



Level 22, Westpac House, 91 King William Street, Adelaide, South Australia 5000
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The Manager
Company Announcements Platform
Australian Securities Exchange

27 February 2012

Dear Sir

Extraordinary General Meeting

Please find attached for release to the market a letter from Mr Bryan Davis, Chairman of Terramin Australia Limited together with a notice of Extraordinary General Meeting and Form of Proxy.

Copies of the Chairman's letter, Notice of Extraordinary General Meeting and Form of Proxy have today been sent to all shareholders and are available on the Company's website.

Yours sincerely,

Stephane Gauducheau
Company Secretary



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24 February 2012

Dear Shareholder,

Extraordinary General meeting – 28 March 2012

I write to advise you that the Terramin board has resolved to call an Extraordinary General Meeting of the Company's members at 2:00PM (Adelaide time) on Wednesday 28 March 2012.

Please find enclosed documents dealing with a resolution that, if approved by shareholders, will renew the Company's 15% placement capacity, available pursuant to Australian Securities Exchange Listing Rule 7.1.

Your board has decided to ask shareholders to ratify previous issues to renew its ability to issue capital up to 15% of the shares currently on issue for the purpose of providing flexibility in capital raising, address any short term capital needs as required or take advantage of any opportunity that may result from the corporate review currently in progress.

Given the current difficult financial and market conditions, your board considers it prudent to ensure that it has the ability to issue limited amounts of further capital at short notice if required.

Please read the enclosed documents and vote in favour of the proposed resolution.

Yours sincerely

Bryan Davis
Chairman



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

For your vote to be effective it must be received by 2:00pm (Adelaide time) Monday 26 March 2012.

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form →



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

www.investorcentre.com

- 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

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, as the proxy sees fit) at the Extraordinary General Meeting of Terramin Australia Limited to be held at Medina Grand Adelaide Treasury, 2 Flinders Street, Adelaide SA 5000, on Wednesday, 28 March 2012 at 2:00pm (Adelaide time) and at any adjournment of that meeting.

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.

SPECIAL BUSINESS

1 Approval of Securities Issued

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of item 1 of business.

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 / /



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TERRAMIN AUSTRALIA LIMITED
ABN 67 062 576 238

NOTICE OF EXTRAORDINARY GENERAL MEETING

and

EXPLANATORY MEMORANDUM

APPROVAL OF SHARES ISSUED

Extraordinary General Meeting to be held at
Medina Grand Adelaide Treasury,
2 Flinders Street, Adelaide
on
Wednesday 28 March 2012,
2:00PM Adelaide Time

This is an important document and requires your attention.
You should read this document in its entirety. You are urged to consider these issues
carefully and exercise your right to vote.

NOTICE OF EXTRAORDINARY GENERAL MEETING
of
TERRAMIN AUSTRALIA LIMITED
ABN 67 062 576 238

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERRAMIN AUSTRALIA LIMITED (“the Company”) WILL BE HELD AT
MEDINA GRAND ADELAIDE TREASURY, 2 FLINDERS STREET ADELAIDE
ON
Wednesday 28 March 2012 AT 2:00PM ADELAIDE TIME

SPECIAL BUSINESS

1. Approval of Securities Issued – Ordinary Resolution

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

“That, for the purposes of ASX Listing Rule 7.4, all issues of securities to the persons and on the terms detailed in the accompanying Explanatory Memorandum are hereby approved.”

By Order of the Board

Stéphane Gauducheau
Company Secretary
24 February 2012

NOTES

Voting Exclusion Statement

The Company will disregard any votes cast on the following resolution by the following persons:

Resolution	Persons excluded from voting
Approval of Securities Issued	(a) All persons who participated in the issues listed in the table in the Explanatory Memorandum; and (b) an associate of those persons.

However, the Company need not disregard a vote if:

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

Determination of membership and voting entitlement for the purpose of the meeting

For the purpose of determining a person's entitlement to vote at the Extraordinary General Meeting, a person will be recognised as a member and the holder of shares in the capital of the Company if that person is registered as a holder of those shares at **7:00PM (Sydney time) on Monday 26 March 2012**.

Proxies

1. A member entitled to attend and vote is entitled to appoint a person or body corporate as proxy to attend and vote for the member.
2. Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
3. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. Proxies given by companies must be executed under seal, in accordance with the Corporations Act or under the hand of a duly authorised officer.
6. To be effective, a form appointing a proxy and the power of attorney (if any) under which it is signed or an attested copy thereof must be delivered to Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia, or alternatively faxed to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) and received not later than **2:00PM (Adelaide time) on Monday 26 March 2012**.
7. Custodian Voting – For Intermediary Online subscribers only (Custodians), please visit www.intermediaryonline.com to submit your voting intentions.

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

TERRAMIN AUSTRALIA LIMITED
ABN 67 062 576 238

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains information relevant to the matter to be considered at the Extraordinary General Meeting.

APPROVAL OF SECURITIES ISSUED – ORDINARY RESOLUTION – DETAILS OF PRIOR ISSUES

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 ASX Listing Rule 7.1 at the time of issue and that was made without shareholder approval is treated as having been made with shareholder 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 26,312,494 fully paid ordinary shares set out in the table below, in order to renew the Company's capacity to issue up to 15% of the securities of the Company on issue in a 12 month period.

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

Person(s) to whom securities were issued (or basis on which persons determined)	Number Issued	Details
JP Morgan Metals & Concentrates LLC	512,494 fully paid ordinary shares	<p>Date of Issue 30 May 2011</p> <p>Terms Shares issued at \$0.3316 per share. Shares rank pari passu with existing fully paid ordinary shares in the capital of the Company. Funds raised were applied to satisfy interest due on convertible notes on issue to JP Morgan Metals & Concentrates LLC.</p>
China Non-Ferrous Metals Industry's Foreign Engineering & Construction Co., Ltd (NFC)	12,300,000 fully paid ordinary shares	<p>Date of Issue 2 August 2011</p> <p>Terms Shares issued at \$0.37 per share pursuant to a placement to NFC. Shares rank pari passu with existing fully paid ordinary shares in the capital of the Company. Funds raised were used for general working capital requirements</p>
Transaminvest S.A.	13,500,000 fully paid ordinary shares	<p>Date of Issue 21 October 2011</p> <p>Terms Shares issued at \$0.145 per share pursuant to a placement to Transaminvest S.A. Shares rank pari passu with existing fully paid ordinary shares in the capital of the Company. Funds raised were used for general working capital requirements</p>