

23 April 2021

The Manager
Company Announcements Platform
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam,

Notice of 2021 Annual General Meeting

Please find attached for release to the market a letter from Terramin Australia Limited's Chairman, Mr Feng Sheng, enclosing the Notice of 2021 Annual General Meeting and Proxy Form.

The Notice of 2021 Annual General Meeting and Proxy Form have been sent to all shareholders today. An electronic copy of the Chairman's Letter, Notice of Annual General Meeting and Proxy Form are available on the Company's website at www.terramin.com.au.

The 2020 Annual Report was also sent by post to those shareholders who elected to receive a hard copy. An electronic copy of the 2020 Annual Report continues to be available on the Company's website at <https://www.terramin.com.au/2021/04/01/2020-annual-report/>.

Yours sincerely,

A handwritten signature in black ink, appearing to read "André van Driel".

André van Driel
Company Secretary

23 April 2021

Notice of 2021 Annual General Meeting

Dear Shareholder,

On behalf of the Board of Directors I am pleased to invite you to attend the Terramin Australia Limited (**Terramin or the Company**) 2021 Annual General Meeting of Shareholders (**AGM**) on Thursday, 27 May 2021. The meeting will be held at Level 7, 342-348 Flinders Street Melbourne VIC 3000 commencing at 11:00 am (Melbourne time).

The Notice of 2021 Annual General Meeting including explanatory notes and Proxy Form is enclosed. I encourage you to read the explanatory notes to have a full understanding of the resolutions being put.

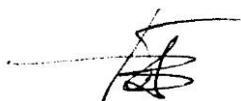
The 2020 Annual Report (**Annual Report**) provides you with a detailed overview of the Company's business activity during the year. The Annual Report may be viewed at our website www.terramin.com.au. If you requested a printed copy of the Annual Report, it has been mailed to you separately.

If you are able to attend the AGM, please bring the enclosed Proxy Form with you to facilitate registration.

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by using the enclosed Proxy Form or by appointing your proxy online at www.investorvote.com.au. Proxies must be received no later than 11:00 am (Melbourne time) on Tuesday, 25 May 2021 to be valid for the AGM.

We look forward to seeing you at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to be "Feng Sheng". The signature is stylized and somewhat abstract, with a long horizontal stroke extending to the left.

Feng Sheng
Chairman

Notice of 2021 Annual General Meeting

*Notice is hereby given that the 2021 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 Thursday, 27 May 2021.*

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 2020.

The Company's 2020 Annual Report is available at <https://www.terramin.com.au/2021/04/01/2020-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 2020 be adopted."

Please refer to page 5 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 by rotation 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 by rotation 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 by rotation and, being eligible, offers himself for re-election.

RESOLUTION 5 - ELECTION OF MS LULU SHI AS A DIRECTOR OF THE COMPANY

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

"That Ms Lulu Shi be elected as a Director of the Company."

Ms Shi, who was appointed as a Director on 28 May 2020, in accordance with Rule 47 of the Company's Constitution and Listing Rule 14.4, retires and, being eligible, offers herself for election.

SPECIAL BUSINESS

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 5 of this Notice of 2021 Annual General Meeting for the Voting Exclusions that apply to this Resolution. Please note that in the event that the Company’s market capitalisation exceeds \$300 million on the date of the meeting, the Company will withdraw this Resolution 6.

ORDINARY BUSINESS

RESOLUTION 7 - SPILL MEETING RESOLUTION - (CONDITIONAL RESOLUTION)

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

“That subject to at least 25% of the votes cast on Resolution 1 to adopt the 2020 Remuneration Report opposing the adoption of the report:

- (a) a general meeting of the Company “Spill Meeting” be held within 90 days of the passing of this resolution;*
- (b) all of the Company’s directors who were directors of the Company when the resolution to make the directors’ report for the financial year ending 31 December 2020 was passed who continue to hold office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote of shareholders at the Spill Meeting.”*

Please refer to page 5 of this Notice of 2021 Annual General 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 AGM, 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 (Melbourne time) on Tuesday, 25 May 2021.

2. Voting Exclusions

Resolutions 1 and 7

In accordance with the Corporations Act, a vote must not be cast (in any capacity) on Resolutions 1 and 7 by or on behalf of a member of the Company's key management personnel (KMP), details of whose remuneration are included in the 2020 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 on Resolutions 1 and 7 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 Resolutions 1 and 7; 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 or Resolution 7 and expressly authorises the Chairman to exercise the proxy, even though the Resolutions are connected directly or indirectly with the remuneration of the KMP.

Resolution 6

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of this resolution by a person (and any associate of such a person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), if this resolution is passed.

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
- 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.

At the date of this Notice the potential allottees of the securities are not known or identified. Therefore, no existing shareholders' votes will be excluded under the voting exclusion in this Notice.

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 (Melbourne time) on Tuesday, 25 May 2021.
- (g) Vote online: Shareholders can also cast their votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the Proxy Form. You will have taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website.

- (h) Custodian Voting – For Intermediary Online subscribers only (Custodians), please visit www.intermediaryonline.com to submit your voting intentions.
- (i) 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.
- (j) 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.
- (k) 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 or online, 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 KMP for the Company, which includes the Chairman.

A Proxy Form accompanies this Notice of 2021 Annual General Meeting.

DATED 23 April 2021

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "André van Driel".

André van Driel

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 2020 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 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 2020 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 (**Remuneration Report**). Shareholders will have a reasonable opportunity at the meeting to comment on and ask questions regarding the Remuneration Report.

Pursuant to section 250R of the Corporations Act, the vote on Resolution 1 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.

The Board recommends that shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this Resolution 1.

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. Rule 58 of 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 AGM.

Mr Sheng is Executive Chairman of the Company. He was appointed as a Director in April 2013 and as Executive Chairman since January 2018.

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 focused in property investment and development. Asipac is an active investor in the resources sector and a significant shareholder in Terramin. Asipac is also an active member of the Australia China Business Council (ACBC) and Mr Sheng is the Vice-President of the ACBC (Victoria).

The Board (other than Mr Sheng who has abstained) recommends that shareholders vote in favour of this Resolution. The Chairman of the AGM 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 AGM.

Mr Siciliano was appointed as a non-executive Director of the Company in February 2013. Mr Siciliano has more than 20 years of experience as an accountant in property development and financial accounting. Mr Siciliano is the Chief Financial Officer of Asipac and for the last 18 years has owned and managed an accounting practice predominantly focusing on taxation advice and business consulting. Mr Siciliano is a fellow of the Institute of Public Accountants. He is a member of the Company's Audit, Risk and Compliance Committee, and of the Nominations and Remuneration Committee.

The Board (other than Mr Siciliano who has abstained) recommends that shareholders vote in favour of this Resolution. The Chairman of the AGM 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 AGM.

Mr McGuinness is a finance executive with more than 25 years of 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 Green Industries SA, a former Director and Chairman of the Royal Zoological Society of SA and a former Director of ASX listed, Ellex Medical Lasers Limited. Mr McGuinness is Chair of the Audit, Risk and Compliance Committee and the Nominations and Remuneration Committee.

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

RESOLUTION 5 – ELECTION OF MS LULU SHI AS A DIRECTOR

The Board appointed Ms Lulu Shi as Non-executive Director of the Company on 28 May 2020. Ms Shi is now standing for election at the first annual general meeting since she was appointed in accordance with Rule 47 of the Constitution.

Ms Shi is Vice President of China Non-Ferrous Metals Industry's Foreign Engineering and Construction and has considerable project management experience through the acquisition and development of base metals projects in Southern-Central Africa and South-East Asia, notably the Launshya Copper Mine in Zambia and the Tagaung Taung Nickel Project in Myanmar.

With more than 15 years in the resources sector Ms Shi brings to the Board a wealth of knowledge and experience, further strengthening the depth and breadth of mining expertise among existing Directors and management of Terramin.

The Board (other than Ms Shi who has abstained) recommends that shareholders vote in favour of this Resolution. The Chairman of the AGM intends to vote undirected proxies in favour of Resolution 5.

SPECIAL BUSINESS

RESOLUTION 6 – APPROVAL TO ISSUE AN ADDITIONAL 10% OF ISSUED CAPITAL OVER A 12 MONTH 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 listed entity's ability to issue 15% of its issued equity securities 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.

The Company must satisfy both criteria as at the date of the annual general meeting. As at 1 April 2021 the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$84.7 million¹.

In the event that the Company's market capitalisation exceeds \$300 million on the date of the meeting, the Company will withdraw this Resolution 6.

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 equity securities on issue 12 months before the date of issue or agreement:

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

¹ The market capitalisation is calculated by multiplying the number of ordinary shares on issue (2,116,562,720 Shares) by the Share price (\$0.040 as at 1 April 2021)

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) 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 2020 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.

The Company has no plans to issue shares under approval at present, however given the current status of the Company's projects, the Directors believe it is prudent to have such allowance available for the 12 months from the date of the AGM.

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:
 - 1.1 the date on which the price at which the securities are to be issued is agreed; or
 - 1.2 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:
 - 2.1 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
 - 2.2 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	2,116,562,720
Unquoted \$0.20 options expiring on 2 August 2023	2,500,000
Unquoted \$0.25 options expiring on 2 August 2023	2,500,000

The following table illustrates the potential dilution of existing shareholders on the basis of the number of ordinary shares 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"
10% voting dilution	2,116,562,720	2,434,047,128	2,751,531,536
Total shares on issue following rule 7.1A placement	2,328,218,992	2,677,451,840	3,026,684,689

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 ordinary 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 50% and 100%; and
- the share price as at the date of this notice and where the share price has fallen by 50% and increased by 100%.

Variable “A” in Listing Rule 7.1A.2	Dilution Table			
		\$0.020 (50% decrease in issue price)	\$0.040 issue price (share price as at 1 April 2021)	\$0.080 (100% increase in issue price)
Current variable “A” (2,116,562,720 Shares)	No. of Shares	211,656,272	211,656,272	211,656,272
	Funds raised	\$4,233,125	\$8,466,250	\$16,932,502
50% increase in current variable “A” (3,174,844,080 Shares)	No. of Shares	317,484,408	317,484,408	317,484,408
	Funds raised	\$6,349,688	\$12,699,376	\$25,398,752
100% increase in current variable “A” (4,233,125,440 Shares)	No. of Shares	423,312,544	423,312,544	423,312,544
	Funds raised	\$8,466,250	\$16,932,502	\$33,865,004

3. The Company may only issue equity securities during the 12 month period after the date of the AGM (27 May 2021). 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. 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 a shareholder, or a combination of both.
5. The Company has obtained shareholder approval under Listing Rule 7.1A at its 2020 Annual General Meeting on 21 May 2020. Since that date, the Company has issued no fully paid ordinary shares.

GENERAL BUSINESS

RESOLUTION 7 - SPILL MEETING RESOLUTION - (CONDITIONAL RESOLUTION)

This resolution is a conditional resolution and will only be put to shareholders if the Company receives a “second-strike”, i.e. if the total votes on Resolution 1 opposing the adoption of the Remuneration Report exceed 25% of the votes cast. In other words, if Resolution 1 attracts a “yes” vote of more than 75% of cast votes the current board of Directors remains in place and this Resolution 7 will not need to be put to shareholders.

If the Company receives a “second-strike” and less than 50% of the votes are cast in favour of this Resolution 7, the board of Directors remains in place.

Note: If you do not want the spill meeting to take place, vote AGAINST this Resolution 7. If you want the spill meeting to take place, vote FOR the Resolution 7.

If the Company receives a “second-strike” and more than 50% of the votes are cast in favour of this Resolution 7, then a spill meeting must take place within 90 days of the passing of this Resolution 7 and the entire board must stand for re-election at the spill meeting.

Following the spill meeting the Directors of the Company will be those who are elected at the spill meeting.

The provisions of the Corporations Act ensure that following a spill meeting, regardless of how many (or if any) directors are not re-elected, the Company will still have the statutory minimum number of Directors required.

The Chairman intends to vote undirected proxies AGAINST this Resolution 7.

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 AGM.

Company means Terramin Australia Limited ACN 062 576 238.

Corporations Act means Corporations Act 2001 (Cth).

Director means a Director of the Company.

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 the ASX.

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

Remuneration Report means the remuneration report contained within the Company's 2020 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

TZNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Terramin Australia Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Terramin Australia Limited



Terramin Australia Limited

ABN 67 062 576 238

TZN

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

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (Melbourne time) Tuesday 25 May 2021**

Proxy Form

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 FOR POSTAL FORMS

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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.



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I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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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 VIC 3000 on Thursday, 27 May 2021 at 11:00 am (Melbourne time)** 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Items 1 & 7 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 by marking the appropriate box in step 2.

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 Board recommendation - FOR Items 1 - 6

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 Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Ms Lulu Shi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

6. Approval to issue an additional 10% of Issued Capital over a 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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ORDINARY BUSINESS Board recommendation - AGAINST Item 7

For Against Abstain

7. Conditional spill resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business (except for Resolution 7). 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

