



TERRAMIN AUSTRALIA LIMITED ABN 67 062 576 238

Unit 7, 202-208 Glen Osmond Road, Fullarton, South Australia 5063
t +61 8 8213 1415 f +61 8 8213 1416 e info@terramin.com.au w www.terramin.com.au

26 April 2016

The Manager
Company Announcements Platform
Australian Securities Exchange

Dear Sir,

Notice of Annual General Meeting

Please find attached for release to the market a letter from Terramin Australia Limited Chairman, Mr Feng Sheng, enclosing the 2016 Notice of Annual General Meeting and Form of Proxy.

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

The 2015 Annual Report was also sent by post to those shareholders who elected to receive a hard copy. An electronic copy of the 2015 Annual Report continues to be available on the Company's website at <http://www.terramin.com.au/2016/03/31/2015-annual-report/>.

Yours sincerely,

Stéphane Gauducheau
Company Secretary



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April 2016

Notice of 2016 Annual General Meeting

Dear Shareholder,

I am pleased to invite you to attend the 2016 Annual General Meeting of shareholders (**AGM**), which has been scheduled as follows:

Date: Friday, 27 May 2016
Time: 11:00AM (AEST)
Venue: Level 7
342-348 Flinders Street
Melbourne VIC 3000

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

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

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by completing the enclosed proxy form and returning it in the envelope provided. Instructions on how to appoint a proxy are detailed on the back of the proxy form. Proxies must be received no later than 11:00am (AEST) on Wednesday, 25 May 2016 to be valid for the AGM.

We look forward to seeing you at the AGM.

Yours sincerely,

Feng Sheng
Chairman



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NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Terramin Australia Limited (the **Company**) will be held at Level 7, 342-348 Flinders Street Melbourne Victoria 3000 Australia at 11:00AM (AEST) on Friday 27 May 2016.

ORDINARY BUSINESS

ANNUAL REPORT AND ACCOUNTS

To receive and consider the Company's Financial Report and reports of the Directors and auditors in respect of the financial year ended 31 December 2015.

The Company's 2015 Annual Report is available at <http://www.terramin.com.au/2016/03/31/2015-annual-report/>

Note: there is no requirement for shareholders to approve the report and accounts and accordingly no Resolution will be put to shareholders regarding this item of business.

RESOLUTION 1 - REMUNERATION REPORT – (NON-BINDING RESOLUTION)

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

"That the Company's Remuneration Report for the year ended 31 December 2015 be adopted."

Please refer to page 3 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

RESOLUTION 2 - RE-ELECTION OF MR FENG SHENG AS A DIRECTOR OF THE COMPANY

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

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

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

RESOLUTION 3 - RE-ELECTION OF MR ANGELO SICILIANO AS A DIRECTOR OF THE COMPANY

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

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

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

RESOLUTION 4 - RE-ELECTION OF MR KEVIN MCGUINNESS AS A DIRECTOR OF THE COMPANY

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

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

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

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

SPECIAL BUSINESS

RESOLUTION 5 - RATIFICATION AND APPROVAL OF PREVIOUS ISSUE AND ALLOTMENT OF ORDINARY SHARES

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

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

Please refer to page 4 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

RESOLUTION 6 - APPROVAL TO ISSUE AN ADDITIONAL 10% OF ISSUED CAPITAL OVER A 12 MONTH PERIOD

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

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

Please refer to page 4 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

RESOLUTION 7 - APPROVAL OF ISSUE OF SHARES TO MR FENG SHENG IN LIEU OF CASH PAYMENT OF DIRECTORS FEES OWING AS AT 31 MARCH 2016

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue 446,656 shares in the Company to Mr Feng Sheng (or his nominee) in lieu of cash payment of Directors fees owed up to 31 March 2016 as detailed in the accompanying Exploratory Memorandum"

Note: if shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1

Please refer to page 4 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

RESOLUTION 8 - APPROVAL OF ISSUE OF SHARES TO MR MICHAEL KENNEDY IN LIEU OF CASH PAYMENT OF DIRECTORS FEES OWING AS AT 31 MARCH 2016

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue 163,176 shares in the Company to Mr Michael Kennedy (or his nominee) in lieu of cash payment of Directors fees owed up to 31 March 2016 as detailed in the accompanying Exploratory Memorandum"

Note: if shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1

Please refer to page 4 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

RESOLUTION 9 - APPROVAL OF ISSUE OF SHARES TO MR ANGELO SICILIANO IN LIEU OF CASH PAYMENT OF DIRECTORS FEES OWING AS AT 31 MARCH 2016

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue 215,761 shares in the Company to Mr Angelo Siciliano (or his nominee) in lieu of cash payment of Directors fees owed up to 31 March 2016 as detailed in the accompanying Exploratory Memorandum".

Note: if shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1

Please refer to page 4 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

RESOLUTION 10 - APPROVAL OF ISSUE OF SHARES TO MR KEVIN MCGUINNESS IN LIEU OF CASH PAYMENT OF DIRECTORS FEES OWING AS AT 31 MARCH 2016

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue 128,210 shares in the Company to Mr Kevin McGuinness (or his nominee) in lieu of cash payment of Directors fees owed up to 31 March 2016 as detailed in the accompanying Exploratory Memorandum".

Note: if shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1

Please refer to page 4 of this Notice of Meeting for the Voting Exclusions that apply to this Resolution.

NOTES RELATING TO VOTING

1. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member and the holder of shares in the capital of the Company if that person is registered as a holder of those shares at 7:00pm (AEST) on Wednesday 25 May 2016.

2. Voting Exclusions

Resolution 1

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the 2015 Remuneration Report, or a Closely Related Party of a KMP (**Restricted Person**), whether the votes are cast as a shareholder, proxy or in any other capacity.

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

- (a) the vote is cast as a proxy; and
- (b) the proxy appointment is in writing and it specifies how the proxy is to vote on Resolution 1; and
- (c) the vote is not cast on behalf of a Restricted Person.

Further, the Company need not disregard a vote cast by the Chairman as a proxy if the appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy, even though the Resolution is connected directly or indirectly with the remuneration of a **KMP**.

Resolution 5

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

However, the Company need not disregard a vote if:

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

Resolution 6

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

However, the Company need not disregard a vote if:

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

Resolutions 7, 8, 9 and 10

The Company will disregard any votes cast on Resolution 7 by Mr Feng Sheng, Resolution 8 by Mr Michael Kennedy, Resolution 9 by Angelo Siciliano, Resolution 10 by Mr Kevin McGuinness and their respective associates.

However, the Company need not disregard a vote if:

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

In addition, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7, 8, 9 and 10 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman of the Meeting; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

3. Proxies:

- (a) A member entitled to attend and vote is entitled to appoint a person or body corporate as proxy to attend and vote for the member.
- (b) Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) A proxy need not be a shareholder of the Company.
- (e) Proxies given by companies must be executed in accordance with the Corporations Act or by a duly authorised officer.
- (f) To be effective, a form appointing a proxy and the power of attorney (if any) under which it is signed or an attested copy thereof must be delivered to Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia, or alternatively you can fax your form to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), not later than 11:00AM (AEST) on Wednesday, 25 May 2016.

- (g) Custodian Voting – For Intermediary Online subscribers only (Custodians), please visit www.intermediaryonline.com to submit your voting intentions.
- (h) If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each Resolution by marking the appropriate boxes on the proxy form.
- (i) Shareholders may direct the Chairman how to vote by directing the Chairman to vote for or against, or to abstain from voting on each Resolution.
- (j) In accordance with sections 250R(4) and (5) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 1 unless the shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions. Please note that if the Chairman of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chairman.

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

DATED 18 April 2016

BY ORDER OF THE BOARD



Stephane Gauducheau
Company Secretary

EXPLANATORY MEMORANDUM

GENERAL BUSINESS -

Receiving Annual Report and Accounts

In accordance with section 317 of the Corporations Act, the Financial Report, the Directors Report and the Auditors Report for the financial year ended 31 December 2015 will be tabled at the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity to ask questions about and make comments about these reports, the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, Grant Thornton, questions in relation to the conduct of the audit and the accounting policies adopted by the Company.

RESOLUTION 1 – Remuneration Report (non-binding vote)

The Company's Annual Report for the financial year ended 31 December 2015 contains a Remuneration Report (within the Directors' Report) which sets out the remuneration policy and practices of the Company and reports on the remuneration arrangements in place for the Company's Directors and Specified Executives. Shareholders will have a reasonable opportunity to comment on and ask questions regarding the Remuneration Report at the meeting.

Pursuant to section 250R of the Corporations Act, the vote on the proposed Resolution 1 of the Notice of Annual General Meeting is advisory only and will not bind the Directors or the Company. The Board will, however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

RESOLUTIONS 2, 3 and 4 – Re-Election of Directors

In accordance with the provisions of ASX Listing Rule 14.5, the Company is required to hold an election of Directors each year. The Company's constitution provides that no Director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the Director was last elected or re-elected.

RESOLUTION 2 - Re-Election of Mr Feng Sheng as a Director

In accordance with Rule 58 of the Company's Constitution and ASX Listing Rule 14.4, Mr Sheng retires and, being eligible, offers himself for re-election at the Annual General Meeting.

Mr Sheng is non-executive Chairman of the Company and was appointed as a Director in April 2013. Mr Sheng is Chairman of Melbourne based Asipac Group (including Asipac Capital Pty Ltd and Asipac Group Pty Ltd) (**Asipac**). He has owned and operated several businesses over the years predominantly focussed in property investment and development. Asipac is an active investor in the resources sector and is a member of the Australia China Business Council and sponsors the organisation at national and state level.

The Board (other than Mr Sheng who has abstained) recommends that shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3 - Re-Election of Mr Angelo Siciliano as a Director

In accordance with Rule 58 of the Company's Constitution and ASX Listing Rule 14.4, Mr Siciliano retires and, being eligible, offers himself for re-election at the Annual General Meeting.

Mr Siciliano was appointed as a non-executive Director of the Company in February 2013. Mr Siciliano is an accountant with more than 20 years' experience in property development and financial services. Mr Siciliano is the Chief Financial Officer of Asipac and for the last 16 years has owned and managed an accounting practice predominantly focussing on taxation advice and business consulting. Mr Siciliano is a fellow of the Institute of Public Accountants and is a director of Resource Base Limited, a gold company

listed on the ASX. He is a member of the Company's Audit & Risk Committee and of the Nominations & Remuneration Committee.

The Board (other than Mr Siciliano who has abstained) recommends that shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4- Re-Election of Mr Kevin McGuinness as a Director

In accordance with Rule 58 of the Company's Constitution and ASX Listing Rule 14.4, Mr McGuinness retires and, being eligible, offers himself for re-election at the Annual General Meeting.

Mr McGuinness was appointed a non-executive Director in April 2013. Mr McGuinness is a finance executive with more than 20 years' experience as a director and in executive management with ASX listed and private companies in the mining, medical equipment industries and not-for-profit organisations. Mr McGuinness was previously the Chief Financial Officer of Exact Mining Services. He is the current Chairman of Zero Waste SA, a director and former Chairman of the Royal Zoological Society of SA and a former director of Ellex Medical Lasers Limited. Mr McGuinness is Chair of the Audit & Risk Committee and the Nomination & Remuneration Committee and is a director of WMZ.

The Board (other than Mr Guinness who has abstained) recommends that shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5 – Approval of Ordinary Shares Issued

ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12 month period that aggregate more than 15% in number of the existing ordinary shares in the capital of the Company (**15% Rule**).

ASX Listing Rule 7.4 further provides that an issue of securities that did not breach Listing Rule 7.1 at the time of issue and made without shareholder approval is treated as having been made with approval if the Company's shareholders subsequently approve the issue. This has the effect of allowing securities issued and subsequently approved, not to be counted when calculating the number of securities issued in the 12 month period for the purposes of the 15% Rule.

Approval from shareholders is therefore sought pursuant to ASX Listing Rule 7.4 to the issue of the securities set out in the table below, in order to renew the Company's capacity to issue up to 15% of the securities of the Company on issue in a 12 month period.

The Company provides the following information in accordance with ASX Listing Rule 7.5.

Person(s) to whom securities were issued	Number of securities issued	Terms
Silver Spring Investments Pty Ltd	13,588,464 fully paid ordinary shares	Shares issued on 3 November 2015 at a price of \$0.1803 per Share, representing the volume weighted average price of the 5 trading days prior to the issue date. The funds raised towards advancing the Company's projects and for working capital.
Wendy Li Superannuation Pty Ltd	3,050,471 fully paid ordinary shares	Shares issued on 3 November 2015 at a price of \$0.1803 per Share, representing the volume weighted average price of the 5 trading days prior to the issue date. The funds raised towards advancing the Company's projects and for working capital.

All Shares issued on 3 November 2015 rank pari passu with existing fully paid ordinary shares in the capital of the Company.

The Board recommends shareholders vote in favour of Resolution 5. The Chairman intends to vote undirected proxies in favour of Resolution 5.

RESOLUTION 6 – Approval to Issue an Additional 10% of Issued Capital over a 12 Month s Period

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

A listed entity must satisfy both of the following criteria at the time of its annual general meeting in order to be eligible to seek approval under Listing Rule 7.1A:

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

At the date of the Notice, the Company satisfied both criteria as the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$269m¹. The number of equity securities that the Company may issue with approval under Listing Rule 7.1A.2 is calculated using the following formula:

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

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

- plus the number of shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of shares that became fully paid in the 12 months;
- plus the number of shares issued in the 12 months with approval of shareholders under Listing Rules 7.1 or 7.4;
- less the number of shares cancelled in the 12 months.

D = 10%

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

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

The Company obtained shareholders' approval at the 2015 annual general meeting for such issue of additional 10% of issued capital. No additional shares were issued under this approval since the last annual general meeting approval. The Company has no plans to issue shares under approval however given the current status of the Company's finances and its projects, the Directors believe it is prudent to have such allowance available for the 12 months from the date of the annual general meeting.

The Board recommends shareholders vote in favour of Resolution 6. The Chairman intends to vote undirected proxies in favour of Resolution 6.

Information Required by Listing Rule 7.3A

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

1. The issue price of securities issued under Listing Rule 7.1A must be no lower than 75% of the VWAP for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were conducted immediately before either:
 - the date on which the price at which the securities are to be issued is agreed; or
 - if the securities are not issued within 5 trading days of the date in paragraph 1.1 above, the date on which the securities are issued.
2. If Resolution 6 is approved by shareholders and the Company issues additional Equity Securities there is a risk of economic and voting dilution of the existing shareholders including the risk that:

¹ The market capitalisation is calculated by multiplying the number of shares on issue (1,795,043,189 shares) by the Share price (\$0.15 as at 14 April 2016)

- the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

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

Equity Securities	Number of issue
Quoted fully paid ordinary shares	1,795,043,184
Unquoted \$0.135 options expiring on 19 December 2017	1,750,000
Unquoted \$0.135 options expiring on 19 December 2018	1,750,000

The following table illustrates the potential dilution of existing shareholders on the basis of the number of ordinary securities for variable "A" as at the date of this notice ("current variable A") and where variable "A" is 15% and 30% greater than the current variable "A":

	Current variable "A"	15% increase in current variable "A"	30% increase in current variable "A"
	1,795,043,184	2,064,299,662	2,333,556,139
10% voting dilution	179,504,318	206,429,966	233,355,614
Total shares on issue following rule 7.1A placements	1,974,547,502	2,270,729,628	2,566,911,753

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

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

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

- the current variable "A" and where variable "A" has increased by 15% and 30%; and
- the share price as at the date of this notice and where the share price has fallen by 50% and increased by 100%.

Rule 7.1A placement details	\$0.075 (50% decrease in share price)	\$0.15 (share price as at 6 April 2016)	\$0.30 (100% increase in share price)
179,504,318 (10% voting dilution based on current variable "A")	13,462,824	26,925,648	53,851,296
206,429,966 (10% voting dilution based on 15% increase in current variable "A")	15,482,247	30,964,495	61,928,990
233,355,614 (10% voting dilution based on a 30% increase in current variable "A")	17,501,671	35,003,342	70,006,684

3. The Company will only issue Equity Securities during the 12 month period after the date of the 2016 Annual General Meeting (27 May 2016). The approval under this Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (the disposal of the main undertaking).
4. The Company may issue Equity Securities either for non-cash or cash consideration to fund the Company's exploration and development projects (specifically the Bird-in-Hand and Tala Hamza Projects) and the repayment of debts in the next year.
5. As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to Listing Rule 7.1A. No decision has been made regarding allottees. The allottees may include either existing security holders or new investors who are not related parties or associates of related parties and have not previously been shareholder, or a combination of both.

6. The Company has obtained shareholder approval under Listing Rule 7.1A at its last Annual General Meeting on 29 May 2015. Since that date, the Company issued 279,950,589 fully paid ordinary shares as described below; representing an additional 18.47% of the total number of Equity Securities on issue at 29 May 2015.

Date of issue	Number and class of Equity Securities, recipient and Summary of Key terms	Issue price of Equity Securities and discount (if any) to closing market price on the date of the issue	If issued for cash – total consideration, amount of cash that has been spent and intended use of remaining funds If issued for non-cash – description of consideration and current value of that consideration
3 June 2015	1,243,984 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.0555 per Share (55% discount) Price determined by reference to VWAP of shares trading 5 days prior to the due date interest	Shares issued in payment of \$69,041.10 in interest owed under the terms of a \$4 million corporate facility dated 30 September 2013 approved at general meeting of shareholders on 29 May 2015.
3 June 2015	536,786 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.1286 per Share (3% premium) Price determined by reference to VWAP of shares trading 5 days prior to the due date interest.	Shares issued in payment of \$69,041.10 in interest owed under the terms of a \$4 million corporate facility dated 30 September 2013 approved at general meeting of shareholders on 29 May 2015.
3 June 2015	901,796 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.08 per share (36% discount) Price determined by reference to VWAP of shares trading 5 days prior to the due date interest	Shares issued in payment of \$72,179.59 in interest owed under the terms of a \$2.8 million facility for the Bird-in-Hand project dated 25 October 2013, approved at general meeting of shareholders on 29 May 2015.
3 June 2015	2,002,982 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.0405 per share (68% discount) Price determined by reference to VWAP of shares trading 10 days prior to the due date interest	Shares issued in payment of \$81,084.24 in interest owed under the terms of a Convertible Note Deed Poll dated 26 March 2008 approved by shareholders on 23 April 2008.
3 June 2015	1,040,608 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.0684 per share (45% discount) Price determined by reference to VWAP of shares trading 10 days prior to the due date interest	Shares issued in payment of \$71,147.33 in interest owed under the terms of a Convertible Note Deed Poll dated 26 March 2008 approved by shareholders on 23 April 2008.
3 June 2015	5,053,244 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.1251 per share (at market) Price determined by reference to VWAP of shares trading 5 days prior to the due date interest	Shares issued in payment of \$600,608.37 in interest under the terms of a Convertible Note Deed dated 7 October 2014 approved by shareholders at general meeting on 17 September 2014.
14 July 2015	249,825,703 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.065 per Share (50% discount) Price set at the time of issue of convertible notes on 7 October 2014	Shares issued upon conversion of 249,825,703 convertible notes approved by shareholders at a general meeting dated 17 September 2014
14 July 2015	2,706,551 Shares issued to Asipac Group on the same terms and conditions as existing Shares	\$0.1208 per Share (7% discount)	Shares issued in payment of \$326,951.36 in interest under the terms convertible notes issued to Asipac Group Pty Ltd and approved at general meeting of shareholders dated 17 September 2014

3 November 2015	13,588,464 Shares issued to Silver Spring Investments Pty Ltd as placement	\$0.1803 per Share (3% discount) The issue price represents the volume weighted average price of the 5 trading days prior to the issue date.	Share placement raising \$2,450,000 to be used towards advancing the Company's projects and for working capital.
3 November 2015	3,050,471 Shares issued to Wendy Li Superannuation Pty Ltd as placemen	\$0.1803 per Share (3% discount) The issue price represents the volume weighted average price of the 5 trading days prior to the issue date.	Share placement raising \$550,000 to be used towards advancing the Company's projects and for working capital.

7. Voting Exclusion - At the date of the Notice the proposed allottees of the securities are not known and identified. Therefore no existing shareholders' votes will be excluded under the voting exclusion in this Notice.

RESOLUTIONS 7, 8, 9 AND 10 – Issue of shares to Mr Feng Sheng, Mr Michael Kennedy, Mr Angelo Siciliano and Mr Kevin McGuinness in lieu of unpaid fees to 31 March 2016

Background

From January 2015 to March 2016, Mr Sheng, Mr Kennedy, Mr Siciliano and Mr McGuinness (**Eligible Directors**) have voluntarily offered to receive reduced cash payment for a period of time to conserve the Company's cash flow and focus all cash available to the Company's operations.

In June 2015, the Board resolved that half of the Eligible Directors' fees will not be paid in cash and the Board would seek shareholder approval to pay such amount in Shares. Previously, Mr Sheng and Mr Siciliano have also agreed to receive Directors' fees in shares (subject to shareholder approval) from the first quarter and the second quarter of the year respectively to further preserve cash.

The amounts owed to Eligible Directors for the year ending 31 December 2015 are disclosed in the Remuneration Report (page 8 of the 2015 Annual Report). As at 31 March 2016, the following amounts are owed to the Eligible Directors:

- Mr Sheng: \$64,112.90;
- Mr Kennedy: \$26,250.00;
- Mr Siciliano: \$31,250.00;
- Mr McGuinness: \$20,625.03.

(together the **Amount Owed**)

Reasons for Seeking Shareholder Approval

The purpose of Resolutions 7, 8, 9 and 10 is to give the opportunity to the Eligible Directors to be paid for past services to the Company in fully paid ordinary shares in the Company up to the equivalent of the amount owed respectively to each Eligible Director as set out above.

The Company seeks shareholder approval under Resolutions 7, 8, 9 and 10 to issue an equivalent amount of fully paid ordinary shares in lieu of cash to Eligible Directors.

The Board has proposed that all Directors' shares to be issued in lieu of Directors fees will be calculated on a quarterly basis by dividing the amount owed to each Director at the end of that relevant quarter by the VWAP of shares traded during the last 5 trading days of that quarter.

As detailed in the ASX announcement dated 13 April 2016 and subject to Shareholder's approval, the Board proposes that the amount owed be paid in shares at a price which will be calculated as follows:

$$X = AO / VWAP\ 5$$

Where:

X = the number of shares to be issued to each Eligible Director (**Directors Shares**);

AO= Amount owed to each Eligible Director per quarter;

VWAP 5= volume weighted average trading price of the company's Shares on ASX in the last 5 trading day of each quarter;

The following table provides details of the amount owed to each Eligible Director and the number of Shares to be issued based on the relevant VWAP 5 for each quarter:

		Feng Sheng		Michael Kennedy		Angelo Siciliano		Kevin McGuinness	
Relevant Period	VWAP 5	Amount Owed	Shares to be issued	Amount Owed	Shares to be issued	Amount Owed	Shares to be issued	Amount Owed	Shares to be issued
Quarter ending 31 March 2015	\$0.1224 per Share	\$10,000	81,699	0	0	0	0	0	0
Quarter ending 30 June 2015	\$0.1260 per Share	\$16,612.90	131,848	0	0	\$12,500	99,206	0	0
Quarter ending 30 September 2015	\$0.1224 per Share	\$12,500	79,821	\$8,750	55,875	\$6,250	39,911	\$6,875	43,902
Quarter ending 31 December 2015	\$0.1566 per Share	\$12,500	77,160	\$8,750	54,012	\$6,250	38,580	\$6,875	42,438
Quarter ending 31 March 2016	\$0.1642 per Share	\$12,500	76,127	\$8,750	53,289	\$6,250	38,063	\$6,875	41,870
Total		\$64,112.90	446,656	\$26,250	163,176	\$31,250	128,210	\$20,625	215,761

In addition, for the purposes of ASX Listing Rule 10.13 the following information is provided to shareholders:

Chapter 2E of the Corporation Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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.

The grant of Director Shares constitutes giving a financial benefit and the Eligible Directors are related parties of the Company by virtue of being Directors.

The Board (other than the Eligible Directors who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Directors Shares because the Directors Shares are proposed to be issued in lieu of cash payment to Eligible Directors and are considered reasonable in the circumstances for the purposes of s.211 of the Corporations Act.

ASX Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the grant of the Directors Shares involved the issue of securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

The following technical Information is provided for the purposes of ASX Listing Rule 10.13.

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 7, 8, 9 and 10:

- the Directors shares will be granted to Mr Feng Sheng, Mr Michael Kennedy, Mr Kevin McGuinness, and Mr Angelo Siciliano (or their respective nominees);

- (b) the number of Directors Shares to be issued to each of the Eligible Directors and the issue price is set out on page 12;
- (c) the Directors Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Directors Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (e) a voting exclusion statement is included in the Notice of Meeting for Resolutions 7, 8, 9 and 10 on page 4 of this Notice of Meeting;
- (f) the Directors Shares will be issued for nil cash consideration, accordingly no funds will be raised.

Approval pursuant to the ASX Listing Rule 7.1 is not required for the grant of the Directors Shares as approval is being obtained under the ASX Listing Rule 10.11. Accordingly, the grant of Directors Shares to the Related Parties (or their respective nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

ASX means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.

Board means the Board of Directors of the Company.

Closely Related Party has the meaning given to that term in the Corporations Act.

Chairman means the chairman at the Annual General meeting.

Company means Terramin Australia Limited ACN 062 576 238.

Corporations Act means Corporations Act 2001 (Cth).

Director means a Director of the Company.

Directors Shares means the Shares proposed to be issued to Eligible Directors under Resolutions 7,8,9 and 10.

Eligible Directors means Mr Feng Sheng, Mr Michael Kennedy, Mr Angelo Siciliano and Mr Kevin McGuinness.

Explanatory Memorandum means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.

Key Management Personnel or **KMP** has the meaning given to that term in the Accounting Standards.

Listing Rules means the listing rules of ASX.

Notice or **Notice of Meeting** means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

Remuneration Report means the remuneration contained within the 2015 Company's Annual Report.

Restricted Person means the Key Management Personnel and their Closely Related Parties.

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

Shareholder means a holder of shares.

Specified Executive has the meaning given to that term in the Accounting Standards.

VWAP means the volume weighted average share price.





Terramin Australia Limited

ABN 67 062 576 238

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

XX

 For your vote to be effective it must be received by 11:00am (AEST) Wednesday 25 May 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



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

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:



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

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman
of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Terramin Australia Limited to be held at Level 7, 342-348 Flinders Street Melbourne Victoria 3000 on Friday 27 May 2016 at 11:00am (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 7, 8, 9 and 10** (except where I/we have indicated a different voting intention below) even though **Items 1, 7, 8, 9 and 10** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 7, 8, 9 and 10** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

ORDINARY BUSINESS

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Feng Sheng as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Mr Angelo Siciliano as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of Mr Kevin McGuinness as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

5 Ratification and Approval of Previous Issue and Allotment of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Issue an Additional 10% of Issued Capital Over a 12 Month Period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
7 Approval of Issue of Shares to Mr Feng Sheng in Lieu of Cash Payment of Directors Fees Owing as at 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Issue of Shares to Mr Michael Kennedy in Lieu of Cash Payment of Directors Fees Owing as at 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Issue of Shares to Mr Angelo Siciliano in Lieu of Cash Payment of Directors Fees Owing as at 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval of Issue of Shares to Mr Kevin McGuinness in Lieu of Cash Payment of Directors Fees Owing as at 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date