

APPENDIX C2

WCCC TERMS OF REFERENCE

BIRD IN HAND GOLD PROJECT

MINING LEASE PROPOSAL MC 4473



ABN | 66 122 765 708

Unit 7 / 202-208 Glen Osmond Road | Fullarton SA 5063

**Woodside
Community Consultative
Committee**

**Terms of
Reference**

13 September 2017

Declaration

Iconfirm that;

1. I have read and understood the Terms Of Reference of the Woodside Community Consultative Committee (WCCC).
2. I agree to be a member of the Woodside Community Consultative Committee.
3. I agree to behave in accordance with the standards outlined in the Terms of Reference.
4. I agree to represent the interests and questions raised in the community.
5. I will represent and declare any conflict of interest (particularly those which may result in financial gain or direct benefit ie: holding shares) in discussion.
6. I acknowledge that my contact details will be made available to members of the WCCC for the sole purpose of conducting the business of the WCCC.

Name:
Signature:
Date:

Table of Contents

1	Background	4
2	Aims and Objectives	5
3	Roles	6
	3.1 Role of the WCCC	6
	3.2 Role of the Chairperson	6
	3.3 Role of a WCCC Member	7
	3.4 Role of the Secretariat	7
	3.5 Role of the Company	7
	3.6 Role of the Regulator	8
4	Membership	9
5	Recruitment and Selection	10
	5.1 Selection Process for Chairperson	10
	5.2 Selection Process for Secretariat Services	10
	5.3 Selection Process for WCCC Community Representatives	11
	5.4 Criteria for a Community Representative	11
	5.5 Term of Appointment.....	12
	5.6 Company and Adelaide Hills Council	12
	5.7 General Attendance / Public Gallery	12
	5.8 Resignation	12
6	Operations.....	13
	6.1 Time and Location of Meeting.....	13
	6.2 Notice of Meeting	13
	6.3 Meeting Proceedings	13
	6.4 Meeting Notes	14
	6.5 Training	15
	6.6 WCCC Resources and Remuneration	15
	6.7 Communication	15
7	Media	16
8	Expression of Interest	17

1 Background

The Woodside Community Consultative Committee (WCCC) was established by Terramin in 2017 as a forum for engagement between the Company and the community on relevant matters related to the Bird In Hand Gold Project. The WCCC is the responsibility of Terramin.

Terramin Australia Limited (Terramin) an Australian Company, with its Registered Office in Adelaide, SA (Australian Business Number 67 062 576 238). Its shares are listed on the Australian Securities Exchange (ASX) (Symbol: TZN).

Terramin's wholly owned subsidiary, Terramin Exploration Pty Ltd (the "Company") owns the Bird In Hand Gold Project and associated exploration leases. Terramin is planning to develop and operate the BiH Gold Project as an underground gold mining operation.

2 Aims and Objectives

The overall aim of the WCCC is to promote the best possible outcomes for the local community, through community participation in the consideration of matters that may positively or negatively impact on them in relation to Terramin's Bird in Hand Gold Project.

The specific objectives of the WCCC are:

- To develop and strengthen long-term relationships between the Company and key community stakeholders;
- To be a forum for the Company to receive feedback from the broader community;
- To be a forum for the Company to provide a response to the feedback of the community;
- To assist in the community's understanding of the role of the Regulator and the Regulatory process (how are decisions made; who can I contact; why & when);
- To assist the community to understand the regulations and controls of mining;
- To establish an efficient and transparent engagement process with the community and key stakeholders;
 - To provide a mechanism for community representatives to engage with regulatory and technical bodies (ie: DEWNR ; DPTI and DPC),
 - Ensure issues are managed collaboratively with the community and that there are 'no surprises'.

The WCCC provides a forum for the community and the Company to engage with each other.

Building relationships and trust takes time, energy and an ongoing commitment by the Company.

3 Roles

3.1 Role of the WCCC

The specific role of the WCCC is to:

- Work with the Company to understand the details of the potential proposal and how it is likely to affect the community;
- Communicate with the wider community and feedback any concerns and questions for further discussion and resolution;
- Maintain independence and accordingly the WCCC can engage the DPC directly if and when required;
- Participate in the process of the selection of the Chairperson;
- Ratify the selection of the Chairperson;
- Discuss and provide feedback to the Company to address matters of environmental and operational concerns and impacts;
- Assist in establishing relationships between the Company, key stakeholders and wider community during all phases of the approval process and mining operations;
- Provide a conduit for the dissemination of information to, and input from, community members and other key stakeholders;
- Review the Company's Community Engagement Plan (CEP) for the project. Advise the company such that the CEP captures the key consultation activities undertaken by the Company and reflects the issues tabled by the community;
- Review and adopt minutes of the WCCC meetings;
- Conduct an annual review of the effectiveness of the WCCC to ensure it is meeting the expectations of the community.

3.2 Role of the Chairperson

The role of the Chairperson of the WCCC is to:

- Convene and chair the WCCC;
- Be objective about issues, facilitating and not leading the discussion;
- Set the meeting agenda and provide structure to the WCCC process;
- Facilitate, mediate and engage the WCCC appropriately;
- Engage with the State/Local Government, the Company or any other expert as required, at the request of the WCCC;
- May speak publicly on behalf of the WCCC;
- Ensure that actions agreed at the meeting are captured and restated back to the group to ensure they are represented accurately in the meeting notes prior to circulation;
- Appoint the secretariat;

- Work with secretariat to review and approve the meeting notes.

3.3 Role of a WCCC Member

The role of a WCCC Member is to:

- Attend meetings and provide a constructive contribution to the WCCC to ensure it is able to function effectively and equitably.
- Have an understanding of and represent community interests.
- Act as a conduit between the WCCC and the wider community by disseminating information presented at the WCCC meetings.
- Work with the Company to understand the details of the project and the impact and opportunity it may present for the community.
- Communicate with the wider community and feedback concerns, comments and questions to the Company for further discussion and resolution.
- Maintain independence and accordingly the WCCC will engage with the Regulator (DPC) directly if and when required.

3.4 Role of the Secretariat

The secretariat role of the WCCC is to:

- Assist the Chairperson to set and prepare the agenda.
- Manage the meeting logistics and proceedings.
- Circulate the agenda and meeting material at least two weeks prior to a meeting
- Capture the notes of the meeting, specifically the resolutions and actions agreed.
- Present the notes to the Chairperson for review and revise accordingly.
- Circulate draft meeting notes to members for review within two weeks of the meeting
- Assist the Chairperson to respond to media enquiries as required.
- Maintain a WCCC membership register (including contacts details)
- Maintain a WCCC attendance register,
- Circulate all presentations and reports to WCCC members and the community as requested,
- Ensure WCCC meeting notes are provided to the Company to be loaded on the Company website.

The secretariat is not a member of the WCCC.

3.5 Role of the Company

The role of the Company representative on the WCCC is to:

- Provide timely and accurate reports on the progress of the project, and if approved, mining operations and compliance against approved environmental outcomes.
- Supply the WCCC with a copy of the Community Engagement Plan relating to the mining project and provide regular updates on the implementation of the plan.
- Provide information that is accessible, accurate, complete and written in plain English and in a format that is easy to understand.
- Provide copies of environmental management reports, audit reports and monitoring reports at least two weeks prior to the WCCC meeting, in a manner and form discussed and agreed with by the WCCC members.
- Engage with the WCCC if it intends to seek amendments to conditions of approval or change its operational requirements if the project is approved.
- Arrange site visits as requested by the WCCC.

3.6 Role of the Regulator

The Regulator (Department of Premier & Cabinet (DPC)) will not have a formal part of the WCCC membership.

A representative of the Regulator will attend and provide information to the WCCC meetings at the request of the Chairperson.

4 Membership

Members of the WCCC will comprise representatives from different stakeholder groups potentially affected by the proposed mine and mining operations. The goal is to have a group of people with a diverse mix of skills, knowledge and points of view to better represent the community at large.

WCCC should comprise the following representatives:

- Independent Chairperson
- Local stakeholder and community members*

In addition the;

- Adelaide Hills Council is invited to regularly participate at the WCCC.
- Company will provide one or two representatives to participate at a level that enables communication of the Company's position on matters at every meeting.

The Regulator and other State Government agencies will not be members of the WCCC however a representative will attend the WCCC meetings at the request of the Chairperson.

Technical advisors or specialists will attend meetings as required at the request of the Chairperson.

* An employee of the Company cannot act as a community representative.

5 Recruitment and Selection

The WCCC is an autonomous body accountable to the community and the Company.

Whilst the Company facilitated the initial Expression of Interest process, this section outlines the process for new members to join the WCCC and the process by which any selections are conducted.

5.1 Selection Process for Chairperson

The selection process for the WCCC Chairperson will be assisted by a sub-committee (Selection Panel) of the WCCC.

The Selection Panel will make a recommendation to the WCCC.

The WCCC may appoint a professional independent facilitator or the outgoing Chairperson to convene any Selection Panel meetings. The Selection Panel will determine the selection process, which may include advertising to seek suitable applicants for consideration.

Discussion of the suitability of candidates will be conducted by the Selection Panel, with a view to providing a recommendation on a suitable candidate to the WCCC.

The appointment of the Chairperson will be by majority endorsement of the full WCCC and for a term of two years.

5.1.1 Criteria for Chairperson

The Chairperson of the WCCC:

- Is independent and refrains from the perception of bias.
- Provides structure and process to effectively facilitate meetings to allow the WCCC to operate smoothly and in a timely manner.
- Has no decision-making authority but supports the WCCC in its deliberations.
- Can mediate and engage with WCCC members appropriately.
- Is available as required in-between WCCC meetings.
- Is aware of relevant local and regional issues.

5.1.2 Removal of the Chairperson

The WCCC has the ability to remove the Chairperson.

5.2 Selection Process for Secretariat Services

The Chairperson will determine the process for selecting and appointing the Secretariat Services.

5.2.1 Criteria for the Secretariat

The Secretariat of the WCCC will;

- Be a local business
- Meet all the prescribed timelines for creation and distribution of meeting material
- Have no decision-making authority

- Not be an active participant in WCCC deliberation
- Be independent and refrain from the perception of bias.

5.3 Selection Process for WCCC Community Representatives

Call for Nomination

- Nominations may be called by;
 - Placing an advertisement in relevant local papers
 - Direct approach to established local community committees
 - Posting a bulletin on the Company website

Complete Expression Of Interest (EOI)

- An EOI form should be completed (refer Attachment 1)
- EOI can be sent to the Chair, Secretariat or Company

Review EOI

- The WCCC will at each meeting, review any EOI received

WCCC Decision

- The WCCC will make a decision on each EOI received
- The Secretariat and Chair will formally advise the candidate of the decision of the WCCC.

Appointment

The selection process is dependent on nominations being received and community members volunteering their interest in participating on the WCCC.

The objective is to elicit fair representation of community interest and equivalent representation by stakeholders.

The WCCC will give consideration to the skills and knowledge of each candidate, to ensure diversity of members and viewpoints to better represent the community at large.

5.4 Criteria for a Community Representative

Community Representatives should meet the following criteria:

- Preferably reside in the local area.
- Have an awareness and appreciation of local issues.
- Represent wider community issues or interests.
- Commit to attend all WCCC meetings and if unable to attend provide appropriate notice.

Ultimately the goal is to have a group of people with a diverse mix of skills, knowledge and viewpoints to represent the local community.

5.5 Term of Appointment

The appointment of the WCCC members will be reviewed biennially to ensure the aims and objectives of the WCCC are still being met.

There is no automatic requirement to change the WCCC membership following the review. It is preferable to maintain WCCC members for as long as possible to preserve continuity, accumulated learning and corporate knowledge.

The Chairperson may deem a member to have resigned if that member attends less than half of the meetings during a twelve month period.

5.6 Company and Adelaide Hills Council

The Company representative is appointed by the company.

The Adelaide Hills Council elected member are appointed by the Adelaide Hills Council.

5.7 General Attendance / Public Gallery

The WCCC will be a public meeting with members of the public able to attend the meeting in the gallery.

Public members cannot participate in the business of the WCCC.

The Chairperson may invite questions from the gallery at the end of the business of the meeting.

5.8 Resignation

Resignations must be made in writing to the Chairperson of the WCCC.

On receipt of a resignation, the WCCC may seek nominations to replace the vacant position using the same process as outlined in Section 5.3.

6 Operations

6.1 Time and Location of Meeting

There will be an indicative schedule of meetings with agendas, which will be tabled by the Chairperson. This schedule will give consideration to issues raised by the Community and recorded by the Company in the Issues Register.

The Chairperson in consultation with the WCCC, will determine the frequency of meetings, which may vary depending on the stage of the mining application, approval process and operations.

The WCCC meets as required.

The Chairperson may call an extraordinary meeting of the WCCC to discuss any issue that is urgent or requires specific consideration. Appropriate notice will be given for these meetings, as noted in section 3.4, this is likely to be at least two weeks.

Meetings shall be held at a convenient time as agreed by the WCCC members.

The venue of meetings will be the Adelaide Hills Business Centre or another venue with appropriate facilities in the local community.

6.2 Notice of Meeting

It is a requirement that at least two weeks' notice of the meeting is given. WCCC members will be advised by email or letter (if email unavailable).

A schedule of meetings is prepared at the beginning of the calendar year for the following twelve months (by the Chairperson and Secretariat).

This schedule of meetings should be available on the Company's website.

6.3 Meeting Proceedings

The Chairperson will issue an agenda no later than two weeks prior to the meetings. Reports will be issued with the agenda to allow members adequate time to read and review the reports.

The Chairperson shall determine the agenda items and members of the WCCC can request matters for inclusion on the agenda if inclusion is within the purpose of the WCCC.

Members will be encouraged to provide updates back to their local community and bring information back to the meetings about any feedback they have received.

Any conflict of interest should be declared by members.

An example of an agenda is as follows:

- Welcome and Opening Remarks (Acknowledgment of Country/National Anthem/Lord's Prayer)
- Present and apologies
 - Acknowledgement of media representatives
- Declaration of any conflict of interest
- Confirmation of Previous Meeting Notes

- Action Items
- Chairpersons Quarterly Activity Report
- Company's Report on Status of Approval Process and/or Current Operations (inc. Forward Plan)
 - Commissioning and Production Update
 - Report against conditions of approval
 - Non-compliance, potential non-compliance and corrective actions
 - Management Systems Review
 - Community Engagement Activities
 - Future Developments Projects
- DPC Report
 - Current Regulatory Issues
- General Business
- Next Meeting
- Close

All information provided should be accurate, complete and timely and presented in a manner that is easy to understand.

When a response cannot be given at the meetings, questions shall be taken on notice and a reply given via e-mail updates or presentation at a subsequent meeting, specially convened if required.

As the WCCC is not a decision making body, it is not a requirement that consensus be reached on all issues. Areas of disagreement should be included in the meeting notes.

6.4 Meeting Notes

The purpose of the meeting notes is to record issues raised, information presented, community concerns and resulting actions and responsibilities. The notes will not provide a verbatim transcript of the proceedings.

The meeting notes shall record individual WCCC committee member attendance. These records will be transcribed to an Attendance Register.

The secretariat will be responsible for taking the notes. After review by the Chairperson and within two weeks of the meeting the draft notes will be distributed to all WCCC members. The WCCC members should ensure the notes accurately reflect the meeting and particularly their comments..

The meeting notes will be endorsed at the next meeting of the WCCC.

After this meeting the approved notes will be provided by the Chairperson to the Company to be published on the website.

WCCC members and the community can be provided with an electronic copy or hard copy of the notes.

6.5 Training

The WCCC can seek resources from the Company to develop a WCCC member's knowledge required to achieve the purpose of the WCCC.

Examples of requested training may include:

- Overview of environmental management best practice.
- Site visits to the Angas or Bird in Hand mine sites.
- Technical and specialist presentations.

The Company should make every endeavour to support reasonable requests from the WCCC for necessary training or skills development.

6.6 WCCC Resources and Remuneration

Members will not be paid money for their service, however refreshments will be provided at WCCC meetings.

The community members of the WCCC can seek a payment for out-of-pocket expenses such as additional fuel or phone calls for its members, but these will be assessed on a case by case basis. The Company may at its discretion make a payment to cover WCCC community members out-of-pocket expenses.

The Chairperson and Secretariat services will be reimbursed for preparation and attendance at the WCCC meetings.

Any fees or expenses that are paid to the Chairperson or WCCC members should be indicated on the Company's website, so the broader community remains fully informed.

6.7 Communication

The WCCC should aim to disseminate information in a transparent, timely and accurate manner.

Information on the WCCC, its composition and objectives should be included on the Company's website. This shall include the:

- Role of the WCCC.
- WCCC Terms of Reference.
- Contact details for Chairperson of WCCC.
- Names and a brief profile of current members.
- Schedule of meeting dates.
- Previous meeting notes, including all meeting presentations and technical reports.

7 Media

Members are encouraged to discuss issues and disseminate information about the mining operations with the wider community, including special interest groups.

The WCCC may agree to release media statements. However, only the Chairperson may speak publicly on behalf of the WCCC.

No WCCC member shall make public statements or communicate with the media purporting to represent the views of the WCCC.

The media are welcome to attend the WCCC meetings. At the beginning of the meeting, the Chairperson should address the gallery and ask if there are any media in attendance.

8 Expression of Interest

On-line version of Expression of Interest for the Woodside Community Consultative Committee

The WCCC is being established by Terramin Exploration Pty Ltd to provide an important forum through which the local community can stay fully informed, provide input and be involved in the Bird in Hand Gold Project.

The WCCC will provide the community with the opportunity to speak openly with decision makers in a timely manner and receive a direct response. It will also be a forum to meet and get to know other individuals and groups from the community with an interest in the Project as well as State Government agencies like the Department of Premier and Cabinet (the mining regulator) and the EPA, and the Adelaide Hills Council.

The intention is to move from a Terramin led engagement process to a community based approach facilitated by an independent Chair who will be agreed by all community Committee members.

Any member of the local community with an interest in the proposed Bird in Hand Gold Project or who feels that they may be affected by it, is invited to complete this Expression of Interest in joining the Committee.

Your contact details

Contact details will be collected, stored and used by Terramin solely for the purpose of establishing and maintaining the WCCC. All personal information is stored and managed according to the Terramin privacy policy.

Name	
Street address	
Postal address	
Telephone	
<ul style="list-style-type: none"> • home • mobile 	
E mail	

Which of the following areas of special interest apply most to you? (please tick one or more)

The responses to this question allow the WCCC to ensure there is good representation of the local community and the many and varied interests there may be in the Project.

<p>Being a Committee member involves taking a leadership role, particularly in areas in which you may have a special interest, and making sure that the views of other people in the community are brought forward through your networks. These areas of special interest are likely to include:</p>	
<ul style="list-style-type: none"> • near neighbours to the proposed mine site • residents of Woodside or nearby • local rural landowners, with or without commercial interests • local business owners and operators • those seeking employment, training and / or economic opportunities • those with an interest in the natural environment including air quality, noise, flora and fauna • those with an interest in the management of environmental resources like water • those with an interest in Indigenous and non-Indigenous heritage and culture • those with an interest in health and public safety like transport • those with an interest in community services including emergency services like the CFS • those with an interest in local government (Adelaide Hills Council) • those with an interest in other topics (please specify) 	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

Please provide a short introduction to yourself and your interest in joining the WCCC.

Your answer will help the WCCC get an impression of skills and interests you will represent at the meetings and how you will share your participation and learning with the community.

The WCCC accept Expressions of Interest at any time.

Participation on the WCCC is voluntary, you will be required to acknowledge the Terms of Reference of the WCCC.

For further information contact:

Ian Dixon
Independent Chairperson
e mail
phone:

Alternative hard copy of EOI and general enquiries

If you would prefer to complete the form as a hard copy, contact Monica Crompton, Terramin Exploration Pty Ltd

e mail: MCompton@terramin.com.au

phone: 8213 1415

A self-addressed envelope will be provided by Terramin addressed to

CONFIDENTIAL

Attention: Monica Compton Terramin Exploration Pty Ltd

Woodside Community Consultative Committee EOI

Unit 7: 202-208 Glen Osmond Road

Fullarton SA 5063