



TRIAUSMIN LIMITED

ACN 062 002 475

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**To be held on November 17, 2011
at 11:00 am Sydney Time**
at The Grace Hotel (Alkira Terrace), 77 York Street, Sydney, NSW, Australia

**EXPLANATORY MEMORANDUM
MANAGEMENT INFORMATION CIRCULAR
AND
PROXY FORM**

November 17th, 2011

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

TRIAUSMIN LIMITED

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

11.00 a.m., November 17, 2011

Notice is given that the Annual General Meeting of members of TriAusMin Limited ACN 062 002 475 (the “**Company**” or “**TriAusMin**”) will be held at 11.00 a.m. Sydney Time on Thursday 17 November 2011 at The Grace Hotel, 77 York Street, Sydney, New South Wales, Australia.

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum and Management Information Circular, which contains information in relation to the following resolutions. The Explanatory Memorandum and Management Information Circular and Proxy Form are part of this Notice of Meeting.

BUSINESS

1. Financial Report

To receive and consider the annual Financial Report of the Company and the Directors’ Report and Auditor’s Report for the year ended 30 June 2011.

2. Resolution 1 – Re-election of Dr James Gill as a Director

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

“That Dr James Gill, a Director retiring in accordance with rule 7.3(g) of the Company’s Constitution and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.”

3. Resolution 2 – Re-election of Dr Robert Valliant as a Director

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

“That Dr Robert Valliant, a Director retiring by rotation in accordance with rule 7.3(c) of the Company’s Constitution and the ASX Listing Rules, being eligible and having offered himself for re-election, be re-elected as a Director.”

4. Resolution 3 – Approval of Amended Employee Share Option Plan

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

“That, for the purposes of Listing Rule 7.2, exception 9, the issue of options under the Company’s Employee Share Option Plan, as amended and contained in the document submitted to this meeting and signed by the Chairman for the purposes of identification, be approved.”

5. Resolution 4 – Issue of Options to Dr James Gill, Director

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Directors to issue 500,000 Options to Dr James Gill on the terms and conditions set out in the Explanatory Memorandum.”

6. Resolution 5 – Issue of Options to Mr Wayne Taylor, Managing Director

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

“That, subject to Resolution 3 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Directors to issue 2,000,000 Options to Mr Wayne Taylor on the terms and conditions set out in the Explanatory Memorandum.”

7. Resolution 6 – Issue of Options to Mr William Killinger AM, Director

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Directors to issue 100,000 Options to Mr William Killinger AM on the terms and conditions set out in the Explanatory Memorandum.”

8. Resolution 7 – Approval for Future Issue of Shares

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

“That pursuant to Rule 7.1 of the Listing Rules of ASX Limited, and for all other purposes, Shareholders approve the Company issuing and allotting to such persons that the Directors in their absolute discretion think fit, up to 47,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

9. Resolution 8 – Approval to Amend the Constitution

To consider and, if thought fit, to pass the following special resolution:

“That Rule 10.6(d) of the Constitution, which provides for the chairperson to have a casting vote at meetings of Directors of the Company, be deleted, as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

10. Resolution 9 – Adoption of the Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2011 included in the Directors’ Report, be adopted.”

Note: In accordance with Section 250R(3) of the Corporations Act, the votes cast in respect of this resolution are advisory only and do not bind the Company.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolutions 3, 4, 5 and 6 by each of the Directors and their associates.

The Company will disregard any votes cast on Resolution 7 by a person who may participate in the proposed issue and their associates and a person who might obtain a benefit and their associates, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

EXPLANATORY MEMORANDUM AND MANAGEMENT INFORMATION CIRCULAR

Shareholders are referred to the Explanatory Memorandum and Management Information Circular accompanying this Notice of Meeting for more information with respect to the matters to be considered at the Meeting. That document gives meanings to certain expressions. Those meaning also apply in this Notice of Meeting.

VOTING

To vote in person, eligible Shareholders should attend the Annual General Meeting at the time, date and place set out above.

PROXIES

In Australia, for those wishing to vote by proxy¹, eligible Shareholders (or their Attorney) should complete and sign the enclosed proxy form and return it (and any Power of Attorney under which it is signed) to the Company by no later than 11.00 am (Sydney Time) on Tuesday 15 November 2011 by:

- Hand Delivery or Post to:

Company Secretary,
TriAusMin Limited,
Suite 702, 191 Clarence Street,
Sydney NSW 2000; or
- Facsimile to the Company Secretary on facsimile number +612 9299 7500;
- Email to the Company Secretary on inquire@triauxmin.com

Proxy forms received later than 11.00 am (Sydney Time) on Tuesday 15 November 2011 will be invalid.

Note 1:

- Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- A member entitled to attend and vote at the meeting has the right to appoint no more than two proxies.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If the member appoints two proxies and the appointment does not specify the proportion or the number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes. If the member appoints two proxies, neither proxy may vote on a show of hands.
- A proxy need not be a member of the Company.
- A proxy form must be signed by the member or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed by a Director, Company Secretary, Sole Director and Sole Company Secretary or under the hand of a duly authorised officer or attorney.

In Canada, a Shareholder desiring to appoint some other person to represent him or her at the Meeting may do so either by inserting such person's name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, mailing, faxing or emailing the form as above, or depositing the completed proxy at the office of

- Equity Financial Trust Company,
Suite 400, 200 University Street,
Toronto, Ontario, M5H 4H1,
- All duly completed and executed proxies of Shareholders in Canada must be received by Equity Financial Trust Company not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.
- Proxy forms received later 5:00 pm (Toronto Time) on Monday, November 14, 2011 will be invalid.

Date for determining eligibility to vote

- The Directors have determined, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that persons that are registered Shareholders of the Company at 11.00 am (Sydney Time) on Tuesday 15 November 2011 are eligible to vote.

The record date for the determination of Canadian registered Shareholders entitled to receive notice of the Meeting has been fixed at October 17, 2011.

By Order of the Board

Robert I. Valliant
Company Secretary

12 October 2011

GLOSSARY

\$ or cents means Australian Dollars or Cents, unless otherwise indicated.

AGM or Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited, or the Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Chairman or Chairperson means the Chairman of the Board.

Company means TriAusMin Limited ACN 062 002 475

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Commonwealth)

Directors means the current directors of the Company.

Employee Share Option Plan or ESOP means the Company's employee share option plan, the terms of which were last approved by Shareholders at the general meeting held on 23 June 2010.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Listing Rules means the ASX Listing Rules.

Notice of Meeting means this notice of meeting including the Explanatory Statement.

Option means an option to acquire a Share under the ESOP, having the terms and conditions set out in Schedule 1.

Optionholder means the holder of an Option.

Resolution means a resolution set out in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Sydney Time means the time in Sydney, New South Wales, Australia.

Toronto Time means the time in Toronto, Ontario, Canada.

TriAusMin means TriAusMin Limited ACN 062 002 475

TRIAUSMIN LIMITED.

EXPLANATORY MEMORANDUM AND MANAGEMENT INFORMATION CIRCULAR

The information contained in this Explanatory Memorandum and Management Information Circular (the “Circular”) is furnished in connection with the solicitation by the management of TriAusMin Limited (“TriAusMin” or the “Company”) of proxies to be used at the Annual General Meeting of Shareholders of the Company (the “Meeting”) to be held at the time and place and for the purposes set forth in the attached Notice of Meeting (“Notice”).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the matters set forth in the Notice for approval at the Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision regarding the matters set forth in the Notice.

Financial Report

The Corporations Act requires the Directors of the Company to lay before the Annual General Meeting the Financial Statements, the Directors’ Report and the Auditor’s Report for the financial year ended 30 June 2011.

These reports are contained in the Company’s Annual Report for the year ended 30 June 2011, which has been provided to shareholders and is available on the Company’s website at www.triausmin.com

As required under section 250PA of the Corporations Act, the Company will make available at the Annual General Meeting those questions directed to the auditor and received by the Company by 5.00 pm (Sydney Time) on 10 November 2011, being questions which the auditor considers relevant to the content of the Independent Auditor’s Report or the conduct of the audit of the Financial Report. Every endeavour will be made during the Annual General Meeting to answer questions submitted by shareholders. However, depending on the number and types of questions received, it may not be possible to respond to every submitted question, either at or after the Meeting.

RESOLUTION 1 – Re-election of Dr James Gill as a Director

Rule 7.3(g) of the Company’s Constitution provides that a Director appointed under Rule 7.2(b) of the Constitution must retire by the next AGM, and is eligible for re-election at that meeting. ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting. Dr James Gill retires in accordance with these requirements and offers himself for re-election.

Dr. Gill, aged 62, was first appointed to the Board as a Non-executive Director on 18 November 2010. He is a Geologist by profession.

Dr. Gill has been directly involved in the mining business for over 40 years, and his experience ranges from exploration, mine development and operations, acquisitions to project financing. He founded Aur Resources Inc. in 1981, which grew from an exploration company into a significant, profitable producing copper mining company under his leadership as its President and Chief Executive Officer for 26 years until August 2007 when Aur was taken over by Teck Resources. He earned B.Sc and M.Sc degrees from McGill University and a Ph.D. degree in economic geology from Carleton University.

Dr Gill is also Chairman and Chairman of the Audit Committee of Thundermin Resources Inc (TSX:THR).

The Board recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – Re-election of Dr Robert Valliant as a Director

Rule 7.3 of the Company's Constitution provides for the retirement by rotation at each AGM of one third of the Directors. ASX Listing Rule 14.4 and rule 7.3 of the Company's Constitution provide that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. Dr Robert Valliant retires in accordance with these requirements and offers himself for re-election.

Dr. Valliant, aged 57, was first appointed to the Board on 21 October 1993. He is a qualified geologist.

Dr Valliant was re-appointed to the position of Executive Director on 24 June 2009. He assumed the functions of Chief Executive Officer of the Company with effect from 1 August 2009 and was appointed Company Secretary on 18 June 2010. He resigned as Chief Executive Officer on 1 May 2011 and since that date has held the position of Non-executive Director.

Dr Valliant was co-founder of TriAusMin's major shareholder, Tri Origin Exploration Ltd (TSX:TOE), and in 1993 founded Tri Origin Australia NL, later renamed TriAusMin Limited. He was responsible for the public listing of TriAusMin on the ASX and subsequently on the TSX. Prior to founding TOE, Dr Valliant was employed by LAC Minerals Ltd ("LAC") from 1981 to 1988 and became Vice President Exploration for LAC. His responsibility for exploration activities in North America included significant discoveries in the Bousquet and Doyon area that has become the largest gold producing district in Quebec. Dr Valliant was also responsible for the management and direction of all exploration work conducted by LAC resulting in the discovery of the Page-Williams mine at Hemlo, one of Canada's largest gold deposits.

Dr Valliant is currently an executive director of TOE, and a non-executive director of Midland Exploration Inc., having been appointed to these roles in 1989 and 2005 respectively.

The Board recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – Approval of Amended Employee Share Option Plan ("ESOP")

Resolution 3 seeks Shareholder approval to adopt the terms of the amended ESOP contained in the document submitted to this meeting and signed by the Chairman for the purposes of identification.

Background

The ESOP was first approved by Shareholders in 2003 prior to the Company's initial public offering. Shareholders most recently approved amended ESOP terms at the General Meeting of Shareholders held on 23 June 2010.

Since that approval, 100,000 options have been issued under the terms of the ESOP.

Under ASX Listing Rule 7.2, exception 9, options issued pursuant to an approved ESOP are exempt from Listing Rule 7.1, which provides that a company must not issue equity securities without shareholder approval if that issue, when added to other securities issued by the Company in the previous 12 months, will exceed 15% of the ordinary securities on issue at the commencement of the 12 month period.

Approval is required every three years at a general meeting of shareholders for an ESOP to qualify for the exemption.

ESOP Terms

Details of the ESOP terms amended on 8 December 2009 and approved by Shareholders on 23 June 2010 (**2010 ESOP Terms**) are set out in Schedule 2.

The proposed amendment to the 2010 ESOP Terms is as follows:

1. The cap on the number of securities able to be issued by the Company under employee incentive plans under Rule 21(a) of the ESOP is to be increased from 5% of the Company's issued securities to 7.5% of the Company's issued securities.

As the present number of options issued under the ESOP is nearing the 5% cap, the Company seeks to increase the cap to 7.5%, in order to retain and incentivise its employees, and attract suitable employees as part of its growth strategy, while conserving its cash resources. In addition, raising the cap to 7.5% is necessary in order to issue 2,000,000 options to Wayne Taylor, Managing Director, under Resolution 5.

The Board recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – Issue of Options to Dr James Gill, Director

4.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 500,000 Options to Dr James Gill, Non-executive Director, under the Employee Share Option Plan (ESOP).

The Options are to be issued as part of Dr Gill's remuneration package and to secure the ongoing commitment of Dr Gill to the objectives of the Company.

Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive plan to a related party, including directors of the entity.

Accordingly, Shareholder approval is being sought under Listing Rule 10.14 for the issue of Options to Dr Gill.

Section 208 of Chapter 2E of the Corporations Act provides that for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 211(1) of the Corporations Act provides that member approval is not needed to give a financial benefit if:

- (a) the benefit is remuneration to a related party as an officer or employee of the following; and
 - i. the public company;
 - ii. an entity that the public company controls;
 - iii. an entity that controls the public company; and
 - iv. an entity that is controlled by an entity that controls the public company; and
- (b) to give the remuneration would be reasonable given:
 - i. the circumstances of the public company or entity giving the remuneration; and
 - ii. the related party's circumstances (including the responsibilities involved in the office or employment).

The Company agreed to issue the Options, subject to obtaining Shareholder approval, as part of Dr Gill's remuneration package upon his appointment as a Non-executive Director. The primary purpose of the issue of Options to Dr Gill is to provide a market linked incentive to Dr Gill in his role as a Non-executive Director, and to provide cost effective consideration for Dr Gill's commitment and contribution to the Company. The Board (other than Dr Gill) does not consider there are any significant opportunity costs to the Company or benefits foregone in issuing the Options on the terms proposed. Notwithstanding recommendation 8.3 of the ASX Corporate Governance Council's 2010 recommendations, that Non-executive Directors not receive options, the Board (other than Dr Gill) considers that the options to be granted to Dr Gill are appropriate considering the present size, circumstances and growth objectives of the Company. Accordingly, Shareholder approval is not required, pursuant to the exemption under section 211(1) of the Corporations Act.

4.2 Listing Rule 10.14

The Company has agreed, subject to obtaining Shareholder approval, to issue 500,000 Options to Dr James Gill, Non-executive Director, under the ESOP.

Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- (a) a director of the company;
- (b) an associate of a director; or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

If Resolution 4 is passed, Options will be issued under the ESOP to Dr Gill, who is a director of the Company.

Approval under Listing Rule 7.1 is not required in order to issue the Options, as approval is being obtained under Listing Rule 10.14 and Exception 9(b) of Listing Rule 7.2. Accordingly, the issue of Options to Dr Gill will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

4.3 Technical Information Required by Listing Rule 10.15

A notice of meeting to obtain approval under Listing Rule 10.14 must comply with either Listing Rule 10.15 or 10.15A. The information required by Listing Rule 10.15 is set out below:

- (a) the maximum number of securities to be issued to Dr Gill under Resolution 4 is 500,000 Options;
- (b) the Options will be issued for nil cash consideration, in return for Dr Gill's role as a Non-executive Director and to secure the ongoing commitment of Dr Gill to the objectives of the Company. In determining the number of Options to be issued to Dr Gill, consideration was given to Dr Gill's broad experience, reputation, successful track record in the mining-exploration industry, his role as a Non-executive Director, his Director's fees, the current market price of the Shares, and the terms of option packages granted to directors of other similar-sized companies;
- (c) the terms of the Options to be issued to Dr Gill are set out in Schedule 1. Key details are reproduced in the table below, for convenience. If Resolution 3 is passed, the cap under the ESOP will be increased from 5% of the Company's securities to 7.5% of the Company's securities. Resolution 4 is not subject to Resolution 3 being passed;

Name	No of Optns	Exercise Price	Term	Expiry Date	Vesting Dates
James Gill	500,000	A\$0.10	5 yrs	18.11.2015	1/3 on 18.11.2011, 1/3 on 18.11.2012, 1/3 on 18.11.2013

- (d) No Directors have received securities under the ESOP since it was last approved by Shareholders on 23 June 2010;
- (e) full time and part time employees, qualifying contractors, and Directors of the Company (or an associated body corporate) are eligible to participate in the ESOP. As at the date of this notice, all Directors are entitled to participate in the ESOP, namely:
 - i. Mr William Killinger AM;
 - ii. Dr James Gill;
 - iii. Mr Alan Snowden;
 - iv. Mr Wayne Taylor; and
 - v. Dr Robert Valliant;
- (f) no financial assistance will be provided by the Company to Dr Gill for the purpose of acquiring the Options, as they are to be issued for nil cash consideration;
- (g) the Options will be issued to Dr Gill under the ESOP within 12 months after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Options will be issued on one date.

The 2010 ESOP Terms are set out in Schedule 2.

The Board (other than Dr Gill, who is excluded from giving a recommendation in relation to this resolution) recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – Issue of Options to Mr Wayne Taylor, Managing Director

5.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 2,000,000 Options to Mr Wayne Taylor, Managing Director, under the ESOP. This Resolution is subject to Shareholders passing Resolution 3, which would allow an additional 2,000,000 options to be issued under the ESOP without breaching the cap contained in Rule 21(a) of the ESOP.

The Options are to be issued as part of Mr Taylor's remuneration package and to secure the ongoing commitment of Mr Taylor to the continued growth of the Company.

Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive plan to a related party, including directors of the entity.

Accordingly, Shareholder approval is being sought under Listing Rule 10.14 for the issue of Options to Mr Taylor.

Section 208 of Chapter 2E of the Corporations Act provides that for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 211(1) of the Corporations Act provides that member approval is not needed to give a financial benefit if:

- (a) the benefit is remuneration to a related party as an officer or employee of the following; and
 - i. the public company;
 - ii. an entity that the public company controls;
 - iii. an entity that controls the public company; and
 - iv. an entity that is controlled by an entity that controls the public company; and
- (b) to give the remuneration would be reasonable given:
 - i. the circumstances of the public company or entity giving the remuneration; and
 - ii. the related party's circumstances (including the responsibilities involved in the office or employment).

The Company agreed to issue the Options, subject to obtaining Shareholder approval, as part of Mr Taylor's remuneration package upon his appointment as Managing Director. The primary purpose of the issue of Options to Mr Taylor is to provide a market linked incentive to Mr Taylor in his role as Managing Director, and to provide cost effective consideration for Mr Taylor's commitment and contribution to the Company. The Board does not consider there are any significant opportunity costs to the Company or benefits foregone in issuing the Options on the terms proposed. The Board (other than Mr Taylor) considers that the options to be granted to Mr Taylor are appropriate considering the present size, circumstances and growth objectives of the Company. Accordingly, Shareholder approval is not required, pursuant to the exemption under section 211(1) of the Corporations Act.

5.2 Listing Rule 10.14

The Company has agreed, subject to obtaining Shareholder approval, to issue 2,000,000 Options to Mr Wayne Taylor, Managing Director, under the ESOP.

Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- (a) a director of the company;
- (b) an associate of a director; or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

If Resolution 5 is passed, Options will be issued under the ESOP to Mr Taylor, who is a director of the Company.

Approval under Listing Rule 7.1 is not required in order to issue the Options, as approval is being obtained under Listing Rule 10.14 and Exception 9(b) of Listing Rule 7.2. Accordingly, the issue of Options to Mr Taylor will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

5.3 Technical Information Required by Listing Rule 10.15

A notice of meeting to obtain approval under Listing Rule 10.14 must comply with either Listing Rule 10.15 or 10.15A. The information required by Listing Rule 10.15 is set out below:

- (a) the maximum number of securities to be issued to Mr Taylor under Resolution 5 is 2,000,000 Options;
- (b) the Options will be issued for nil cash consideration, in return for Mr Taylor's future services to the Company, and to secure the ongoing commitment of Mr Taylor to the continued growth of the Company. In determining the number of Options to be issued to Mr Taylor, consideration was given to Mr Taylor's high level of experience, his role as Managing Director, his overall remuneration package, the current market price of the Shares, and the terms of option packages granted to directors of other similar-sized companies;
- (c) the terms of the Options to be issued to Mr Taylor are set out in Schedule 1. Key details are reproduced in the table below, for convenience. If Resolution 3 is passed, the cap under the ESOP will be increased from 5% of the Company's securities to 7.5% of the Company's securities. Resolution 5 is subject to Resolution 3 being passed;

Name	No of Optns	Exercise Price	Term	Expiry Date	Vesting Dates
Wayne Taylor	2,000,000	A\$0.16	5 yrs	19.3.2016	1/3 on 19.3.2012, 1/3 on 19.3.2013, 1/3 on 19.3.2014

- (d) no Directors have received securities under the ESOP since it was last approved by Shareholders on 23 June 2010;
- (e) full time or part time employees, qualifying contractors, and Directors of the Company (or an associated body corporate) are eligible to participate in the ESOP. As at the date of this notice, all Directors are entitled to participate in the ESOP, namely:
 - i. Mr William Killinger AM;
 - ii. Dr James Gill;
 - iii. Mr Alan Snowden;
 - iv. Mr Wayne Taylor; and
 - v. Dr Robert Valliant;
- (f) no financial assistance will be provided by the Company to Mr Taylor for the purpose of acquiring the Options, as they are to be issued for nil cash consideration;
- (g) the Options will be issued to Mr Taylor under the ESOP within 12 months after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Options will be issued on one date.

The 2010 ESOP Terms are set out in Schedule 2. A copy of the amended ESOP terms, signed by the Chairman for the purposes of identification, may be inspected at the Meeting and will be sent free of charge to any Shareholder upon request, or may be inspected at the Company's registered office during normal business hours.

The Board (other than Mr Taylor, who is excluded from giving a recommendation in relation to this resolution) recommends that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – Issue of Options to Mr William Killinger AM, Director

6.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 100,000 Options to Mr William Killinger AM, Non-executive Chairman, under the ESOP.

The Options are to be issued as part of Mr Killinger's remuneration package and to secure the ongoing commitment of Mr Killinger to the objectives of the Company.

Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive plan to a related party, including directors of the entity.

Accordingly, Shareholder approval is being sought under Listing Rule 10.14 for the issue of Options to Mr Killinger.

Section 208 of Chapter 2E of the Corporations Act provides that for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 211(1) of the Corporations Act provides that member approval is not needed to give a financial benefit if:

- (a) the benefit is remuneration to a related party as an officer or employee of the following; and
 - i. the public company;
 - ii. an entity that the public company controls;
 - iii. an entity that controls the public company; and
 - iv. an entity that is controlled by an entity that controls the public company; and
- (b) to give the remuneration would be reasonable given:
 - i. the circumstances of the public company or entity giving the remuneration; and
 - ii. the related party's circumstances (including the responsibilities involved in the office or employment).

The Company agreed to issue the Options, subject to obtaining Shareholder approval, as part of Mr Killinger's remuneration package. The primary purpose of the issue of Options to Mr Killinger is to provide a market linked incentive to Mr Killinger in his role as Non-executive Chairman, and to provide cost effective consideration for Mr Killinger's commitment and contribution to the Company. The Board does not consider there are any significant opportunity costs to the Company or benefits foregone in issuing the Options on the terms proposed. Notwithstanding recommendation 8.3 of the ASX Corporate Governance Council's 2010 recommendations, that Non-executive Directors not receive options, the Board (other than Mr Killinger) considers that the options to be granted to Mr Killinger are appropriate considering the present size, circumstances and growth objectives of the Company. Accordingly, Shareholder approval is not required, pursuant to the exemption under section 211(1) of the Corporations Act.

6.2 Listing Rule 10.14

The Company has agreed, subject to obtaining Shareholder approval, to issue 100,000 Options to Mr Killinger, Non-executive Director, under the ESOP.

Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- (a) a director of the company;
- (b) an associate of a director; or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

If Resolution 6 is passed, Options will be issued under the ESOP to Mr Killinger, who is a director of the Company.

Approval under Listing Rule 7.1 is not required in order to issue the Options, as approval is being obtained under Listing Rule 10.14 and Exception 9(b) of Listing Rule 7.2. Accordingly, the issue of Options to Mr Killinger will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

6.3 Technical Information Required by Listing Rule 10.15

A notice of meeting to obtain approval under Listing Rule 10.14 must comply with either Listing Rule 10.15 or 10.15A. The information required by Listing Rule 10.15 is set out below:

- (a) the maximum number of securities to be issued to Mr Killinger under Resolution 6 is 100,000 Options;
- (b) the Options will be issued for nil cash consideration, in return for Mr Killinger's role as Non-executive Chairman and to secure the ongoing commitment of Mr Killinger to the objectives of the Company. In determining the number of Options to be issued to Mr Killinger, consideration was given to Mr Killinger's experience, knowledge of the Company and its projects, his role as a Non-executive Director, his Director's fees, the current market price of the Shares, and the terms of option packages granted to directors of other similar-sized companies;
- (c) the terms of the Options to be issued to Mr Killinger are set out in Schedule 1. Key details are reproduced in the table below, for convenience. If Resolution 3 is passed, the cap under the ESOP will be increased from 5% of the Company's securities to 7.5% of the Company's securities. Resolution 6 is not subject to Resolution 3 being passed;

Name	No of Optns	Exercise Price	Term	Expiry Date	Vesting Dates
William Killinger	100,000	A\$0.115	5 yrs	27.6.2016	1/3 on 27.6.2012, 1/3 on 27.6.2013, 1/3 on 27.6.2014

- (d) no Directors have received securities under the ESOP since it was last approved by Shareholders on 23 June 2010;
- (e) full time and part time employees, qualifying contractors, and Directors of the Company (or an associated body corporate) are eligible to participate in the ESOP. As at the date of this notice, all Directors are entitled to participate in the ESOP, namely:
 - i. Mr William Killinger AM;
 - ii. Dr James Gill;
 - iii. Mr Alan Snowden;
 - iv. Mr Wayne Taylor; and
 - v. Dr Robert Valliant;
- (f) no financial assistance will be provided by the Company to Mr Killinger for the purpose of acquiring the Options, as they are to be issued for nil cash consideration;
- (g) the Options will be issued to Mr Killinger under the ESOP within 12 months after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Options will be issued on one date.

The 2010 ESOP Terms are set out in Schedule 2.

The Board (other than Mr Killinger, who is excluded from giving a recommendation in relation to this resolution) recommends that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 – Approval for Future Issue of Shares

Shareholder approval is sought to issue 47,000,000 Ordinary Shares on the terms and conditions set out below.

ASX Listing Rule 7.1 provides that, subject to a number of exceptions (none of which are relevant in this case), a company must not issue equity securities without Shareholder approval if that issue, when aggregated with other securities issued by the company in the previous 12 months, will exceed 15% of the ordinary securities on issue at the commencement of the 12 month period.

Resolution 7 seeks Shareholders' approval under ASX Listing Rule 7.1 for the issue of up to 47,000,000 fully paid Ordinary Shares ("**Future Placement Securities**"). This approval will allow the Company to raise new equity capital to fund possible development of the Woodlawn Retreatment Project, expanded exploration programmes and to provide working capital.

The following information is provided for Resolution 7 in accordance with ASX Listing Rule 7.3:

- The maximum number of Future Placement Securities to be issued is 47,000,000;
- The issue price of the Future Placement Securities shall not be less than 80% of the volume weighted average market price of TriAusMin shares on ASX over the 5 days on which trading was recorded immediately prior to the date of issue of the Future Placement Securities;
- All the Future Placement Securities to be issued will rank equally in all respects with the existing fully paid Ordinary Shares quoted on the ASX;
- The allottees of the Future Placement Securities will be investors identified by the Directors, none of whom will be related parties of the Company;
- The Company intends to apply the funds raised from the Issue of the Future Placement Securities to fund exploration and development programmes and to provide working capital;
- The Future Placement Securities are expected to be allotted on one date and will be issued no later than 3 months from the date of the Meeting or such later date as approved by the ASX.

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

RESOLUTION 8 – Approval to Amend the Constitution

Shareholder approval is sought to delete Rule 10.6(d) of the Constitution, which provides for the Chairperson to have a casting vote at meetings of Directors, as follows:

10.6(d) Subject to the Corporations Act, in case of an equality of votes on a resolution at a meeting of Directors, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution.

Directors believe that it is in the interests of good corporate governance that the Chairperson not have a casting vote, particularly as the Company now has 5 Directors.

If all 5 Directors are voting on a resolution, a majority vote will result, and the casting vote of the Chairperson is superfluous. However, if only 4 Directors are voting on a resolution, and the Chairperson has no casting vote, the Directors will be required to work towards a majority or consensus view. Directors believe this approach is in the interests of Shareholders.

In accordance with section 6 of the Corporations Act, Resolution 8 is a special resolution, which must be passed by 75% of the votes cast by Shareholders.

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

RESOLUTION 9 – Adoption of the Remuneration Report

Section 250R of the Corporations Act requires a listed company to put a resolution seeking the adoption of the Company's report on the remuneration of its Key Management Personnel ("Remuneration Report"), to a vote of its shareholders at each AGM.

The Remuneration Report forms part of the Directors' Report and Shareholders will be given the opportunity to ask questions about or make comments on the Report at the Meeting.

The vote on Resolution 9 is advisory only and does not bind the Directors or the Company.

MANAGEMENT INFORMATION CIRCULAR

The Company is a reporting issuer in Canada. Accordingly, pursuant to the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators, the following disclosure is required to be included with this Explanatory Memorandum

PURPOSE OF SOLICITATION

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of the Company who will not be additionally compensated therefore. Brokers, nominees or other persons holding Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed with this Circular is a form of proxy for use at the Meeting. **A Shareholder has the right to appoint up to two persons (who need not be Shareholders) to attend and act for the Shareholder and on the Shareholder’s behalf at the Meeting other than the person designated in the form of proxy and may exercise such right by inserting the full name of the desired person(s) in the blank space provide in the form of proxy.**

A proxy will not be valid unless it is signed by the Shareholder or by the Shareholder’s attorney duly authorized in writing. If the Shareholder appoints a body corporate as the Shareholder’s proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate must produce the Certificate of Appointment of Representative prior to admission. A person executing a proxy, or acting, on behalf of a corporation or another individual must provide documentation evidencing his or her authority to sign the proxy or act on behalf of the Shareholder at the Meeting, as the case may be.

If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder’s votes.

The proxy to be acted upon must be delivered:

- (a) in respect of Shareholders registered on the Company’s Australian share register, prior to 5:00 pm (Sydney time) on 15 November 2011 by:

- Hand Delivery or Post to:

Company Secretary,
TriAusMin Limited,
Suite 702, 191 Clarence Street,
Sydney NSW 2000; or
- Facsimile to the Company Secretary on facsimile number +612 9299 7500 or
- Email to the Company Secretary on inquire@triausmin.com

and

- (b) for Shareholders registered on the Company's Canadian share register, in addition to the above mail, fax and email options, proxies must be received no later than 48 hours prior to the Meeting (and for clarity) by 5:00pm Toronto time, Monday, November 14, 2011 by

- Post to:

Equity Financial Trust Company,
200 University Avenue,
Suite 400, Toronto, Ontario, M5H 4H1; or

- Facsimile at (416) 361-0470.

REVOCATION OF PROXIES

A proxy given pursuant to this solicitation may be revoked by instrument in writing executed by the shareholder or by his/her attorney authorized in writing, and delivered either to the registered office of the Company or the above mentioned address of Equity Financial Trust Company at any time up to and including close of business on the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

VOTING OF PROXIES

Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy will be voted for each of the matters referred to in the Notice, as described in this Circular, or withheld from voting or voted against if so indicated on the form of proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice, or other matters, which may properly come before the Meeting. At the time of printing of the Circular the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in Canada, in many cases, Common Shares (as hereinafter defined) owned by a person (a "**non-registered owner**") are registered either (a) in the name of an intermediary (an "**Intermediary**") that the non-registered owner deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Circular and the accompanying Notice of Meeting together with the form of proxy (collectively, the "**Meeting Materials**") (i) directly to non-registered owners who have advised their Intermediary that they do not object to the Intermediary providing their ownership information to issuers whose securities they beneficially own ("**Non-Objecting Beneficial Owners**" or "**NOBOs**"), and (ii) to the clearing agencies and Intermediaries for onward distribution to non-registered owners who have advised their Intermediary that they object to the Intermediary providing their ownership information ("**Objecting Beneficial Owners**" or "**OBOs**").

Intermediaries are required to forward the Meeting Materials to Objecting Beneficial Owners unless an Objecting Beneficial Owner has waived the right to receive them. Very often, Intermediaries will use service companies such as Broadridge Financial Solutions, Inc. to forward the Meeting Materials to Objecting Beneficial Owners. Generally, Objecting Beneficial Owners who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the Objecting Beneficial Owner but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered owner when submitting the proxy. In this case, the Objecting Beneficial Owner who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or
- (b) be given a machine-readable voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Objecting Beneficial Owner and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**Voting Instruction Form**”) which the Intermediary must follow. In order for the form to validly constitute a Voting Instruction Form, the non-registered owner must properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its services company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered owners to direct the voting of the Common Shares they beneficially own. Should a non-registered owner who receives a form of proxy or Voting Instruction Form, wish to vote at the Meeting in person, the non-registered owner should strike out the persons named in the form of proxy or Voting Instruction Form and insert the non-registered owner’s name in the blank space provided. **Non-Registered Owners should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.**

DELIVERY OF SECURITY HOLDER MATERIAL

These security holder materials are being sent, in Canada, to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except in the case of directors or executive officers of the Company who are eligible to participate in the Employee Share Option Plan the subject matter of Resolution 3, no person who has been a director or executive officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or executive officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of ordinary shares (“**Ordinary Shares**”). As of the date of the Circular, the Company has 158,995,945 Ordinary Shares issued and outstanding.

The Company shall make a list of all persons who are registered holders of Ordinary Shares as at the close of business at 5pm (Toronto time) on October 17th 2011 (the “**Record Date**”) and the number of Ordinary Shares registered in the name of each person on that date. Each shareholder is entitled to one vote for each Ordinary Share in that shareholder’s name as it appears on the list.

As of the date of the Circular, to the knowledge of the directors and officers 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 the Company entitled to be voted at the Meeting, except Tri Origin Exploration Ltd., which holds 29,270,023 Ordinary Shares (representing approximately 18.4% of the Ordinary Shares on issue).

MATTERS TO BE ACTED UPON AT THE MEETING

This Explanatory Memorandum has been prepared for the information of members of TriAusMin Limited ACN 062 002 475 (“**Company**” or “**TriAusMin**”) in connection with the business to be transacted at the Annual General Meeting of members of the Company to be held at 11.00 a.m. (Sydney Time) on November 17, 2011 at The Grace Hotel (Alkira Terrace), 77 York Street, Sydney, New South Wales. Please see page 6 of the Explanatory Memorandum attached to this Circular for full details of the matters to be acted upon at the Meeting.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company’s executive compensation philosophy and objectives. Also to discuss compensation decisions relating to the Company’s Chief Executive Officer, Chief Financial Officer, and, if applicable, its three most highly compensated individuals who act as, or in a like capacity as, executive officers of the Company whose total compensation for the recently completed financial year was individually equal to more than \$150,000 (the “**NEOs**” or “**Named Executive Officers**”). The Company’s most recently completed financial year, is the financial year ended June 30, 2011.

The current members of the Remuneration Committee (hereinafter referred to in this section as the “**Committee**”) are William F. Killinger (Chair), Alan J.E. Snowden and James Gill. A summary of the compensation received by the Named Executive Officers of the Company for the financial year ended June 30, 2011 is provided in this Circular under the heading: “Summary Compensation Table”. A summary of the compensation received by the directors for the financial year ended June 30, 2011 is provided in this Circular under the heading: “Director Compensation Table”.

The Committee has responsibility for approving the compensation program for the Company’s executive officers. The Committee acts pursuant to a formal charter that has been approved by the Board. Pursuant to the charter, the purpose of the Committee is to assist the Board in relation to the formulation and administration of Company’s remuneration policies, procedures and practices. As such, its specific responsibilities include (i) reviewing and making recommendations to the Board, on the remuneration to be paid to non-executive Directors of the Company (ii) reviewing and making recommendations to the Board, on the Managing Director’s remuneration package (iii) reviewing and approving recommendations from the Managing Director on the remuneration for executives and senior managers of the Company that report to the Managing Director (iv) reviewing the Company’s remuneration policies and practices, including incentive and or bonus schemes for employees and performance targets as submitted by the Managing Director (v) reviewing and ensuring the Company’s compliance with its obligations in relation to statutory employee benefits and entitlements, superannuation and termination payments and (vi) reviewing and recommending to the Board, the Company’s recruitment, retention and termination policies for senior management.

Objectives of the Compensation Program

The Company aims to remunerate Directors, officers and employees in accordance with prevailing market conditions with the major objective being, to attract and retain high quality people who are motivated to contribute positively to the performance of the Company, without incurring excessive costs to the Company.

The Company believes that individuals should be rewarded for their individual contributions to the success of the Company (both financially and non-financially), measured primarily by the creation of value for shareholders. Incentives are therefore constructed with the goal of aligning the interests of employees and shareholders and encouraging performance in an atmosphere of strong corporate governance.

Elements of Compensation

Remuneration is based on fees, salaries, cash bonus payments and incentive options. Other than periodic issuing of options and making payments to all Directors and employees of monetary benefits prescribed by the Superannuation Guarantee Charge scheme, the Company does not operate any scheme for the provision of retirement benefits to non-executive directors. Details of the structure of remuneration packages, including details of options that were issued during the reporting period, are as follows:

Fixed Remuneration:

Fixed remuneration is reviewed annually by the Committee. The process consists of a review of relevant comparative remuneration in the employment market and within the Company and, where appropriate, external independent advice on policies and practices is obtained by the Committee. Executives are given the opportunity to receive their fixed (primary) remuneration in a variety of forms and are offered the opportunity to enter into “salary sacrifice” arrangements with the Company, where appropriate. It is intended that the manner of payment chosen will be optimal for the recipient without creating additional cost for the Company.

Variable Remuneration:

(i) Short-term incentives

Executives are set short-term incentive (STI) targets depending on the accountabilities of their role and the impact of their performance on the organisation or business unit performance. Each year the Committee considers the appropriate targets and key performance indicators to link the STI plan and the level of payment if targets are met. This includes setting a maximum payment under the STI plan and minimum levels of performance to trigger payment of the STI.

Currently, the STI targets and performance indicators are linked to the operational performance of the Company, the financial performance of the Company and movements in shareholders’ wealth as determined by the Company’s share price on the basis that, subject to prevailing market conditions, strong operational performance should lead to improvements in the share price.

(ii) Long-term incentives

The Company provides long-term incentives to executives in a manner that directly aligns this element of remuneration with the creation of shareholder wealth. The Company has established an Employee Share Option Plan (“ESOP”) which provides for executives and other employees and contractors to be issued, at no cost to the recipient, options to acquire shares in the Company. The number and the terms of the options issued are determined by the Committee after consideration of the employee’s performance and their ability to contribute to the achievement of the Company’s objectives.

Determination of Compensation

The Committee is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and the executive officers and for evaluating the Chief Executive Officer’s and other executive officers performance in light of the corporate goals and objectives set for them.

The task of evaluating management’s performance occurs on both an informal and formal basis. Informally, management’s performance is assessed continuously by reviewing operating results and the achievement or otherwise of the Company’s objectives and providing direct feedback to executives on their performance. The formal task of reviewing individual executive’s performance is the responsibility of the Remuneration Committee who is charged with assessing each senior executive’s performance against pre-agreed targets as part of the annual remuneration review process.

The most recent formal performance review of executives’ salary and performance was conducted by the Remuneration Committee in June 2009.

Summary Compensation Table

During the year ended June 30, 2011, the Company had two Named Executive Officers. For the purpose of this Management Information Circular, the compensation paid to Dr Valiant is including in the Directors Compensation section. Dr Valiant filed the role of Executive Director until the appointment of Mr Taylor on May 1, 2011. Dr Valiant remains a Non-Executive Director.

The following table provides information for the year ended June 30, 2011, 2010 and 2009 regarding compensation earned by each of the following NEOs:

Name and principal position	Year Ended June 30 31	Salary (A\$)	Share-based awards (A\$)	Option-based awards (A\$)	Non-equity incentive plan compensation (A\$)		Pension value (A\$)	All other compensation (A\$)	Total compensation (A\$)
					Annual incentive plans	Long-term incentive plans			
Wayne Taylor ⁽¹⁾ Managing Director & Chief Executive Officer	2011	58,333 ⁽²⁾	Nil	Nil	Nil	Nil	8,750	Nil	67,083
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Simon Smith ⁽³⁾ Chief Financial Officer	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Taylor was appointed Managing Director and CEO of the Company on May 1, 2011. Mr. Taylor will receive an annual salary of A\$350,000 plus 15% superannuation.
- (2) \$58,333 represents Mr. Taylor's base salary on a pro-rata basis for two (2) months.
- (3) Simon Smith was appointed acting Chief Financial Officer on July 27, 2011

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following tables provide information regarding the incentive plan awards for each NEO outstanding as of June 30, 2011:

Name and Principal Position	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options	Option Exercise Price (A\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (A\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested	Market or Payout Value of Share-Based Awards that Have Not Vested (A\$)
Wayne Taylor - CEO	Nil	Nil	Nil	Nil	Nil	Nil
Simon Smith - CFO	Nil	Nil	Nil	Nil	Nil	Nil

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Wayne Taylor - CEO	Nil	Nil	Nil
Simon Smith - CFO	Nil	Nil	Nil

Notes:

- (1) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of shares at exercise and the exercise price of the options on the vesting date).

Pension Plan / Superannuation Benefits

As required under Commonwealth of Australian legislation governing superannuation (*Superannuation Guarantee (Administration) Act 1992*) the Company makes compulsory superannuation contributions amounting to 9% of each Australian domiciled employee's base annual salary to a complying superannuation fund nominated by the employee. As part of his employment agreement, Mr Taylor receives superannuation contributions equal to 15% of his base salary.

The following table sets forth all pension plans that provide for payments or benefits at, following or in connection with retirement, excluding defined benefit plans. Information in the below table is in respect of the Company's superannuation contribution program:

Name	Accumulated value at start of year (A\$)	Compensatory (A\$)	Non-Compensatory (A\$)	Accumulated value at year end (\$)
Wayne Taylor - CEO	Nil	8,750	Nil	8,750
Simon Smith - CFO	Nil	Nil	Nil	Nil

Termination and Change of Control Benefits

On May 1 2011, it was resolved and subsequently ratified by the Board, that the CEO, Mr Wayne Taylor would receive an annual salary of \$350,000 plus 15% superannuation and a termination payment of \$200,000 in the event of a change of control of the company.

DIRECTOR COMPENSATION

Director Compensation Table

The Company's policy with respect to directors' compensation was developed by the Remuneration Committee. Directors of the Company that are also officers or employees of the Company are not compensated for service on the Board. The following table provides detailed information regarding payment of fees to each director, other than an NEO, for the year ended June 30, 2011.

Name	Fees Earned (A\$)	Share-Based Awards (\$)	Option-Based Awards (A\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (A\$)	Pension Value (A\$)	All Other Compensation (A\$)	Total (A\$)
William F. Killinger	40,000	Nil	Nil	Nil	3,600	Nil	43,600
Dr Robert Valiant	109,000	Nil	58,999	Nil	Nil	Nil	167,999
Dr James Gill	43,333	Nil	Nil	Nil	1,200	Nil	44,533
Wayne Taylor	58,333	Nil	Nil	Nil	8,750	Nil	67,083
Alan J. E. Snowden	43,600	Nil	Nil	Nil	Nil	Nil	43,600

Notes:

- (1) The Company uses the fair value-based method of accounting for stock-based compensation awards based on the Black-Scholes option pricing model with the portion of the fair value of the granted option related to vesting for the period changed to expense with the offset to contributed surplus. The principal assumptions were a share price of \$0.08, an expected option term of 5 years, expected dividend yield of 0%, expected volatility of 100% and a risk-free interest rate of 3.97%.

Directors are periodically granted options that provide a long-term ownership perspective on the Company however options may only be issued to Directors of the Company with the prior approval of ordinary share holders. With effect from July 1, 2009, non-executive directors in their capacity as directors are paid directors' fees of \$10,000 each quarter. Directors are entitled to reimbursement for reasonable travel and other "out of pocket" expenses incurred in connection with attendance at meetings of the Board and committees. The Board may award special remuneration to any director undertaking any special services on behalf of the Company other than services ordinarily required of a director. Dr Gill received consulting fees of \$18,333 in addition to \$25,000 in Directors fees during the year. Dr Valiant received Directors Fees of \$109,000 during the year as he filled the role of Executive Director until the appointment of Mr Taylor on 1 May 2011.

Incentive Plan Awards

Directors Outstanding Share-Based Awards and Option-Based Awards

The table below shows the number of stock options outstanding for each director, other than an NEO, and their value at June 30, 2011 based on the last trade of the Ordinary Shares on the ASX prior to the close of business on June 30, 2011 of \$0.115 per share.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options	Option Exercise Price (A\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (A\$)	Number of Shares or Units of Shares that Have Not Vested (A\$)	Market or Payout Value of Share-Based Awards that Have Not Vested (A\$)
William F. Killinger	200,000	1.54	10 August 2012	Nil	Nil	Nil
	300,000	0.25	24 June 2014			
Dr Robert Valiant	200,000	1.54	10 August 2012	Nil	Nil	Nil
	2,000,000	0.25	24 June 2014	Nil	Nil	Nil
Dr James Gill	Nil	Nil	Nil	Nil	Nil	Nil
Wayne Taylor	Nil	Nil	Nil	Nil	Nil	Nil
Alan J. E. Snowden	200,000	1.54	10 August 2012	Nil	Nil	Nil
	300,000	0.25	24 June 2014			

Securities Authorized for Issuance under Equity Compensation Plans

The Company's ESOP is intended to attract, retain and motivate management, staff and other service providers by providing them with an opportunity, through share options, to acquire an interest in the Company and benefit from its growth.

The following table provides information as of June 30, 2011, concerning options outstanding pursuant to the ESOP, which has been approved by the shareholders of the Company and which is the only compensation plan of the Company under which equity securities of the Company are authorized for issuance without further shareholder approval in the three years since the ESOP was last approved by shareholders of the Company:

Plan Category	Number of securities to be issued upon exercise of outstanding Options (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation plans approved by securityholders	6,653,334	\$0.77	1,296,416
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	6,653,334 ⁽¹⁾	N/A	1,296,416

Notes:

(1) Representing approximately 5% of the used and outstanding Ordinary Shares as at the date of this Circular.

The Stock Option Plan was approved by the Board on November 5, 2003. Amendments to the ESOP were approved by special resolution of the shareholders at their annual general meeting held on November 23, 2007. On December 8, 2009 the Board approved further amendments to the ESOP. This ESOP has been filed with

ASIC and electronically on the SEDAR website at www.sedar.com. For a brief description of the ESOP, please see page 7 of the Explanatory Memorandum attached to this Circular.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or, at any time during the most recently completed financial year was, a director or executive officer of the Company, and no person who is a proposed nominee for election as a director of the Company, and no associate of any of the foregoing is, or at any time since the beginning of the most recently completed financial year had been (i) indebted to the Company, or (ii) indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

As at the date of this Circular, no executive officer, director, employee or former executive officer, director or employee of the Company was (i) indebted to the Company, or (ii) indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

CORPORATE GOVERNANCE

The Company believes that good corporate governance is an essential element in a well-managed Corporation. The Company follows the corporate governance practices recommended by National Policy 58-201 - *Corporate Governance Guidelines*, adopted by Canadian Securities Administrators, and exceeds those guidelines where it is deemed appropriate. The following is a description of the Company's corporate governance practices made in accordance with National Instrument 58-101, Disclosure of Corporate Governance Practices, adopted by Canadian Securities Administrators, herein referred to as, "NI 58-101".

Board of Directors

To facilitate the functioning of the Board of Directors independently of management, the following structures and processes are in place:

- when appropriate, members of management, are not present for the discussion and determination of certain matters at meetings of the Board of Directors. During the most recently completed financial year, one meeting of the independent directors was held, and it is the Company's policy to hold at least one meeting of the independent board of directors during each financial year;
- under the by-laws of the Company, any two directors may call a meeting of the Board of Directors;
- the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee consist of a majority of independent directors who meet independent of management directors; and
- in addition to the above standing Committees of the Board of Directors, independent committees are appointed from time to time, when appropriate.

The Board of Directors, as comprised in this Circular is:

Name	Independent ⁽¹⁾	Basis for determination of independence	Attendance at Board of Directors meetings held during the most recently completed fiscal year ⁽²⁾	Other reporting issuers of which the Director serves as a director
R. Valliant	No	Previously Officer of TriAusMin Limited	Attended all meetings	Tri Origin Exploration Ltd. Midland Exploration Inc.
W. Killinger	Yes	No direct or indirect material relationship with TriAusMin Limited	Attended all meetings	
J. Gill	Yes	No direct or indirect material	Attended all meetings	Thundermin Resources Ltd

A. Snowden	Yes	relationship with TriAusMin Limited No direct or indirect material relationship with TriAusMin Limited	Attended all meetings	Tri Origin Exploration Ltd.
W. Taylor	No	Officer of TriAusMin Limited	Attended all meetings	

Notes:

- (1) To be considered independent, a member of the Board of Directors must not have any direct or indirect “material relationship” with the Company. A “material relationship” is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.
- (2) The Board of Directors meets at least once each calendar quarter and following the annual meeting of Shareholders of the Company. The frequency of the meetings and the nature of the meeting agendas are dependent upon the nature of the business and affairs which the Company faces from time to time. During the most recently completed financial year, the Board of Directors met six (6) times.

Mandate of the Board of Directors

The duties and responsibilities of the Board of Directors are:

- to supervise the management of the business and affairs of the Company; and
- to act with a view towards the best interests of the Company.

In discharging its mandate, the Board of Directors is responsible for the oversight and review of the development of, among other things, the following matters:

- the strategic planning process of the Company;
- identifying the principal risks of the Company’s business and ensuring the implementation of appropriate systems to manage these risks;
- succession planning, including appointing, training and monitoring senior management;
- a communications policy for the Company to facilitate communications with investors and other interested parties; and
- the integrity of the Company’s internal control and management information systems.

The Board of Directors also has the mandate to assess the effectiveness of the Board of Directors as a whole, its committees and the contribution of individual directors.

Orientation and Continuing Education

When new directors are appointed, they receive an orientation on the role of the Board, its Committees and its directors, and the nature and operation of the Company's business, which consists of the following:

- an orientation session with senior officers to overview the Company's business and affairs
- an orientation session with the Chair of the Board and the Chair of each standing Committee
- an orientation session with legal counsel and the representatives of the Company's auditors.

Continuing education is provided to directors through provision of literature regarding current developments and annual seminars on corporate governance developments. The Chief Executive Officer of the Company takes primary responsibility for the orientation and continuing education of directors and officers.

Ethical Business Conduct

The Board of Directors of the Company has adopted a written code for the directors, officers and employees of the Company. Copies of the Code of Conduct are available upon written request from the Chief Financial Officer of the Company. The Audit Committee is responsible for ensuring compliance with the Company's code of conduct. There have been no departures from the Company's code of conduct during the most recently completed financial year.

In addition to those matters which, by law, must be approved by the Board of Directors, the approval of the Board of Directors is required for:

- the Company's annual business plan and budget;
- major acquisitions or dispositions by the Company; and
- transactions which are outside of the Company's existing business.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors.

The Company believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Company's directors, officers and employees.

Expectations of Management

The Board of Directors has charged management with responsibility for the efficient management of the business and affairs of the Company and the identification and proposal of initiatives for the Company to secure opportunities as they arise. In order for the Board of Directors to effectively carry out its mandate, it regularly assesses the abilities of, and communicates those assessments to, management.

The Board of Directors recognizes the value of direct input from management as it serves to assist the Board of Directors in its deliberations. Where appropriate, members of management are invited to attend meetings of the Board of Directors to provide their input on various matters.

Committees of the Board of Directors

The Board of Directors has three (3) standing committees:

- the Audit Committee;
- the Risk Management Committee; and
- the Remuneration Committee.

The majority of all of the committees are independent of management and report directly to the Board of Directors. From time to time, when appropriate, ad hoc committees of the Board of Directors are appointed by the Board of Directors.

Audit Committee

Overview

The Board established an Audit Committee on February 23, 2001. The Audit Committee's powers and responsibilities are governed by a formal charter, a copy of which is posted on the Company's website. In summary, the Audit Committee reviews the integrity of the Company's financial reporting and oversees the independence of the external auditors.

The Audit Committee is chaired by a director who is not an executive and is not the Chair of the Company. The members of the Audit Committee are Messrs. Snowden (Chair), Killinger and Gill. During the fiscal 2011 period, the Audit Committee met two (2) times.

Composition of the Audit Committee

All of the members of the Company's Audit Committee are "financially literate" and "independent" within the meaning of National Instrument 52-110 – Audit Committees ("NI 52-110").

Name	Independent⁽¹⁾	Financially Literate⁽²⁾
A. Snowden	Yes	Yes
W. Killinger	Yes	Yes
J. Gill	Yes	Yes

Notes:

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board of Directors of the Company, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Pursuant to NI 52-110, all members of the Audit Committee of the Company must be independent. All members of the Audit Committee consisting of Messrs. Snowden, Gill and Killinger are considered to be independent members of the Audit Committee for the purposes of NI 52-110.

Additional information regarding the Audit Committee is contained in the Company's annual information form dated September 30, 2011 (the "AIF") under the heading "Audit Committee" and a copy of the Audit Committee charter is attached to the AIF as Schedule "A". The AIF is available under the Company's SEDAR profile at www.sedar.com.

Relevant Education and Experience

The skills, experience and expertise of the Audit Committee Members are as follows:

Alan J. E. Snowden –Chair of Audit Committee and Non-executive Director of the Company FSCI, CIM, PFP, ICD.D

Mr. Snowden, aged 60 was appointed to the Board on September 27, 2007 having previously served as an alternate director for Dr. Valliant since November 1, 2004. Mr. Snowden is a professional Corporate Director with over 30 years experience in Canadian and International financial markets and 20 years experience as an independent Board Director. He is a former Senior VP of Corporate Planning Associates, VP & Director for Western Canada of BMO Nesbitt Burns Inc. and Executive Director of Odium Brown Limited. Mr. Snowden is a member of the Canadian Institute of Corporate Directors and holds the ICD.D designation. He is a graduate of the Senior Management Programme from the Ivey Business School at the University of Western Ontario and of Harrow School in England.

William F. Killinger AM - Non-executive Chair
BE, FIE (Aust).

Mr. Killinger aged 67, was first appointed to the Board as a non-executive Director on July 19, 1996 and was appointed Chair of the Board on June 24, 2009. He is a civil engineer by profession. Mr. Killinger has accumulated more than 40 years of experience in civil engineering construction associated with mineral and industrial projects in Australia, Africa, the Middle East, South East Asia, the United States of America and South America. Recently retired from the role of Director - International Business Development for Laing O'Rourke Australia Pty Ltd., Mr. Killinger has also served as Director of a number of other companies in the mining and construction industries in Australia and USA. His experience includes a six year term as Managing Director of Minproc Engineers Limited, one of the world's leading engineering and construction companies in the mining and mineral treatment industry. He has held senior management positions with Fluor Corporation (USA) and Murray and Roberts Group (South Africa).

On January 26, 2009, Mr. Killinger was awarded the Member of the Order of Australia (AM) for service to railway engineering through the construction and development of passenger and freight transport systems in Australia and internationally, to professional organisations, to the mining sector, and to the community.

James W Gill – Non Executive Director
B.Sc, M.Sc, Ph.D.

Dr. Gill, aged 62 was appointed as a non-executive director on the 18 November 2010. Dr Gill has been involved in the mining business for over 40 years, and his experience ranges from exploration, mine development and operations, acquisitions to project financing. He founded Aur Resources Inc. in 1981, which grew from an exploration company into a significant, profitable producing copper mining company under his leadership as its President and Chief Executive Officer for 26 years until August 2007 when Aur was taken over by Teck Resources. He earned B.Sc and M.Sc degrees from McGill University and a Ph.D degree in economic geology from Carleton University.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Company's Board of Directors.

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two completed financial years:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
June 30, 2011	\$42,250	Nil	Nil	Nil
June 30, 2010	\$42,000	\$37,000	Nil	Nil

Notes:

- (1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
- (4) No other fees were billed by the auditor of the Company other than those listed in the other columns.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services. Pursuant to the Charter for the Audit Committee, the Audit Committee has the responsibility to review and approve the fees charged by the external auditors for audit services, and to review and approve all services other than audit services to be provided by the external auditors, and associated fees.

RISK MANAGEMENT COMMITTEE

The Board established a Risk Management Committee during the year ended June 30, 2007. During the financial year ending June 30, 2011, Directors have considered that the business of the Risk Management Committee warranted the full attention of the Board of the Company and so the Risk Management Committee has not met independently of the full Board.

The Risk Management Committee's powers and responsibilities are governed by a formal charter, a copy of which is posted on the Company's website www.triausmin.com. The Risk Management Committee monitors the operational, financial, environmental and safety risks that face the Company. The Committee considers the recommendations and advice of external auditors and other external advisers on the management of these risks. The Committee also approves environmental and safety management policies that have been implemented to mitigate against these risks.

Current members of the Risk Management Committee are:

Committee Member	Status
W. Killinger (Chair)	Non-executive, Independent Director
A. Snowden	Non-executive, Independent Director
R. Valliant	Non-executive, Independent Director

Senior executives are also invited to participate in meetings of the Risk Management Committee, as appropriate.

REMUNERATION COMMITTEE

The Board established a Remuneration Committee during the year ended June 30, 2007. The Remuneration Committee's powers and responsibilities are governed by a formal charter, a copy of which is posted on the Company's website www.triausmin.com.

The Remuneration Committee reviews the remuneration paid to Directors and to senior management for providing their services to the Company. The Committee considers the advice and recommendations of external experts on the status of the employment market and on appropriate salary benchmarks, as required.

The Remuneration Committee is comprised of non-executive directors, and the Chairman of the Committee is an independent Director. Current members are:

Committee Member	Status
W. Killinger (Chair)	Non-executive, Independent Director
A. Snowden	Non-executive, Independent Director
J Gill	Non-executive, Independent Director

Shareholder Communications

The Board of Directors has authorized management to represent the Company in its communications with shareholders and members of the investment community. In addition, management meets regularly with investors and other interested parties to receive and respond to inquiries and comments. The Company seeks to ensure that all inquiries and concerns receive a complete and timely response from the appropriate member of management.

The Board of Directors reviews the Company's significant communications with investors and the public, including the Company's Annual Information Form, Management's Discussion & Analysis, Management Information Circular, annual audited financial statements and quarterly operations updates.

Assessment

The Board of Directors, its committees and its individual directors are assessed regularly, on at least an annual basis, as to their effectiveness and contribution. The process by which such assessments are made is through questionnaires developed by the Board and its Corporate Governance and Nominating Committee, which are distributed to each director and/or committee member for review and completion each year. In addition, the Chair of the Board and the Chair of each committee encourage discussion amongst the Board or the committee, as the case may be, as to their evaluation of their own effectiveness over the course of the year. All directors and/or

committee members are free to make suggestions for improvement of the practice of the Board and/or its committees at any time and are encouraged to do so.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the knowledge of the Company, there are no legal proceedings or regulatory actions material to the Company to which the Company is a party, or was a party to in the financial year ended June 30, 2011, or of which any of its properties is the subject matter, or was the subject matter of in the financial year ended June 30, 2011, nor are there any such proceedings known to the Company to be contemplated. There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority and the Company has not entered into any settlement agreements with a court or securities regulatory authority.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the Company's most recently completed financial year, no informed person of the Company, or any associate or affiliate of any informed person or nominee, has or had any material interest, director or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

PKF Chartered Accountants and Business Advisors ("PKF") are the independent registered certificated auditors of the Company. PKF were first appointed auditors of the Company on November 11, 2009.

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

The Company carries Directors' and Officers' Liability Insurance covering acts and omissions of the directors and officers of the Company. The policies have a combined aggregate limit of \$5,000,000.. The premium paid by the Company was \$16,786 in respect of its directors and officers liability insurance for the year ended June 30, 2011.

ADDITIONAL INFORMATION

The Company will provide to any person, upon request to the Company Secretary, one copy of the Company's 2011 Annual Report which includes comparative financial statements of the Company for the most recently completed financial year and the audit opinion issued thereon and/or one copy of the Company's MD&A in respect of such financial year.

Copies of the above documents will be provided free of charge to Shareholders. The Company may require the payment of a reasonable charge by any person or company who is not a Shareholder of the Company, and who requests a copy of such document. Additional information relating to the Company may be found on SEDAR at www.sedar.com or at www.asx.com.au.

APPROVAL OF THIS EXPLANATORY MEMORANDUM AND MANAGEMENT INFORMATION CIRCULAR

The contents and sending of this Explanatory Memorandum and Circular have been approved by the Directors of the Company.

DATED as of the 12th day of October, 2011.

Robert I. Valliant
Company Secretary

SCHEDULE 1

Terms of Options to be Issued to Directors

Summary of Option parameters

Name	No of Optns	Exercise Price	Term	Expiry Date	Vesting Dates
James Gill	500,000	A\$0.10	5 yrs	18.11.2015	1/3 on 18.11.2011, 1/3 on 18.11.2012, 1/3 on 18.11.2013
Wayne Taylor	2,000,000	A\$0.16	5 yrs	19.3.2016	1/3 on 19.3.2012, 1/3 on 19.3.2013, 1/3 on 19.3.2014
William Killinger	100,000	A\$0.115	5 yrs	27.6.2016	1/3 on 27.6.2012, 1/3 on 27.6.2013, 1/3 on 27.6.2014

Summary of Option Terms

1. Entitlement

- (a) The terms and conditions set out in this Schedule apply to the issue of Options to the Directors (**Option holder**), the parameters of which are summarised in the above table (**Table**).
- (b) The Option holder will be issued with Options, exercisable as set out in the Table (5 year term). The Options will vest as set out in the table, being on relevant anniversaries of the Board resolutions to issue the Options subject to Shareholder approval.
- (c) The Options will be issued with the exercise prices set out above, being the 5-day weighted average price of the Shares at the time of the Board resolutions, in accordance with the terms of the ESOP.
- (d) Subject to ESOP terms 8, 9 and 10, each Option entitles the registered Optionholder to subscribe for and be allotted one Share.
- (e) The Company must, as soon as reasonably practicable, allot Shares on exercise of the option in accordance with the Listing Rules and register the Optionholder as a Shareholder in the register of members in respect of the Shares so allotted. No Option may be exercised if to do so would contravene the Corporations Act or the Listing Rules.
- (f) Shares issued on exercise of the options will rank equally in all respects with all existing Shares from the date of issue.

2. Exercise of options

An Option is exercisable by the registered Optionholder lodging the notice of exercise of Option in the form set out below together with, subject to ESOP terms 8, 9 and 10, the exercise price for each Share to be issued on exercise and the relevant Option certificate, at the office of the

Company. The exercise of some Options only does not affect the registered Optionholder's right to exercise other Options at a later time.

3. Lapse of options

If the Optionholder ceases to be a Director of the Company for any reason, any Options that have not vested at the date the Optionholder ceases to be a Director will be cancelled.

If the Optionholder ceases to be a Director of the Company for any reason, any Options that have vested at the date on which the Optionholder ceases to be a Director must be exercised within 60 days after the date of cessation unless the Directors in their sole discretion, extend the period for exercising the vested Options. If the vested Options are not exercised or if the Directors do not extend the period of time in which the Options may be exercised, then the Options will lapse immediately upon the expiry of the 60 day period.

Options not exercised by 5:00 pm on the expiry dates set out in the Table will lapse.

4. Transfer

The Options are not transferable.

5. Option certificates

No exercise or transfer of an option represented by an option certificate may be registered until that certificate is surrendered to the Company or the Optionholder provides the Company with a statutory declaration, in a form satisfactory to the Company, to the effect that the certificate has been lost or destroyed and indemnifies the Company against any loss or damage if the original certificate is found. If the Optionholder exercises or transfers less than all options represented by a certificate then the Company will cancel the certificate and issue a new certificate for the balance.

6. Quotation

Quotation of the options on the ASX will not be sought by the Company. The Company must apply to the ASX for official quotation of the shares issued on any exercise of an option.

7. Dividends

Shares issued on any exercise of an option will rank equally in all respects with all existing ordinary shares in the capital of the Company from the date of issue and will be entitled to each dividend for which the books closing date for determining entitlements falls after the date of each issue.

8. Bonus Issue

If the Company makes a bonus issue of shares or other securities pro rata to holders of ordinary shares at a time when either:

- (a) An option had not been exercised in full; or
- (b) An option had been exercised, but shares the subject of the exercise have not been issued in fulfilment of the Company's obligation in that regard, before the record date for determining entitlements to the bonus issue,

then, the number of shares over which the option is exercisable or has been exercised (as the case may be) will be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue and the exercise price will be adjusted accordingly.

9. Rights issue

If the Company makes an offer of ordinary shares pro rata to all holders of ordinary shares where (S+D) (as defined below) exceeds P (as defined below) at a time when:

- (a) An option has not been exercised in full; or
- (b) The option has been exercised, but shares the subject of the exercise, have not been issued in fulfilment of the Company's obligation in that regard, before the record date for determining entitlements to the rights issue.

then the Exercise Price per share will be reduced according to the following formula:

$$O^1 = O - \frac{E * [P - (S + D)]}{N + 1}$$

Where:

- O^1 = the new Exercise Price of the option.
- O = the old Exercise Price of the option.
- E = the number of underlying securities into which one option is exercisable.
- P = the average market price per security (weighted by reference to volume) of the

underlying securities during the 5 trading days before the ex rights date or ex entitlements date.

- S = the subscription price for a security under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).
- N = number of securities with rights or entitlements that must be held to receive a right to one new security.

The number of securities which the Optionholder is entitled to subscribe for on exercise of the option shall remain unchanged.

10. Reconstruction

The rights of an Optionholder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11. Advice

The Company must give notice to the Optionholder of any adjustment to the number of shares which the Optionholder is entitled to subscribe for or be issued on exercise of the option or the exercise price per share in accordance with the Listing Rules.

12. Right to participate in future issues

The Optionholder may only participate in new issues of securities to holders of shares to the extent the option has been exercised, if that is permitted by its terms, and the shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give notice to the Optionholder of any new issue before the books closing date for determining entitlements to the issue in accordance with the Listing Rules.

13. Issue Limitations

The cap on the number of securities able to be issued by the Company under employee incentive plans is 7.5% of the Company's issued securities.

SCHEDULE 2

Terms of Employee Share Option Plan

(Last amended on 8 December 2009, as approved at General Meeting held on 23 June 2010)

(See overleaf)



EMPLOYEE SHARE OPTION PLAN

Terms & Conditions

As Amended on 08 December 2009

I, Jeffrey Allan Quartermaine, Company Secretary, certify that this is a true and correct copy of the Employee Share Option Plan – Terms and Conditions as amended on 8 December 2009.

A handwritten signature in black ink, appearing to read 'J.A. Quartermaine', is written over a light blue horizontal line.

J.A. Quartermaine

Date: 16 December 2009

Tri Origin Minerals Ltd

ACN 062 002 475

Level 3, 50 Park Street, Sydney, New South Wales, 2000

Telephone: +61 (0) 2 9267 8000 Facsimile: +61 (0) 3 9267 8066

1. Purpose

The Employee Share Option Plan of Tri Origin Minerals Ltd has been established to provide a mechanism through which the wealth of the Employees and Contractors of Group Companies can be directly linked to the share price performance of the Company, thereby creating an additional incentive for Employees to strive to increase shareholder value for the benefit of all shareholders.

2. Definitions and interpretation

In this document the following terms have the following meanings:

\$ means Australian dollars.

Acceptance Form means the acceptance form in such form as the Directors may approve from time to time.

ASIC means the Australian Securities and Investment Commission.

Associate has the meaning given to it by the Corporations Law.

ASX means the Australian Stock Exchange Limited (ACN 008 624 691).

Board means the Board of Directors of the Company.

Bonus Shares means Shares to which a holder of Shares is entitled to have allotted to the holder in any pro rata issue by the Company to holders of Shares, for which no consideration is payable by the holder.

Certificate means the option certificate to be issued under clause 7 in such form as the Directors approve from time to time.

Change of Control means that event which occurs when an entity who did not have a relevant interest in more than 20% of the Shares acquires a relevant interest in more than 20% of the Shares within the mean of Sections 608 and 609 of the Corporations Law.

Company means Tri Origin Minerals Limited (ABN 22 062 002 475).

Contractor means a person or an organisation that enters a contract with the Company for the provision of goods or services.

Corporations Law means the Corporations Act 2001 and regulations of the Commonwealth of Australia.

Directors means the Directors of the Company.

Early Retirement means the termination of employment of a person with a Group Company by reason of that person being over the age of fifty-five years and having previously been employed by a Group Company for a total of over ten years, and having been determined by the Board to have agreed to take early retirement.

Eligible Person means a permanent or part time Employee of a Group Company or subject to obtaining relief from ASIC, a Contractor in the permanent or part time employment of a Group Company provided that the Contractor has worked for a Group Company for not less than twelve (12) months and received eighty percent 80% or more of their income in the preceding year from a Group Company, whom the Directors determine to be an eligible person for the purposes of participation in the Employee Share Option Plan.

Employees means a person, by whatever name and whether or not a Director, who is employed by, concerned with, or takes part in, the business of the Group Companies.

Employee Share Option Plan means the Tri Origin Minerals Ltd Employee Share Option Plan established by this document.

Excluded Event means an event by which an Eligible Person ceases to be an Eligible Person by reason of being dismissed from office other than for cause (whether or not on terms acceptable to the Eligible Person) within six (6) months after a Change of Control as occurred.

Exercise Period means the period commencing on the Vesting Date and ending on the Last Exercise Date.

Exercise Price means subject to clause 17, the amount to be paid to the Company upon the exercise of an Option, being the greater of the weighted average market closing price of the Shares traded on the ASX over a five (5) Trading Day period ending on the last Trading Day immediately prior to the Issue Date and \$0.10.

Group Company means the Company and or its Subsidiaries and associates.

Holder means the holder specified on the face of the Certificate or that person's legal personal representative, except when an Eligible Person dies, the Options may, subject to clause 18, be transferred to their heirs, successors, legal personal representatives or administrator as the case may be and they will become the holder for the purposes of exercising the Options prior to the Last Exercise Date.

Initial Number means the number of Shares specified on the face of the Certificate.

Insider means,

- (a) a director or officer of the Company,
- (b) a director or officer of a person or company that is itself an Insider or subsidiary of the Company,
- (c) a person or company that has,
 - (i) beneficial ownership of, or control or direction over, directly or indirectly, securities of the Company carrying more than 10 per cent of the voting rights attached to all the Company's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution, or

- (ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly, securities of the Company reporting issuer carrying more than 10 per cent of the voting rights attached to all the Company's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution,
- (d) a reporting issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security,

or any associates or affiliates of the Insider.

Issue Date means the date of grant of the Options as specified on the face of the Certificate.

Last Exercise Date means subject to clause 17, the earlier of:

- (a) the day five (5) years after the Issue Date; and
- (b) the date six (6) months after the day on which the Holder Retires, takes Early Retirement, is Permanently Disabled, is made Redundant, ceases to be an Eligible Person by virtue of an Excluded Event or, while an Eligible Person, dies.

Listing Rules means the Listing Rules of the ASX or the TSX as the case may be as they apply to the Group Companies.

Marketable Parcel has the meaning given to it by the Listing Rules.

Notice of Exercise means a duly completed notice of exercise of Options signed by the Holder, in a form approved by the Directors from time to time.

Offer means the written offer of Options made by the Company.

Option means a right to subscribe for a Share granted to the Holder, evidenced by the Certificate.

Option Period means the period commencing on the Vesting Date and ending when the Options are exercised or lapse.

Option Shares means the number of Shares the subject of Options adjusted in accordance with these terms.

Other Securities means securities or other interests or rights in them, other than Shares.

Permanent Disablement means the disablement of a person the effect of which is, in the opinion of the Directors, likely to be permanent and will stop that person from continuing employment with the Company.

Redundancy means the termination of employment by a person with the Company by reason of a restructure within the Company whereby the position previously being occupied by that person no longer exists within the Company and the Board in its absolute discretion determining that such event qualifies as a redundancy for the purposes of the Employee Share Option Plan, and "Redundant" has the corresponding meaning.

Related Body Corporate has the meaning given to it by the Corporations Law.

Relevant Day means the day chosen by the Directors in their absolute discretion.

Retire means termination of a person's employment with the Company at the normal retirement age, or at any other time with the Company's consent, but excluding dismissal or resignation, and "Retirement" has the corresponding meaning.

Rights Issue means an offer or invitation made by the Company to holders of issued Shares to subscribe for new Shares for cash pro rata according to their respective holdings of Shares.

Rights Issue Shares means Shares for which Holders of issued Shares are entitled to subscribe under a Rights Issue.

Shares means fully paid ordinary shares in the capital of the Company.

Shareholders mean holders of Shares.

Subsidiary has the meaning given to it by the Corporations Law.

Takeover Offer includes a takeover offer or any offer made under a takeover announcement as set out in the Corporations Law.

Total Exercise Price means the number of Options to be exercised in a particular case multiplied by the Exercise Price.

Trading Day means a day on which the ASX or the TSX as the case may be is open for trading.

Tranche means Options, issued to a Holder, with the same Exercise Condition, Vesting Date and Exercise Price.

TSX means the Toronto Stock Exchange.

Vesting Date means subject to clause 17, the earlier of:

- (a) in relation to the First Tranche, 1 year after the Issue Date;
- (b) in relation to the Second Tranche, 2 years after the Issue Date;
- (c) in relation to the Third Tranche, 3 years after the Issue Date;
- (d) the date on which the Holder Retires, takes Early Retirement, is Permanently Disabled, is made Redundant, is dismissed as a result of an Excluded Event or, while an Eligible Person, dies; and
- (e) such earlier date determined by the Board in its absolute discretion in accordance with this Employee Share Option Plan.

3. Interpretation

In this document:

- (i) the masculine gender includes the feminine;
- (ii) the singular includes the plural and vice versa; and
- (iii) a reference to any legislation or to the provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.

4. Eligibility

The Directors may at their absolute discretion determine who is an Eligible Person and, subject to obtaining any approval of shareholders when required, the extent of that person's participation in the Employee Share Option Plan from time to time.

5. Offer

The Company may offer to each Eligible Person by notice in writing Options in the Employee Share Option Plan whereby the written notice of Offer must:

- (a) specify:
 - (i) the maximum number of Options being offered to each Eligible Person;
 - (ii) the estimated Exercise Price based on recent trading of the Shares;
 - (iii) the duration of the Options;
 - (iv) the date of the Offer;
 - (v) the time period for acceptance of the Offer;
 - (vi) the name and address of the Eligible Person to whom the offer was made;
 - (vii) a copy or a summary of the rules of the Employee Share Option Plan (and if a summary is provided, a statement that a copy will be provided free of charge on request) and include an undertaking and an explanation of the way in which the Company will, during the Option Period, make available to the Eligible Person information concerning the current market price of the Company's Shares; and
 - (viii) any other material terms and conditions applicable to the offer including the Exercise Conditions applicable to each Tranche of Options; and
- (b) be issued with an Acceptance Form and such explanatory material in respect of the Employee Share Option Plan as the Directors consider appropriate, or as required by law.
- (c) be lodged with ASIC within seven (7) days of it being provided to the Eligible Person.

6. Acceptance of offer

6.1 Acceptance procedure

An Eligible Person may only accept the offer to take up Options by delivering to the Company the duly completed Acceptance Form within the time period specified in the written notice of offer. The acceptance takes effect on the Issue Date.

6.2 Acceptance of Options in whole or in part

An Eligible Person may accept the offer to take up the Options in whole or in part but, if the offer is accepted in part, then the Eligible Person may only do so in a number which is a multiple of either one hundred (100) or such greater number as constitutes a Marketable Parcel, and may not subsequently accept the offer in respect of the remaining Options unless those Options are re-offered by the Company.

7. Option Certificate

The Company must issue a Certificate for the Options granted to an Eligible Person when the Company has received a duly completed Acceptance Form from the Eligible Person.

8. Exercise price for Options

The Total Exercise Price is payable by a Holder on the exercise of Options.

9. Lapse of Options

9.1 Time of lapse

- (a) Options lapse, to the extent they have not been exercised, on the earliest of:
 - (i) the Last Exercise Date;
 - (ii) except as provided in paragraph (iii), the day which is sixty (60) days after the day on which the Holder ceases to be an Eligible Person, otherwise than by death, Early Retirement, an Excluded Event, Permanent Disablement, Redundancy or Retirement;
 - (iii) the day on which the Holder ceases to be an Eligible Person by reason of dismissal for misconduct; and
 - (iv) the day on which a Holder defaults under these terms.

9.2 Rights following lapse

Upon the lapse of an Option, all rights of the Holder under the Option cease.

9.3 Black-Out Period

However, if the Option Period of an Option expires during a period when the Board or a policy adopted by the Board has determined that Insiders of the Company shall not trade in securities of the Company (a "Black-Out Period"), or within five business days of the end of a Black-Out Period, the Option Period shall be deemed to end at 5:00 p.m. (Sydney, Australia time) on the sixth (6th) business day after the end of the Black-Out Period.

10. Exercise of Options

10.1 Exercise procedure

The Holder may, during the Exercise Period and in the manner provided by these terms (but not at any time after the Options have lapsed), exercise the Options, in respect of some or all of the Option Shares, by lodging a Notice of Exercise and a cheque payable to the Company for the Total Exercise Price, or such other means of payment as may be approved by the Board, at the head office of the Company for the time being or other place nominated by the Board for this purpose.

10.2 Use of moneys

The Company must apply the moneys received from a Holder upon the exercise of the Options in satisfaction of the payment by the Holder of the price referred to in clause 8 in respect of the Options to the extent of the Exercise Price.

10.3 Exercise of Options in whole or in part

If a Holder elects to exercise only some of the Options, the election must be in a number which is a multiple of either one hundred (100) or such greater number as comprises a Marketable Parcel.

10.4 Cancellation or replacement of Option Certificate

Within five (5) days of receipt of a Notice of Exercise pursuant to clause 10.1, the Company will cancel the Option Certificate if Options are being exercised in respect of all of the Option Shares or replace the Option Certificate if Options are being exercised in respect of only some of the Option Shares as contemplated by clause 10.3.

11. Share allotment and Official Quotation

11.1 Allotment and application for Official Quotation

Subject to clauses 11.2 and 11.3, the Company must within five days after receipt of the Notice of Exercise and the Total Exercise Price allot to the Holder the number of Shares specified in such Notice, enter the Holder's name in the share register of the Company and apply for official quotation of the Option Shares by the ASX.

11.2 Allotment after record date

Where a Holder submits a Notice of Exercise to the Company which is received after an announcement by the Directors of their intention to pay or to recommend the payment of a dividend to shareholders, the Company will not allot Shares specified in such Notice until the day after the record date for the determination of entitlements to that dividend.

11.3 Exception

Clause 11.2 does not apply where a Holder receives a notice from the Directors under clause 16 of these terms and exercises any of the Holder's Options during:

- (a) the period that the Takeover Offer referred to in that notice remains open for acceptance; and

- (b) if the offeror under the Takeover Offer has the right to acquire compulsorily any outstanding Shares and exercises that right, the period during which such compulsory acquisition may occur.

12. No interest in Shares or Other Securities

12.1 No interest

The Option does not confer on the Holder the right to participate in new issues of Shares or Other Securities without exercising the Option. The Company will ensure that any record date specified for determining entitlements to participate in any such issue of Shares or Other Securities will be not less than six (6) Business days after the issue is announced during which time Holders may exercise the Options and be allotted Shares that will be entitled to participate in any such issue of Shares or Other Securities.

12.2 Cancellation in case of dismissal for cause

If the Holder ceases to be an Eligible Person by reason of dismissal for cause, the Directors may in their absolute discretion cancel the Holder's Options, whether before or after any purported exercise of them, without any liability arising out of that cancellation.

13. Rights issues

13.1 Exercise Price adjustment

Subject to the Listing Rules, if the Company from time to time during the Option Period offers Rights Issue Shares or Other Securities, *pro rata* to all or substantially all holders of ordinary shares (other than a bonus issue or an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) where (S+D) (as defined below) does not exceed P (as defined below) at a time when:

- (a) an Option has not been exercised in full; or
- (b) the Option has been exercised, but Option Shares the subject of the exercise have not been issued in fulfilment of the Company's obligation in that regard, before the record date for determining entitlements to the Rights Issue;

then, the Exercise Price per share will be reduced, subject to the Listing Rules, according to the following formula:

$$A = O - \frac{E * [P - (S+D)]}{N + 1}$$

Where

A is the new Exercise Price of the Option

O is the old Exercise Price of the Option

E is the number of Shares into which one Option is exercisable

- P is the average weighted market price of the Shares during the five (5) trading days on the ASX ending on the day before the ex rights date
- S is the subscription price for a Share under the rights issue
- D is the dividend due but unpaid on the existing Shares
- N is the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

13.2 Notice of Exercise Price adjustment

The Company will give each Holder notice of any adjustment to the Exercise Price of that Holder's Options as soon as practicable.

14. Bonus issues

If the Company from time to time during the Option Period issues any Bonus Shares, then the number of Option Shares to be allotted to a Holder upon exercise of an Option (***exercised option***) must be increased to that number which is the aggregate of the number of Shares which would have been allotted, subject to the Listing Rules, on the exercise of the exercised options but for this term and such number of Bonus Shares as the Holder would have been entitled to receive if, immediately prior to the entitlement date for the Bonus Shares, the Holder:

- (a) had exercised the Options in respect of all of the Option Shares; and
- (b) became the registered holder on the entitlement date of the Shares which would have been issued.

15. Reconstruction of capital

Notwithstanding any other term of the Employee Share Option Plan:

- (a) if the issued share capital of the Company is reconstructed in any way (including, without limitation, by consolidation, division, reduction or return), the number of Options or the Exercise Price or both will be reconstructed (as appropriate), to the extent necessary to comply with the Listing Rules applying to a reconstruction of capital at the time, and in a manner which will not result in any benefits being conferred on Holders which are not conferred on the holders of Shares; and
- (b) (subject to provisions with respect to adjusting the number of Option Shares to which a Holder will be entitled as sanctioned by a meeting of members of the Company approving the reconstruction of the issued share capital of the Company) in all other respects the terms for the exercise of the Options will remain unchanged.

16. Takeover offers

If a Takeover Offer is made to acquire the whole or any part of the issued share capital of the Company or the Directors believe a Change of Control of the Company is otherwise reasonably likely to occur at any time up to the Last Exercise Date of the Options, the Directors may in their absolute discretion give written notice of the Takeover Offer or the prospective Change in Control to the Holders. Immediately upon the giving of such notice by the Directors, each Holder becomes and remains entitled to exercise the Holder's Options regardless of whether or not the Exercise Conditions have been satisfied, at any time up to the Last Exercise Date of the Options.

17. Determination of number of Option Shares, Exercise Price and Exercise Period

The Directors may, subject to the Listing Rules, determine the amount or extent of any adjustment to be made, in accordance with the definition of "Option Shares", "Exercise Price", "Last Exercise Date" and "Vesting Date" and to the number of the Option Shares having regard to the provisions of those definitions and to these terms, and each determination is conclusive and binding on the Company and the Holder.

18. Options not transferable

Options may not be transferred or assigned except that an heir, successor, administrator or legal personal representative of a Holder who has died or whose estate is liable to be dealt with under laws relating to mental health or bankruptcy will be entitled to be registered as the holder of those Options after the production to the Board of such documents or other evidence as the Board may reasonably require to establish that entitlement.

19. Ranking and listing

- (a) Shares allotted as a consequence of the exercise of Options will, from the date of allotment, rank equally with all other issued Shares.
- (b) The Company will apply for official quotation of those Shares on each stock exchange on which Shares are quoted in accordance with the Listing Rules.
- (c) The Options will not be listed for quotation on any stock exchange.

20. Set-off rights

Where, pursuant to these terms, the Holder is obliged to make a payment to the Company and the Company is obliged to make a payment to the Holder, the Company may, in its absolute discretion, set off to the extent permitted by law any amount owing by the Holder to the Company against any amount the Company is obliged to pay the Holder. The liability of the Holder to the Company will be reduced by the amount set off.

21. Issue limitations

- (a) At any time, the sum of the number of Option Shares and the number of issued and unissued Shares subject to any other employee incentive scheme of the Company during the preceding five years, must not exceed a maximum of five per cent (5%) of the total of the Company's Shares plus Option Shares plus unissued Shares subject to any other employee incentive scheme of the Company during the preceding five years.
- (b) As at the Issue Date of any Option, the Board may determine at its absolute discretion whether and how any reduction of any entitlement to Option Shares is required in order to comply with this clause.

22. Commencement, on-going approval and termination

22.1 Commencement

The Company's Employee Share Option Plan was established by way of a resolution of the Board on 5 November 2003 prior to the Company's Initial Public Offering of Shares and subsequent listing of the Shares on the ASX.

22.2 Ongoing approval of Employee Share Option Plan

Every three (3) years following the institution of the Employee Share Option Plan the terms of the Employee Share Option Plan, whether or not amended or varied by the Board, must be approved by:

- (a) the Board; and
- (b) the Shareholders.

Materials to be provided to Shareholders when seeking Shareholder approval of the Employee Share Option Plan, must where required, be pre-approved by any securities exchange on which the Shares are listed and must include disclosure as at the date of the materials, in respect of:

- (a) the Eligible Persons;
- (b) each of the following:
 - (i) the total number of Options issued and the total number of Options issuable as a percentage of the number of the Issued Shares, and
 - (ii) the total number of Option Shares and this total as a percentage of the number of Issued Shares;
- (c) the maximum percentage, if any, of Options available to Insiders under the Employee Share Option Plan;
- (d) the maximum number of Options, if any, any one Eligible Person is entitled to receive under Employee Share Option Plan and the percentage of the Issued Shares represented by these Options;
- (e) subject to the Exercise Price of any Option not being lower than the market price of Shares on the Issue Date, the method of determining the Exercise Price;

- (f) the ability for the listed issuer to transform an Option into a stock appreciation right involving an issuance of securities from treasury;
- (g) the vesting of Options;
- (h) the Exercise Period of Options;
- (i) the causes of cessation of entitlement to Options under the Employee Share Option Plan, including the effect of an Employee's termination for or without cause;
- (j) the assignability of Employee Share Option Plan benefits and the conditions for such assignability;
- (k) the procedure for amending the Employee Share Option Plan, including specific disclosure as to whether Shareholder approval is required for amendments;
- (l) any financial assistance provided by the Company to Eligible Persons under the Employee Share Option Plan to facilitate the exercise of Options, including the terms of such assistance;
- (m) Options issued under the Employee Share Option Plan that are subject to ratification by Shareholders; and
- (n) such other material information as may be reasonably required by a Shareholder to approve the Employee Share Option Plan.

22.3 Termination

This Employee Share Option Plan may be terminated at any time by a resolution of the Board. A resolution for termination may take effect not fewer than 30 days after notification to Holders of that termination. For the avoidance of doubt, any termination of Employee Share Option Plan pursuant to this clause will not affect any Options which are outstanding.

23. General

23.1 Holder's entitlement

The entitlement of the Holder and these terms are subject to the Company's Constitution.

23.2 Fractions

If upon the making of any adjustment contemplated by these terms, a person becomes entitled to a fraction of a Share, that fraction will be disregarded.

23.3 Employee Share Option Plan not part of employment contracts

The Employee Share Option Plan does not form part of any contract of employment between any of the Group Companies and any employee or officer, and does not confer directly or indirectly on any employee or officer any legal or equitable rights whatever against the Group Companies except as a participant under the Employee Share Option Plan or the holder of Shares allotted under it.

23.4 Amendment or variation

Subject to the Listing Rules, the Board may amend or vary the terms of this Employee Share Option Plan in any respect which does not materially affect the accrued rights of a Holder.

Subject to the requisite shareholder and regulatory approvals set forth under subparagraphs 23.4(a) and (b) below, the Board may from time to time amend or revise the terms of the Employee Share Option Plan or may discontinue the Employee Share Option Plan at any time provided however that no such amendment or revision may, without the consent of the Holder, in any manner adversely affect his rights under any Option theretofore granted under the Employee Share Option Plan.

- (a) The Board may, subject to receipt of requisite shareholder and regulatory approval, make the following amendments to the Employee Share Option Plan:
 - (i) any amendment to the number of securities issuable under the Employee Share Option Plan, including an increase to a fixed maximum number of securities or a change from a fixed maximum number of securities to a fixed maximum percentage. A change to a fixed maximum percentage which was previously approved by shareholders will not require additional shareholder approval;
 - (ii) any change to the definition of Eligible Person which would have the potential of broadening or increasing Insider participation;
 - (iii) the addition of any form of financial assistance;
 - (iv) any amendment to a financial assistance provision which is more favourable to participants;
 - (v) any addition of a cashless exercise feature, payable in cash or securities which does not provide for a full deduction of the number of underlying securities from the Employee Share Option Plan reserve;
 - (vi) the addition of a deferred or restricted share unit or any other provision which results in participants receiving securities while no cash consideration is received by the Company;
 - (vii) a discontinuance of the Employee Share Option Plan; and
 - (viii) any other amendments that may lead to significant or unreasonable dilution in the Company's outstanding securities or may provide additional benefits to eligible participants, especially Insiders of the Company, at the expense of the Company and its existing shareholders.
- (b) The Board may, subject to receipt of requisite regulatory approval, where required, in its sole discretion make all other amendments to the Employee Share Option Plan that are not of the type contemplated in subparagraph 23.4(a) above including, without limitation:
 - (i) amendments of a "housekeeping" nature;
 - (ii) a change to the vesting provisions of a security or the Employee Share Option Plan;

- (iii) a change to the termination provisions of a security or the Employee Share Option Plan which does not entail an extension beyond the original expiry date; and
- (iv) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Employee Share Option Plan reserve.

23.5 Governing Law

This Employee Share Option Plan and the rights of Holders under its terms are governed by the laws in force in New South Wales, Australia.