman of the Meeting will be voting against.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_