



TERRAMIN AUSTRALIA LIMITED

ASX Announcement

8 May 2014

Annual General Meeting - ASX Waiver

Terramin Australia Limited (ASX: TZN) refers to its Notice of General Meeting lodged with the ASX on 30 April 2014.

Terramin announced today that the ASX has granted a waiver from Listing Rule 10.13.5 to the extent necessary for resolution 6 of the Notice of Meeting to seek shareholder approval for an issue of \$35,000 worth of shares to each of Mr Michael Kennedy, Mr Kevin McGuinness, Mr Feng Sheng and Mr Angelo Siciliano in lieu of payment of additional directors' fees. This resolution required a waiver from Listing Rule 10.13.5 as the issue price of securities is not defined but, instead, the security issue price is based on a formula including a future security price.

The terms of the waiver are annexed to this announcement.

For further information, please contact:

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ANNEXURE - ASX DECISION DATED 7 MAY 2014

1. Based solely on the information provided, ASX Limited (“ASX”) grants Terramin Australia Limited (the “Company”) a waiver from listing rule 10.13.5 to the extent necessary to permit the Company’s notice of annual general meeting (the “Notice”) to approve the issue of a maximum of \$35,000 worth of shares to Mr Michael Kennedy (or his nominee), a maximum of \$35,000 worth of shares to Mr Kevin McGuinness (or his nominee), a maximum of \$35,000 worth of shares to Mr Feng Sheng (or his nominee), and a maximum of \$35,000 worth of shares to Mr Angelo Siciliano (or his nominee) in each case in lieu of additional remuneration, not to include an issue price, subject to the following conditions.
 - 1.1 The Notice states that the number of shares to be issued to Mr Michael Kennedy, Mr Kevin McGuinness, Mr Feng Sheng and Mr Angelo Siciliano (or their nominees) will be calculated by dividing the amount owed (\$35,000) to each director in respect of their directors’ fees by the volume weighted average trading price of the Company’s shares on ASX in the 5 day period prior to the date of issue of the shares.
 - 1.2 The Company releases the terms of the waiver to the market immediately.
2. ASX has considered listing rule 10.13.5 only and makes no statement as to the Company’s compliance with other listing rules.