

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**TERRAMIN AUSTRALIA LTD**

ABN

**67 062 576 238**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |   |
|--|---|
| 1 +Class of +securities issued or to be issued   | <b>(1) Unlisted Options</b><br><b>(2) Unlisted Unsecured Convertible Notes</b>  |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <b>(1) 3,125,000</b><br><b>(2) 2,263,529</b>  |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <b>(1) Options issued to acquire 1 ordinary share each at an exercise price of \$2.80 per option, with an expiry date linked to the maturity of a loan facility provided by the initial optionholder, being initially 15 March 2013, with the potential to extend up to 15 March 2017.</b><br><b>(2) Unlisted unsecured convertible notes having a subscription price of \$2.21 per note, maturing on 17 September 2013. Interest of 8% pa payable bi-annually in cash or shares at the option of the Company. Each note is convertible into 1 ordinary share in the Company at the option of the holder.</b> |

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	<p>(1) <b>N/A – shares issued upon exercise of the options will rank equally in all respects with existing fully paid ordinary shares on issue</b></p> <p>(2) <b>N/A – shares issued on conversion of the convertible notes (or otherwise pursuant to terms of the convertible notes) will rank equally in all respects with existing fully paid ordinary shares on issue</b></p>				
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
5	Issue price or consideration	<p>(1) <b>Nil</b></p> <p>(2) <b>\$2.21 per note</b></p>				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(1) <b>Options issued to Investec Bank (Australia) Limited in accordance with the terms of a Call Option Deed Poll as part of the refinancing of the Angas Project loan facilities</b></p> <p>(2) <b>Convertible notes issued to institutional investors to raise \$5 million as a part of the refinancing of the Angas Project loan facilities</b></p>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>(1) <b>17 September 2008</b></p> <p>(2) <b>17 September 2008</b></p>				
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1240 995 1263">Number</th> <th data-bbox="1007 1240 1307 1263">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1272 995 1301">105,515,369</td> <td data-bbox="1007 1272 1307 1301">ORDINARY SHARES</td> </tr> </tbody> </table>	Number	+Class	105,515,369	ORDINARY SHARES
Number	+Class					
105,515,369	ORDINARY SHARES					

+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all	<b>185,000</b>	<b>OPTIONS (\$0.52)</b>
	+securities not quoted on ASX	<b>205,000</b>	<b>OPTIONS (\$0.60)</b>
	(including the securities in clause 2	<b>467,000</b>	<b>OPTIONS (\$1.26)</b>
	if applicable)	<b>280,000</b>	<b>OPTIONS (\$1.42)</b>
		<b>25,000</b>	<b>OPTIONS (\$1.44)</b>
		<b>1,500,000</b>	<b>OPTIONS (\$1.57)</b>
		<b>1,000,000</b>	<b>OPTIONS (\$1.88)</b>
		<b>725,000</b>	<b>OPTIONS (\$1.97)</b>
		<b>20,000</b>	<b>OPTIONS (\$2.12)</b>
		<b>4,629,630</b>	<b>OPTIONS (\$2.16)</b>
		<b>1,075,000</b>	<b>OPTIONS (\$2.43)</b>
		<b>700,000</b>	<b>OPTIONS (\$2.45)</b>
		<b>275,000</b>	<b>OPTIONS (\$2.66)</b>
		<b>550,000</b>	<b>OPTIONS (\$2.76)</b>
		<b>3,125,000</b>	<b>OPTIONS (\$2.80)</b>
		<b>100,000</b>	<b>OPTIONS (\$2.92)</b>
		<b>150,000</b>	<b>OPTIONS (\$3.32)</b>
		<b>25,000</b>	<b>OPTIONS (\$3.52)</b>
		<b>425,000</b>	<b>OPTIONS (\$3.55)</b>
		<b>70,000</b>	<b>OPTIONS (\$3.74)</b>
	<b>750,000</b>	<b>OPTIONS (\$4.11)</b>	
	<b>500,000</b>	<b>OPTIONS (\$4.93)</b>	
	<b>20,050,000</b>	<b>Convertible Notes</b>	
	<b>2,263,529</b>	<b>Convertible Notes (\$2.21)</b>	

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>No dividend payable in accordance with current policy</b>
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

18	Names of countries in which the entity has +security holders who will not be sent new issue documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

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+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



..... Date: 18 September 2008  
(Company Secretary)

Print name: Kate Bitter