



Level 22, Westpac House, 91 King William Street, Adelaide, South Australia 5000
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23 March 2010

The Manager
Company Announcements Platform
Australian Securities Exchange

Dear Sir

2010 Annual General Meeting Documents

Please find attached for release to the market the a letter from Terramin Australia Limited Executive Chairman, Dr Kevin Moriarty, enclosing the 2010 Notice of Annual General Meeting and Form of Proxy.

Notices of Annual General Meeting and Forms of Proxy have today been sent to all shareholders. An electronic copy of the Executive Chairman's letter, Notice of Annual General Meeting and Form of Proxy are available on the Company's website at www.terramin.com.au/media/asx/2010.aspx.

The 2009 Annual Report was also sent by post to those shareholders who have previously elected to receive a hard copy of it. An electronic copy of the 2009 Annual Report continues to be available on the Company's website at www.terramin.com.au/media/asx/2009.aspx.

Please do not hesitate to contact the Terramin office on 8213 1415 should you have any queries.

Yours sincerely

Kate McKeough
Company Secretary



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March 2010

Dear Shareholders

I am pleased to advise that Terramin will be holding its next Annual General Meeting at 10.30am on Friday 23 April 2010.

Despite volatile and sometimes difficult economic conditions in 2009, Terramin has continued to make significant progress towards its goal of being a leading base metal producer. Key milestones for your Company in 2009 include:

1. advancing the definitive feasibility study on the Tala Hamza deposit which is scheduled for completion in the 2nd quarter of 2010 and making significant progress towards a mining lease application;
2. increasing throughput at the Angas Zinc Mine to name plate capacity and achieving above forecast zinc and lead production;
3. recommencing exploration in Terramin's highly prospective tenement holdings in the vicinity of the Angas Zinc Mine; and
4. reconfiguring and growing the Board and senior management team to include professionals appropriately skilled to oversee and implement large scale bulk mining.

To obtain further details of Terramin's activities in 2009, we encourage you to review our 2009 Annual Report which is available on Terramin's website at www.terramin.com.au/media/asx/2009.aspx

If you cannot attend the Annual General Meeting or wish to obtain any information about the activities of Terramin, you are invited to contact our Investor Relations Manager, Ian McAleese on (08) 8 213 1432 or at imcaleese@terramin.com.au.

We thank you for your continued support and look forward to reporting to you on your Company's further successes throughout 2010.

Yours sincerely

Dr Kevin Moriarty
Executive Chairman



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Terramin Australia Limited (the "Company") will be held at Level 2, Westpac House, 91 King William Street, Adelaide, South Australia at 10.30 am (Adelaide time) on Friday 23 April 2010.

A copy of the Company's 2009 Annual Report can be found on the Company's website at www.terramin.com.au/media/asx/2009.aspx

Please advise us via email to info@terramin.com.au or by calling (08) 8213 1415 if you will be attending for catering purposes.

ORDINARY BUSINESS

1. 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 2009.

2. REMUNERATION REPORT – ORDINARY RESOLUTION 1 (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 2009 be adopted."

3. RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTIONS 2, 3, 4, 5 & 6

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

"That Mr Michael H Kennedy be re-elected as a Director of the Company."

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

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

"That Mr Peter Zachert be elected as a Director of the Company."

Mr Zachert was appointed as a Director by the Board during the year ended 31 December 2009 and, in accordance with Rule 47 of the Company's Constitution, offers himself for election.

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

"That Mr Robert W Jones be elected as a Director of the Company."

Mr Jones was appointed as a Director by the Board during the year ended 31 December 2009 and, in

accordance with Rule 47 of the Company's Constitution, offers himself for election.

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

"That Mr Robert B (Bryan) Davis be elected as a Director of the Company."

Mr Davis was appointed as a Director by the Board during the year ended 31 December 2009 and, in accordance with Rule 47 of the Company's Constitution, offers himself for election.

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

"That Mr Xie Yaheng be elected as a Director of the Company."

Mr Xie was appointed as a Director by the Board during the year ended 31 December 2009 and, in accordance with Rule 47 of the Company's Constitution, offers himself for election.

SPECIAL BUSINESS

4. APPROVAL OF ORDINARY SHARES ISSUED – ORDINARY RESOLUTIONS 7 & 8

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

"That for the purposes of ASX Listing Rule 7.4, the issue of 812,740 ordinary shares in the capital of the Company, to the persons and on the terms detailed in the accompanying Explanatory Memorandum, is approved."

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

"That for the purposes of ASX Listing Rule 7.4, the issue of 19,331,222 fully paid ordinary shares in the capital of the Company, to the persons and on the terms detailed in the accompanying Explanatory Memorandum, is approved."

5. APPROVAL OF ISSUE OF ORDINARY SHARES AND CONVERTIBLE NOTES – ORDINARY RESOLUTION 9

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

“That for the purposes of ASX Listing Rule 7.1, the issue of:

- (a) a maximum of 7 million ordinary shares in the capital of the Company to Transaminvest S.A. (or its nominee) to raise US\$2,500,000; and*
- (b) 7,500,000 unlisted, unsecured, convertible redeemable notes to Transaminvest S.A. (or its nominee) to raise US\$7,500,000,*

on the terms detailed in the accompanying Explanatory Memorandum are approved.”

6. APPROVAL OF INCREASE IN TOTAL NON-EXECUTIVE DIRECTOR FEE POOL – ORDINARY RESOLUTION 10

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

“That for the purposes of ASX Listing Rule 10.17 and in accordance with Rule 48 of the Company’s Constitution, an increase in the maximum aggregate annual remuneration payable to non-executive Directors by \$350,000 from \$350,000 per annum to \$700,000 per annum is approved.”

Notes

Voting Exclusion Statements

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

Resolution	Person(s) excluded from voting
Resolutions 7 & 8 – Approval of Ordinary Shares Issued	All persons who participated in the issues listed in the table under Resolutions 7 & 8 in the Explanatory Memorandum and their associates.
Resolution 9 – Approval of Issue of Ordinary Shares and Convertible Notes	<ul style="list-style-type: none"> • Transaminvest S.A. and any of its associates; and • any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associate of that person.
Resolution 10 – Approval of Increase in Total Non-Executive Director Fee Pool	Any director of the Company and any associate of those directors.

However, the Company need not disregard a vote if 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 if 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 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 (Sydney time) on Wednesday 21 April 2010.

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, then 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 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 10.30am (Adelaide time) on Wednesday 21 April 2010.
- 7 Custodian Voting – For Intermediary Online subscribers only (custodians), please visit www.intermediary.com to submit your voting intentions.

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

DATED this 23rd day of March 2010
BY ORDER OF THE BOARD



Kate McKeough
Company Secretary

EXPLANATORY MEMORANDUM

ANNUAL REPORTS AND ACCOUNTS

Under the Company's Constitution, the business of an Annual General Meeting must include the receipt and consideration of the accounts and reports required by law for the past financial year. The meeting provides a forum for shareholders to ask questions on the reports and accounts.

RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING VOTE)

The Company's Annual Report for the financial year ended 31 December 2009 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 an opportunity at the meeting to comment on and ask questions regarding the Remuneration Report.

Pursuant to section 250R of the Corporations Act 2001, the vote on the proposed Resolution in Item 2 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, 4, 5 & 6 – RE-ELECTION OF DIRECTORS

In accordance with Rule 58 of the Company's Constitution and the provisions of ASX Listing Rule 14.4, Directors are required to retire from office by the later to occur of the conclusion of the third Annual General Meeting after which the Director was elected or re-elected, or the third anniversary of the Director's appointment or re-election. This year it is the turn of Mr Michael Kennedy to retire in accordance with this Rule. Being eligible, Mr Kennedy offers himself for re-election at the Annual General Meeting. Information regarding Mr Kennedy follows:

Mr Michael H Kennedy BComm (Economics)

Mr Kennedy has served as a Director of Terramin since June 2005. Mr Kennedy is Chair of the Company's Risk & Compliance Committee and a member of the Audit and Nominations & Remuneration Committees. Mr Kennedy has enjoyed a 35 year career in the mining industry and has held a number of senior marketing and logistics roles with CRA; managed raw material sales from the Broken Hill, Cobar and Woodlawn mines; managed raw material supply into Port Pirie lead smelter, Budel zinc

smelter (Netherlands) and the Avonmouth (UK) and Cockle Creek (Newcastle) zinc/lead smelters. He was resident Director of the Korea Zinc group of companies in Australia from 1991 until early 2005.

In addition, and in accordance with Rule 47 of the Company's Constitution, the Board has the power to appoint a person as a Director of the Company. Any Director appointed pursuant to this Rule must hold office only until the next Annual General Meeting of the Company, and is then eligible for re-election at that meeting.

During 2009, the Company's Board added to its existing financial and operational expertise through the appointment of four new non-executive Directors. In accordance with the requirements of the Company's Constitution and the ASX Listing Rules, Mr Peter Zachert, Mr Robert W Jones, Mr Robert B (Bryan) Davis and Mr Xie Yaheng each offer themselves for re-election at the Annual General Meeting. Information regarding each of these Directors follows:

Mr Peter Zachert

BBus, MGeoscience, MCom, FCA, FAIM

Mr Zachert was appointed to the Board in June 2009. Mr Zachert is Chair of the Company's Audit Committee and serves as a member of its Risk & Compliance Committee. Mr Zachert is a Chartered Accountant and Company Director. His executive background is primarily in resources and diversified industrial companies in Australia and overseas, most recently as CFO of Elders Limited. Previous positions held by Mr Zachert include Director and CFO of Cyprus Australia Coal Company, CFO of Delta Gold Limited and senior roles in Prodeco SA and Exxon Coal and Mineral Company Limited. Mr Zachert is the Chairman of Agricultural Land Trust Limited and a Director of a number of private companies.

Mr Robert W Jones

B.App. Sc., Dip. Prim. Met.

Mr Jones was appointed to the Board in June 2009. Mr Jones is a member of the Company's Tala Hamza Risk Assessment and Risk & Compliance Committees. Mr. Jones is a metallurgist with over 35 years of experience in the zinc-lead copper resources sector in both mining and refining. He has overseen the construction, commissioning and operation of mining and mineral processing operations in both Australia and the US. Mr Jones spent a number of years as President of US Operations for Pasminco Limited, most notably responsible for the Tennessee zinc mining and smelting operations, and as GM of the company's Port Pirie lead smelter. As former COO of Terramin, he oversaw the development of the Angas

Zinc Project and was involved in the preliminary phases of the Oued Amizour Project. He has held numerous executive and non-executive directorships. Throughout his career he has been actively involved in the zinc industry, including executive positions with the International Lead Zinc Research Organization and the American Zinc Association.

Mr Robert B (Bryan) Davis

BSc (Tech), FAIMM, MAICD

Mr Davis was appointed to the Board in July 2009. Mr Davis is Chair of the Company's Tala Hamza Risk Assessment Committee, as well as a member of the Nominations & Remuneration Committee. Mr Davis is a qualified mining engineer with over 40 years' experience in the mining and resources industry. Mr Davis has held a variety of senior corporate and operational roles during his career, including as Chief Executive Officer and subsequently, as a non-executive director of Newcrest Mining Limited. Mr Davis was formerly Executive Director - Mining at Pasminco Limited, and held a range of senior management positions at CRA Limited. He currently acts as an independent, non-executive director on the boards of OneSteel Limited and Coal & Allied Limited.

Mr Xie Yaheng

MSc, Senior Engineer

Mr Xie was appointed to the Board in September 2009. Mr Xie is Vice-President of the Company's largest shareholder, China Non-Ferrous Metals Industry's Foreign Engineering and Construction Co., Ltd ("NFC") and Chairman of Guangdong Zhujiang Rare Earth Co., Ltd, a company in which NFC holds a 72% interest. Mr Xie's first degree is in Electrical Engineering and he was a senior electrical engineer at the Design Institute. Mr Xie has further degrees in Finance and Business Administration, and project management experience at zinc and copper mines in Mongolia, Zambia and Vietnam.

RESOLUTIONS 7 & 8 – APPROVAL OF 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 (or the securities issued upon conversion of convertible

securities) and subsequently approved, not to be counted when calculating the number of securities issued in a 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 two tranches of 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

Resolution 7

RBS Sempra Metals & Concentrates LLC

Date of Issue:
15 June 2009

Number Issued:
812,740 fully paid ordinary shares

Terms:
Issue price of \$0.70 per share.

The shares rank pari passu with existing fully paid ordinary shares in the capital of the Company.

Funds raised were used to satisfy interest due on 20,500,000 convertible notes on issue to RBS Sempra.

Resolution 8

Various institutional and other sophisticated investors pursuant to a placement managed by Patersons Securities Limited

Date of Issue:
6 November 2009

Number Issues:
19,331,222 fully paid ordinary shares

Terms:
Issue price of \$0.80 per share.

The shares rank pari passu with existing fully paid ordinary shares in the capital of the Company.

Funds raised were used to partially pay down existing bank debt and to fund working capital requirements.

RESOLUTION 9 – APPROVAL OF ISSUE OF ORDINARY SHARES & CONVERTIBLE NOTES

At the Company's 2009 Annual General Meeting, shareholders approved the issue of up to US\$2,500,000 worth of ordinary shares and 7,500,000 unlisted unsecured convertible redeemable securities ("Convertible Notes") to Transaminvest S.A. (or its nominee) ("Transamine") in order to raise a total of US\$10,000,000, which funds would be used to fund the Company's share of the initial stage of development of the Tala Hamza Project, and for working capital requirements. The issue of these securities was conditional upon a decision to mine with respect to the project, at the time expected to occur in the early part of calendar year 2010.

The approval obtained at the Company's 2009 AGM was given on the basis that the ordinary shares and Convertible Notes proposed to be issued to Transamine would be issued no later than the date of the Company's AGM in 2010. A waiver was sought from, and granted by, the ASX to enable the Company to issue the relevant securities in respect of which shareholder approval was obtained at a date more than 3 months after the date of the 2009 AGM.

Due to ongoing detailed project design work it will not be possible to make a decision to mine in respect of the Tala Hamza Project, and therefore be in a position to issue the relevant ordinary shares and Convertible Notes to Transamine prior to the date of the Company's 2010 AGM. The Company currently expects that a decision to mine will be made no later than the 2011 AGM.

In the circumstances, the Company seeks to refresh the approval given by shareholders at the Company's 2009 AGM for the purposes of ASX Listing Rule 7.1, namely the approval of shareholders for the proposed issue of Convertible Notes and ordinary shares to Transamine (or its nominee).

The Company provides the following information in relation to the Convertible Notes in accordance with ASX Listing Rule 7.3:

- the issue of the Convertible Notes is conditional upon a decision to mine in respect of the Tala Hamza Project;
- each Convertible Note will have a face value of US\$1.00;
- each Convertible Note will have an issue price of US\$1.00;
- the maturity date will be 5 years from the date of issue;

- interest will be payable by the Company bi-annually in cash or an equivalent number of ordinary shares (at the option of the Company) at commercial rates. The number of shares issued in payment of interest will be calculated using the volume weighted average price of the Company's shares on the ASX ("VWAP") over the 5 trading days immediately preceding the due date for the payment of interest;
- the Convertible Notes are convertible at any time in parcels of not less than 100,000 by the Company issuing its shares plus the payment of any accrued interest in cash or shares;
- subject to the expiration of 12 months from the date of issue of the Convertible Notes, Transamine may convert the Convertible Notes if the 15-day VWAP for the Company's shares exceeds \$1.70;
- any shares issued on conversion of the Convertible Notes will rank *pari passu* with existing shares in the capital of the Company from the date of issue;
- in the event of non-conversion by the maturity date the Convertible Notes shall be redeemed for cash;
- the conversion price of the Convertible Notes shall be the VWAP on the ASX over the 5 trading days immediately preceding the conversion date; and
- the Convertible Notes shall be unsecured obligations of the Company and rank behind secured creditors, but ahead of shareholders.

The Company provides the following information in relation to the ordinary shares in accordance with ASX Listing Rule 7.3:

- the number of shares to be issued will be determined with reference to the VWAP of the Company's shares over the 5 trading days immediately preceding the date of issue; and
- the shares will be fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing issued shares.

The funds raised by way of the issue of the Convertible Notes and ordinary shares will be used to fund the Company's share of the initial stage of development of the Tala Hamza Project and for working capital requirements.

The exact number of shares that will ultimately be issued pursuant to this approval and upon conversion of the Convertible Notes will vary subject to fluctuations in the Company's share price and the USD/AUD exchange rate. However as the shares and shares issued upon conversion of the Convertible Notes will be issued at the market price for the Company's shares prevailing at the time of issue, there is expected to be no economic dilution of existing shareholders as a result of these issues.

In addition, with respect to the issue of shares for which approval is now sought, given that the maximum number of shares able to be issued if approval is obtained will be 7 million, and based on the Company's current issued capital of 158,388,677 ordinary shares, the issue of 7 million new shares to Transamine would have the effect of increasing the Company's total issued capital by approximately 4.4%.

The completion of detailed design work may affect the ability to make a decision to mine with respect to the Tala Hamza Project, thereby triggering the Company's obligation to issue the Convertible Notes and ordinary shares to Transamine.

Subject to a decision to mine being made, the Convertible Notes and shares will be issued no later than the Company's 2011 AGM. In this regard, the Company notes that it has obtained a waiver from the ASX to allow the securities referred to in this Resolution 8 to be issued at a date more than 3 months after the date of the 2010 AGM. The Company undertakes to suspend the proposed issue of Convertible Notes and ordinary shares pursuant to the approval sought from shareholders in the event that work programs for the Tala Hamza Project, or the project itself, change materially, for example a decision to mine is not taken.

RESOLUTION 10 - APPROVAL OF INCREASE IN TOTAL NON-EXECUTIVE DIRECTOR FEE POOL

In accordance with the ASX Listing Rules and Rule 48 of the Company's Constitution, the maximum aggregate amount of cash remuneration that may be provided to non-executive Directors is the amount determined by shareholders.

Currently the maximum annual aggregate cash amount which may be provided as remuneration to all non-executive Directors of the Company for their services as Directors out of the funds of the Company is \$350,000 as approved by shareholders at the Company's Annual General Meeting in May 2006.

The remuneration provided to each non-executive Director for the year ended 31 December 2009 is detailed in the 2009 Remuneration Report which forms part of the Directors' Report. The total aggregate value of remuneration provided to all non-executive Directors during the 2009 financial year was \$215,711.

Shareholder approval is now sought to double the maximum annual aggregate cash amount of remuneration that may be provided to non-executive Directors, taking the maximum annual aggregate cash amount to \$700,000 (inclusive of superannuation payments), effective 1 January 2010.

Fees paid to non-executive Directors recognise the significant time commitment made by Directors in directing and overseeing the Company's affairs and their significant potential legal exposure. In addition they recognise the competitive pressures in the market place and the need to attract and retain appropriately experienced and qualified Board members.

At the end of the 2009 financial year, the Company's Board consisted of a total of 6 non-executive Directors, three times as many non-executive Directors as held office at the time at which an increase in Directors' fees was last approved by shareholders in 2006. In addition, during the 2009 financial year, and in accordance with its powers under the Company's Constitution, the Board reviewed and increased the base remuneration payable to non-executive Directors in line with market practices and peer companies. The revised fees payable to non-executive Directors (inclusive of superannuation payments) are set out in the table below:

Director	Base	Committee Chair Fees	Committee Member Fees	Individual Total
R B Davis	\$40,000	\$25,000	\$10,000	\$75,000
M H Kennedy	\$40,000	\$15,000	\$20,000	\$75,000
S A Bonett	\$40,000	\$15,000	\$10,000	\$65,000
P Zachert	\$40,000	\$15,000	\$10,000	\$65,000
R W Jones	\$40,000	N/A	\$20,000	\$60,000
Y Xie	\$40,000	N/A	N/A	\$40,000
Aggregate				\$380,000

Approval of the proposed increase in the maximum aggregate fee pool for non-executive Directors will enable fees to be paid at the revised rates for the entire 2010 calendar year.

In addition, following the appointment of a Chief Executive Officer, the Company is also preparing for its current Executive Chairman to move to a non-executive Chairman's role and the remuneration pool needs to be expanded to accommodate this transition.

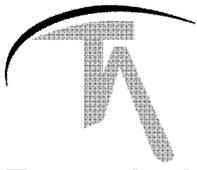


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Lodge your vote:



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For all enquiries call:

(within Australia) 1300 556 161
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Proxy Form

For your vote to be effective it must be received by 10:30am (Adelaide time) Wednesday 21 April 2010

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.

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:

SRN/HIN: I999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

IND

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, as the proxy sees fit) at the Annual General Meeting of Terramin Australia Limited to be held at Level 2, Westpac House, 91 King William Street, Adelaide, South Australia, 5000 on Friday 23 April 2010 at 10:30am (Adelaide time) and at any adjournment of that meeting.

Important for Item 10: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 10 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 10 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business, including Item 10.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Michael H Kennedy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Peter Zachert as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Mr Robert W Jones as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Mr Robert B (Bryan) Davis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of Mr Xie Yaheng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

7	Approval of Ordinary Shares Issued - RBS Sempra Metals & Concentrates LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of Ordinary Shares Issued - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of Issue of Ordinary Shares and Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval of Increase to Total Non-Executive Director Fee Pool	<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.

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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