



ABN 45 116 153 514

General Meeting to be held at Suite 4, Level 1 Adams House, 230 Rokeby Road,
Subiaco, Western Australia
on 19 October 2011 at 1pm (WST)

This Notice of General Meeting and Explanatory Statement should be read in its entirety.
Shareholders in doubt as to how they should vote should seek advice from their professional advisers.

Corporate Directory

Directors	Richard J Sandner (Non-Executive Chairman) Jonathan Lim (Non-Executive Vice Chairman) Alan Coles (Managing Director) Paul Dickson (Non-Executive Director)
Company Secretary	Ian Hobson
Principal & Registered Office	Suite 4, Level 1 Adams House 230 Rokeby Road Subiaco WA 6008 Telephone: (08) 9381 5558 Facsimile: (08) 9381 5551 Email: terrain@terrainminerals.com.au
Share Registry	Computershare Investor Services Pty Limited Level 2, Reserve Bank Building 45 St Georges Terrace Perth WA 6000 Telephone: (08) 9323 2000 Facsimile: (08) 9323 2033
Auditor	BDO Audit (WA) Pty Ltd 38 Station Street Subiaco WA 6008
Legal Adviser	Hilary Macdonald, Corporate & Resources Lawyer Suite 23, 18 Stirling Highway Nedlands WA 6009
Bankers	National Australia Bank 1232 Hay Street West Perth WA 6005
ASX Codes	TMX TMXOA
Website	www.terrainminerals.com.au

Notice of General Meeting

A General Meeting of Terrain Minerals Limited will be held at Suite 4, Level 1 Adams House, 230 Rokeby Road, Subiaco, Western Australia on 19 October 2011 at 1pm (WST). The Explanatory Statement which forms part of this Notice of General Meeting describes the various matters to be considered. Shareholders are asked to refer to the Glossary at the end of the Explanatory Statement which contains definitions of the terminology used in this Notice of General Meeting and the Explanatory Statement.

Special Business:

Resolution 1: Approval for the disposal of Bundarra assets to SR Mining Pty Limited

"That for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, the shareholders approve the sale of the Company's Bundarra assets to SR Mining Pty Limited on the terms in the Explanatory Statement."

Voting Exclusion: For the purposes of Resolution 1, under Listing Rule 11.1 the Company will disregard any votes cast by a person who might obtain a benefit, and an associate of that person, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, votes cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form) or 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) will be taken into account.

Proxies:

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Snap-shot time:

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting. The Directors have determined that all shares of the Company that are quoted on ASX at 5pm WST on 17 October 2011 shall be taken to be held by the persons registered as holding the shares at that time, for the purposes of determining voting entitlements at the General Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

Signed in accordance with a resolution of the Directors dated 15 September 2011

Ian Hobson

Company Secretary

Dated 15 September 2011

Explanatory Statement

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions. This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Shareholders are asked to refer to the Glossary at the end of the Explanatory Statement which contains definitions of the terminology used.

Resolution 1: Approval for the disposal of Bundarra assets to SR Mining Pty Limited

Shareholders are being asked to approve Resolution 1 for the purposes of Listing Rule 11.1.2 and for all other purposes in relation to a sale of the Company's Bundarra assets to SR Mining Pty Limited ("**SRM**"), a non Related Party pursuant to a Tenement Sale Agreement between the Company and SRM dated 30 August 2011. Resolution 1 is necessary in order to comply with specific requirements of Listing Rule 11.1.2 which provides generally that a company may not make a significant change to the scale or nature of its activities without first providing ASX with full details and if ASX requires it, the company must get the approval of shareholders for the purposes of Listing Rule 11.1.2.

The Bundarra assets comprise six granted mining leases, one granted prospecting licence, and one granted miscellaneous licence for water exploration only (M37/513, M37/514, M37/350, M37/638, M37/488, M37/54, P37/7199 and L37/201), and the associated mining information This includes the Great Western tenement M37/54 ("**Sale Assets**").

SRM is a newly incorporated privately owned company which has informed the Company that it has no intentions to convert to a public company and list on ASX, or to become the child entity of a public company with intentions to list on ASX.

Cash and Royalty payments to the Company

The consideration to be paid for the purchase of the Sale Assets comprises a cash payment of \$1.3 million at completion, and deferred consideration of \$700,000 ("**Deferred Consideration**") which is payable on the first anniversary of completion or when SRM commences production of gold in commercial quantities, whichever occurs first. In addition, SRM must pay a royalty to the Company ("**Royalty**"), by arranging for Perth Mint to credit to the Company's bullion storage account at Perth Mint the amount of 1 gram of refined gold bullion for each ounce of refined gold bullion produced from the Sale Assets, on a quarterly basis. The Royalty obligation is capped at \$6,000,000 with provision for a minimum cash shortfall payment of \$600,000 per annum to be paid to the Company in the years after the Deferred Consideration has been paid, regardless of whether commercial production has commenced. In other words, if on the second anniversary of the completion date commercial production has not yet commenced or is not sufficient to generate at least \$600,000 in Royalty payments, SRM must pay a cash shortfall payment of no less than \$600,000 ("**Cash Shortfall Payment**") to the Company on an annual basis, which is offset against the Royalty obligation and operates to reduce the amount of the Royalty payable up to the cap of \$6,000,000. The Company therefore has a cashflow stream of \$600,000 per annum as a minimum, applicable in years where commercial production has not commenced or any Royalty payments would not otherwise generate a credit to the Company's bullion storage account at Perth Mint of \$600,000 as a minimum.

Details concerning when completion may occur

Completion must occur no later than 30 October 2011 provided certain conditions are first satisfied ("**Conditions**"). These conditions are:

- (a) the consent of an existing royalty holder to the assumption of that royalty obligation by SRM;
- (b) the consent of a third party who has the benefit of an access agreement relating to one of the tenements comprised in the Sale Interest;

- (c) ministerial approval to the assignment of the mining leases and the miscellaneous licence under the requirements of the Mining Act (which has been obtained);
- (d) due diligence inquiries in relation to the Sale Assets being to the satisfaction of SRM; and
- (e) shareholder approval by the Company's shareholders as required by ASX.

In addition at completion the Company is required to deliver the discharge of an existing mining mortgage granted by the Company in 2010 over M37/54, one of the Sale Assets, for the benefit of Zulu Capital Limited, which was the subject of shareholder approval previously granted by the Company's shareholders in relation to loan funds raised and convertible notes issued in relation to those loan funds during 2010.

Securing performance by SRM of its obligations to pay the royalty and deferred consideration

By way of security for performance of the obligations of SRM to pay the Deferred Consideration and the Royalty, SRM has agreed with the Company that immediately following Completion it will lodge a transfer of M37/54 with the Company to be held in escrow, and grant a power of attorney to the Company enabling the Company to transfer M37/54 back to the Company free of encumbrances, if SRM experiences one of several circumstances ("**Transfer Event**"). The Transfer Events are:

- (a) non payment of the Deferred Consideration when due;
- (b) non payment of the Royalty or the \$600,000 minimum amount, when due;
- (c) if DMP informs the Company that forfeiture or expiry of M37/54 is imminent and SRM is not doing all things possible to remedy this; and
- (d) SRM suffers an insolvency event.

If a Transfer Event occurs and M37/54 is transferred back to the Company any future Royalty obligation is cancelled and the Company is entitled to pursue SRM for payment of any unpaid due Deferred Consideration and Royalty as an unsecured creditor. M37/54 is currently not at risk from forfeiture. Transfer Event (c) is included to ensure that the Company has a practical course of action to follow should forfeiture of M37/54 become imminent, for example if SRM's tenement management practices put the tenure to M37/54 at risk in any way, whether by failing to incur the minimum expenditure requirements in each tenement year, or failing to lodge DMP Form 5 in time, or failing to lodge any appropriate applications for exemption from expenditure obligations on time or citing incorrect grounds to do so. Since M37/54 expires in 2027 it is unlikely that a renewal application is relevant (on the basis that it is believed the Royalty obligation will have been discharged before 2027, and therefore before any renewal application would need to be lodged by SRM) but this was included in the tenure protection regime for the sake of completeness so that if for example SRM did fail to lodge a renewal application in time in 2027 or cited incorrect grounds in support of such a renewal application, the Company would have recourse to SRM as a consequence.

The Company has agreed that the rights of any project financier of SRM will take priority over all of the Royalty rights of the Company, should security be required of SRM before the Deferred Consideration and the Royalty has been fully paid by SRM to the Company, with the effect of deferring the Company's receipt of the Deferred Consideration and the Royalty in the interests of allowing SRM to obtain project finance on terms it considers are appropriate to agree. SRM is expressly permitted to encumber M37/54 only if SRM first procures that any project financier of SRM will enter into a deed of covenant in favour of the Company under which the project financier agrees that any encumbrance over M37/54 will be subject to Terrain's rights under its power of attorney enabling Terrain to lodge the pre-executed transfer of M37/54 to Terrain should a Transfer Event occur, and Terrain's right to require that SRM procures the immediate discharge of any encumbrance registered over M37/54 when a Transfer Event occurs.

The Company's shareholders have been asked to approve this transaction, because this transaction constitutes a substantial change to the scale of the Company's activities. The Company will retain its nickel project at Aztec Dome and its gold project the Black Cat Joint Venture. As foreshadowed in previous ASX announcements, the Company continues to consider its options in relation to its gold assets Dodgers Well and

Coogee, in order to maximise shareholder value. The current options are to continue to explore them or to dispose of one or both of them, whether by sale or farmout.

At the date of this notice of meeting, the Company is in the early stages of negotiating terms for the sale of Coogee, and terms for the farmout of an 80% interest in Dodgers Well by 2014, subject to the proposed acquiring party obtaining in principle approval to list on ASX amongst other conditions by April 2012.

Change of focus to nickel exploration

Shareholders should note that by approving Resolution 1, and if the sale of the Bundarra assets completes, and if negotiations for the disposal of Dodgers Well and Coogee culminate in their disposal by sale or farmout, the Company's remaining assets from April 2012 will be Aztec Dome (nickel exploration), and the Black Cat Joint Venture (gold exploration) and a 20% joint venture interest in Dodgers Well (gold exploration), with nickel being the predominant focus for the Company's exploration activities. This meeting provides the only opportunity for shareholders to vote on the on this change of focus in the Company's activities.

Use of Funds

The first tranche of the consideration to be paid for the Sale Assets, \$1,300,000 to be paid at completion, will be used to repay part of the existing debt of \$1,500,000 in relation to which convertible notes are on issue to Zulu Capital Limited.

Funds for repayment of the remaining debt of \$200,000 are proposed to be sourced from either existing cash at bank, proceeds from the sale of Coogee or the proposed capital raising. A capital raising is planned which may include a combination of a placement to sophisticated investors and non Related Parties and a share purchase plan or rights issue, to raise approximately \$2-3 million (before the costs of any equity issue). Further details of the proposed capital raising and any disposal of Dodgers Well and Coogee will be announced in due course.

Assuming that approximately \$2 million is raised as mentioned above, then after repayment of the debt to Zulu Capital Limited, \$1.4 million of the \$2 million raised will fund nickel exploration expenditure at Aztec Dome, gold exploration at Black Cat, Dodgers Well and Coogee, and the remaining \$600,000 will be used for general working capital purposes. The Company intends to allocate its exploration expenditure budget of \$1.4 million for the period from 1 November 2011 to 30 June 2012 as follows:

Aztec Dome	\$1,000,000
Black Cat Joint Venture	\$ 300,000
Dodgers Well	\$ 90,000
Coogee	\$ 10,000
Working Capital	\$ 600,000
Total	\$2,000,000

If negotiations for the disposal of Dodgers Well and Coogee do result in legally binding contracts and they are both disposed of by April 2012, then the Company intends to allocate its exploration expenditure budget of \$1.4 million for the period from 1 November 2011 to 30 June 2012 as follows:

Aztec Dome	\$1,100,000
Black Cat Joint Venture	\$ 300,000
Working Capital	\$ 600,000
Total	\$2,000,000

The Royalty to be derived from the disposal of the Sale Assets to SRM will provide a total \$6,000,000 in the coming years to provide base expenditure for nickel and gold exploration.

Pro Forma Balance Sheet

The pro forma unaudited balance sheet below illustrates the effect of the disposal of the Bundarra Sale Assets on the Company, post completion. It does not reflect the capital raising proposed by share purchase plan, rights issue, or early tranches of consideration to be paid upon any disposal of Dodgers Well or Coogee:

30 June 2011			
		Proposed transaction	Pro-forma*
Assets			
Cash at bank	531,018	134,000	665,018
Bonds	334,000	-334,000	0
Receivable – SMM	0	700,000	700,000
Debtors & Prepayments	55,404		55,404
Total Current Assets	920,422		1,420,422
Fixed Assets			
Office Equipment	4,952		4,952
Computer Equipment	7,945		7,945
Exploration Equipment	605		605
Receivable - SRM (NPV discount)		4,007,322	4,007,322
Total Non-current Assets	13,502		4,020,824
Exploration Assets			
Aztec Dome Project	1,116,597		1,116,597
Coogee Deposit	437,168		437,168
Bundarra	7,059,147	-6,677,398	381,749
Black Cat Project	888,573		888,573
Great Western Project	1,163,789	-1,163,789	0
Dodgers Well	259,620		259,620
Total Exploration Assets	10,924,894		3,083,707
Total Assets	11,858,817		8,524,952
Liabilities			
Creditors & Accruals			
Trade Creditors	9,523		9,523
Accruals	68,766		68,766
Provision - Annual Leave	8,550		8,550
Convertible Note	1,500,000	1,500,000	0
Total Liabilities	1,586,839		86,839
Net Assets	10,271,978		8,438,114
Equity			
Contributed equity	17,657,403		17,657,403
Option reserve	1,242,479		1,242,479
Capital raising expenses	-1,370,007		-1,370,007
Retained Earnings	-7,257,898	1,833,865	-9,091,763
Total Equity	10,271,977	0	8,438,112

Summary of perceived advantages and disadvantages to the Shareholders

The Board considers that the proposed transaction has the following advantages for Shareholders:

- The consideration structure provides a steady, meaningful cashflow for the Company to continue to exploit its remaining assets, providing a total cash equivalent of \$8 million, without having to seek capital raising from other sources and at other times that may not be optimal for the Company;
- The sale of Bundarra allows the Company to concentrate on its nickel exploration activities at Aztec Dome;
- The Company has the ability to take an immediate transfer back of M37/54 in order to incentivise SRM not to default in its obligations under the Tenement Sale Agreement, and will hold the transfer in escrow in readiness along with the title instrument, giving the Company a ready ability to exercise this right should it be triggered by a Transfer Event occurring, without for example having to issue expensive and slow legal proceedings to demonstrate breach of the Tenement Sale Agreement by SRM which may otherwise have been necessary; and
- The sale proceeds allow the Company to repay the debt to Zulu Capital Limited and cancel the convertible notes on issue (assuming Zulu take this option), thereby removing the possible dilution to Shareholders that could otherwise occur should the convertible notes be converted to Shares by Zulu Capital Limited.

The Board considers that the proposed transaction has the following disadvantages for Shareholders:

- Shareholders will no longer have any interest in the Bundarra project and once the Royalty obligation has been performed or fully discharged by SRM, no benefits will flow to Shareholders from the Bundarra project;
- SRM is entitled to give priority to any project financier it may arrange project finance with, which means that SRM may for an indefinite time make payments to its project financier in priority to all rights of the Company, which means that any project financier will have prior rights ahead of any payments that may otherwise have been made to the Company, whether as deferred consideration, Royalty or the annual Cash Shortfall Payment. This means that although the Royalty obligation of \$6,000,000 is not diminished, the obligation to pay it or the annual Cash Shortfall Payment of \$600,000 per annum may be deferred in years where SRM is unable to make payments to its project financier as well as pay the deferred consideration, Royalty or Cash Shortfall. The Board's rationale in agreeing this priority behind project financiers is to enhance the ability of SRM to source project finance and thereby possibly speed up the commencement of commercial production at Bundarra and thereby perhaps see the Royalty being fully discharged earlier than might otherwise be the case where project financiers didn't have priority;
- If SRM defaults in its obligations or experiences a Transfer Event, such as insolvency of SRM, the Company is entitled to take a transfer back of M37/54, pursue any unpaid arrears of deferred consideration or Royalty (which includes any unpaid Cash Shortfall which was due at the Transfer Date), but there will be no further obligation in future years to pay the Cash Shortfall or Royalty. The transfer back of M37/54 extinguishes the obligation to pay the Royalty or Cash Shortfall in future years regardless of production levels on the tenements by SRM's successors in title (for example any purchaser from SRM's receiver where the insolvency of SRM leads to sale of the Bundarra tenements excluding M37/54); and
- Shareholders will have a significantly smaller interest in gold assets which, based on recent gold price increases may be disadvantageous.
- If the Company does not receive prior notice of forfeiture proceedings from SRM contrary to the terms of the Agreement, and if M37/54 is forfeited, then the Company's recourse will be to issue legal proceedings against SRM for breach of contract in not notifying the Company about the commencement of forfeiture proceedings and not allowing the Company to exercise its rights to take a transfer back of M37/54, enforcing its right of indemnity in the Agreement. The legal proceedings

would seek to restore the Company to the position it would have been in had the breach of the agreement by SRM not occurred. The costs of the legal proceedings may have to be paid in part by the Company and the Company may not be able to enforce any judgement awarded against SRM if SRM is insolvent for example because the Company would be an unsecured creditor ranking behind any secured creditors of SRM.

- If the Royalty is still fully or partly payable in 2027 and if M37/54 expires in 2027 without SRM having lodged a renewal application on any grounds or on the most appropriate grounds to give the renewal application the best chance of success, such that M37/54 expires, the Royalty will no longer apply unless SRM is successful in applying for a tenement over the same ground in substitution for M37/54 in accordance with the procedures permitted under the Mining Act, in which case the Royalty would continue to apply.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ASX	ASX Limited
Board	the board of Directors
Company	Terrain Minerals Limited
Constitution	constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Director	Director of the Company.
Listing Rules	the ASX Listing Rules
Meeting	The General Meeting of the Company convened by this Notice of General Meeting
Related Party	Is defined in the Corporations Act
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A shareholder of the Company

Shareholder Details

Name:

Address:

Appointment of Proxy

I/We being a shareholder/s of Terrain Minerals Ltd and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with 'X')

OR

(Write in this box the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.)

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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 General Meeting of Terrain Minerals Ltd to be held at Suite 4, Level 1 Adams House, 230 Rokeby Road, Subiaco, Western Australia on 19 October 2011 at 1pm (WST) and at any adjournment of that meeting.

IMPORTANT: If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even though he has an interest in the outcome of the resolution and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. 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 each Resolution and your votes will not be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.



Voting directions to your proxy – please mark to indicate your directions

For Against Abstain*

Resolution. 1 Approve sale of Bundarra assets

*If you mark the Abstain box for the Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. Appointment of a second proxy (see instructions overleaf). If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form, in this box:

PLEASE SIGN HERE: This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

How to complete the Proxy Form

Your Name and Address

Your name and address is as it appears on your holding statement and the Company's share register. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution your vote on the Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary Ian Hobson on 08 9388 8290 or you may photocopy this form. To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place. If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is included in the Notice of General Meeting and may also be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. i.e. no later than 1pm (WST) 17 October 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting. This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Suite 4, Level 1 Adams House, 230 Rokeby Road Subiaco WA 6008, PO Box 1702 Subiaco WA 6904 or sent by facsimile to the registered office on 08 9381 5551.

Appointment of Corporate Representative (Section 250D of the Corporations Act 2001)

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at [the meeting of the members of Terrain Minerals Limited to be held on [*] 2011 and at any adjournments of that meeting][all meetings of the members of Terrain Minerals Ltd].

DATED 2011

Please sign here

Executed by the Company)
in accordance with its constituent documents)

.....
.....
Signed by authorised representative	Signed by authorised representative
.....
.....
Name of authorised representative (print)	Name of authorised representative (print)
.....
.....
Position of authorised representative (print)	Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents ensuring that if the appointor company is a sole director company, that this is stated, otherwise that two officers sign on behalf of the appointor company, otherwise the appointment is invalid and votes cast will not count.
3. Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to the registered office at Suite 4, Level 1 Adams House, 230 Rokeby Road, Subiaco WA 6008; PO Box 1702 Subiaco WA 6904 or fax the Certificate to the registered office at 08 9381 5551, or present it to the Company before the Meeting commences.