

Appendix 3Y

Change of Director's Interest Notice

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

Introduced 30/09/01 Amended 01/01/11

Name of entity	TERRAIN MINERALS LTD
ABN	116 153 514

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Paul Dickson
Date of last notice	24 November 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ul style="list-style-type: none"> - Ricketts Point Investments Pty Ltd <Dickson Family Fund A/C> - Director related entity - Mrs Jayne Elizabeth Dickson - relative
Date of change	<ol style="list-style-type: none"> 1. Participation in SPP - 1 December 2016 2. Transfer of Options - 7 December 2016 3. AGM Options - 7 December 2016
No. of securities held prior to change	1,812,837 Ordinary Shares 4,000,000 Options \$0.0078, expiring 01/12/2016 3,000,000 Options \$0.004, expiring 24/12/2019 4,000,000 Options \$0.0117, expiring 24/1/2020
Class	Ordinary Shares Options \$0.0078, expiring 01/12/2016 Options \$0.0188, expiring 7/12/2021
Number acquired	<ol style="list-style-type: none"> 1. Participation in SPP 1,875,000 Ordinary Shares 2. Transfer of Options N/A 3. AGM Options 3,000,000 Options \$0.0188, expiring 7/12/2021

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Number disposed	<ol style="list-style-type: none"> Participation in SPP - N/A Transfer of Options 4,000,000 Options \$0.0078, expiring 01/12/2016 AGM Options - N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ol style="list-style-type: none"> Participation in SPP \$0.008 per Share Transfer of Options Nil consideration AGM Options Nil cash consideration
No. of securities held after change	3,687,837 Ordinary Shares 3,000,000 Options \$0.004, expiring 24/12/2019 4,000,000 Options \$0.0117, expiring 24/11/2020 3,000,000 Options \$0.0188, exp 7/12/2021
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ol style="list-style-type: none"> Participation in SPP Off-market transfer of Options Issue of incentive options as approved by shareholders at the AGM held on 28 November 2016

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	No change
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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Name of entity	TERRAIN MINERALS LTD
ABN	116 153 514

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Justin Virgin
Date of last notice	13 October 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ul style="list-style-type: none"> - Virgin Pty Ltd <VL Super Fund A/C> - Virgin Pty Ltd - Justin Anthony Virgin <J Virgin trading as Stockfeed A/C> Director related entities
Date of change	<ol style="list-style-type: none"> 1. Participation in SPP - 1 December 2016 2. SPP Underwriting - 7 December 2016 3. Exercise of Options - 7 December 2016 4. Transfer of Options - 7 December 2016 5. AGM Options - 7 December 2016
No. of securities held prior to change	9,370,000 Ordinary Shares 4,000,000 Options \$0.0078, expiring 01/12/2016 3,000,000 Options \$0.004, expiring 24/12/2019 10,000,000 Options \$0.0117, expiring 24/11/2020
Class	Ordinary Shares Options \$0.0078, expiring 01/12/2016 Options \$0.0188, expiring 7/12/2021

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<p>Number acquired</p>	<ol style="list-style-type: none"> 1. Participation in SPP 5,625,000¹ Ordinary Shares 2. SPP Underwriting 1,425,000 Ordinary Shares 3. Exercise of Options 2,000,000 Ordinary Shares 4. Transfer of Options N/A 5. AGM Options - 6,000,000 Options \$.0188, expiring 7/12/2021 <p>¹ Representing total shares allotted to 3 separate legal entities in which Justin Virgin has a notifiable interest in.</p>
<p>Number disposed</p>	<ol style="list-style-type: none"> 1. Participation in SPP - N/A 2. SPP Underwriting - N/A 3. Exercise of Options - 2,000,000 Options \$0.0078, expiring 01/12/2016 4. Transfer of Options - 2,000,000 Options \$0.0078, expiring 01/12/2016 5. AGM Options - N/A
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<ol style="list-style-type: none"> 1. Participation in SPP - \$0.008 per Share 2. SPP Underwriting - \$0.008 per Share 3. Exercise of Options - \$0.0078 per Share 4. Transfer of Options - Nil 5. AGM Options - Nil
<p>No. of securities held after change</p>	<p>18,420,000 Ordinary Shares 3,000,000 Options \$0.004, expiring 24/12/2019 10,000,000 Options \$0.0117, expiring 24/11/2020 6,000,000 Options \$0.0188, exp 7/12/2021</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<ol style="list-style-type: none"> 1. Participation in SPP 2. Sub-underwriting of SPP 3. Exercise of Options 4. Off-market transfer of Options 5. Issue of incentive options as approved by shareholders at the AGM held on 28 November 2016

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	No change
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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Name of entity	TERRAIN MINERALS LTD
ABN	116 153 514

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Jonathan Lim
Date of last notice	24 November 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Grande Pacific Ltd (Mr Lim's spouse is a shareholder and director)
Date of change	<ol style="list-style-type: none"> 1. Participation in SPP - 1 December 2016 2. SPP Underwriting - 7 December 2016 3. Transfer of Options - 7 December 2016 4. Exercise of Options - 7 December 2016 5. AGM Options - 7 December 2016
No. of securities held prior to change	73, 135,419 Ordinary Shares 4,000,000 Options \$0.0078, expiring 01/12/2016 3,000,000 Options \$0.004, expiring 24/12/2019 4,000,000 Options \$0.0117, expiring 24/11/2020
Class	Ordinary Shares Options \$0.0078, expiring 01/12/2016 Options \$0.0188, expiring 7/12/2021

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<p>Number acquired</p>	<ol style="list-style-type: none"> 1. Participation in SPP 3,750,000 Ordinary Shares 2. SPP Underwriting 1,425,000 Ordinary Shares 3. Transfer of Options 4,000,000 Options \$0.0078, expiring 01/12/2016 4. Exercise of Options 8,000,000 Ordinary Shares 5. AGM Options 3,000,000 Options \$0.0188, expiring 7/12/2021
<p>Number disposed</p>	<ol style="list-style-type: none"> 1. Participation in SPP – N/A 2. SPP Underwriting – N/A 3. Transfer of Options – N/A 4. Exercise of Options - 8,000,000 Options \$0.0078, expiring 01/12/2016 5. AGM Options – N/A
<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<ol style="list-style-type: none"> 1. Participation in SPP - \$0.008 per Share 2. SPP Underwriting - \$0.008 per Share 3. Transfer of Options - Nil consideration 4. Exercise of Options - \$0.0078 per Share 5. AGM Options - Nil cash consideration
<p>No. of securities held after change</p>	<p>86,310,419 Ordinary Shares 3,000,000 Options \$0.004, expiring 24/12/2019 4,000,000 Options \$0.0117, expiring 24/11/2020 3,000,000 Options \$0.0188, exp 7/12/2021</p>
<p>Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<ol style="list-style-type: none"> 1. Participation in SPP 2. Sub-underwriting of SPP 3. Exercise of Options 4. Off-market transfer of Options 5. Issue of incentive options as approved by shareholders at the AGM held on 28 November 2016

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	No change
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
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If prior written clearance was provided, on what date was this provided?	

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