



Notice of Annual General Meeting and Explanatory Statement

Terrain Minerals Limited
ABN 45 116 153 514

Annual General Meeting to be held at Suite 4, Level 1 Adams House, 230 Rokeby
Road, Subiaco, Western Australia
on Wednesday, 30 November 2011 at 1pm (WST)

This Notice of Annual 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.

For those members who have elected to receive a printed copy of the Annual Report, the 2011 Annual Report
accompanies this Notice of Annual General Meeting. The 2011 Annual Report is also available on the
Company's website

www.terrainminerals.com.au

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 Annual General Meeting

The Annual General Meeting of Terrain Minerals Limited will be held at Suite 4, Level 1 Adams House, 230 Rokeby Road, Subiaco, Western Australia on Wednesday 30 November 2011 at 1pm (WST). The Explanatory Statement which forms part of this Notice of Annual 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 Annual General Meeting and the Explanatory Statement.

Ordinary Business:

Financial Statements and Reports for the year ended 30 June 2011

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports for the year ending 30 June 2011.

To consider and, if thought fit, pass the following Resolutions, each as ordinary Resolutions:

Resolution 1: Adoption of Remuneration Report (non binding Resolution)

"That for all purposes Shareholders approve and adopt the Remuneration Report set out in the Directors' Report for the year ending 30 June 2011."

Voting exclusions:

For the purposes of Resolution 1 in accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on resolution 1 by or on behalf of any key management personnel, details of whose remuneration are included in the Remuneration Report ("KMP") and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The Company's KMP's are set out in the Remuneration Report. Generally speaking they are people having authority and responsibility for planning, controlling and directing the Company's activities in a direct or indirect manner. Key management personnel include the Directors, and senior executives of the Company.

A closely related party of key management personnel generally speaking means a spouse, child, or dependent of the key management personnel, or a child or dependent of the spouse of the key management personnel. It includes anyone else who is a member of the key management personnel's family who would influence or may be expected to influence the key management personnel in relation to his or her dealings with the Company. It also includes any company which is controlled by the key management personnel, and includes any other people prescribed as closely related parties by ASIC in the regulations to the Corporations Act (none are prescribed at this time).

KMP's and their closely related parties will commit an offence under the Corporations Act if they vote in relation to Resolution 1 in breach of the voting restrictions.

Resolution 2: Election of Paul Dickson as a Director

"That for all purposes Paul Dickson who retires and offers himself for re-election, is re-elected as a Director."

Resolution 3: Election of Alan Coles as a Director

"That for all purposes Alan Coles who was appointed to the Board since the last annual general meeting of the Company, is re-elected as a Director."

Special Business:

Resolution 4: Approval of Issue of Shares

“That Shareholders approve the issue of up to 34,600,000 Shares for the purposes of Listing Rule 7.1 and for all other purposes, on the terms set out in the Explanatory Statement.”

Voting exclusions:

For the purposes of Resolution 4 the Company will disregard any votes cast by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their associates.

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.

Resolution 5: Approval of Issue of Options to Alan Coles

“That for all purposes the Shareholders approve the issue of 1 million Options to Alan Coles as part of his remuneration as Managing Director, for the purposes of Listing Rule 10.11 and for all other purposes, on the terms set out in the Explanatory Statement.

Voting exclusions:

For the purposes of Resolution 5 under the ASX Listing Rules the Company will disregard any votes cast by any person who may participate in the proposed issue namely Alan Coles, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their associates. 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.

For the purposes of Resolution 5 in accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on resolution 5 by or on behalf of any KMP and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The Company's KMP's are set out in the Remuneration Report. Generally speaking they are people having authority and responsibility for planning, controlling and directing the Company's activities in a direct or indirect manner. Key management personnel include the Directors, and senior executives of the Company.

A closely related party of key management personnel generally speaking means a spouse, child, or dependent of the key management personnel, or a child or dependent of the spouse of the key management personnel. It includes anyone else who is a member of the key management personnel's family who would influence or may be expected to influence the key management personnel in relation to his or her dealings with the Company. It also includes any company which is controlled by the key management personnel, and includes any other people prescribed as closely related parties by ASIC in the regulations to the Corporations Act (none are prescribed at this time).

KMP's and their closely related parties will commit an offence under the Corporations Act if they vote in relation to Resolution 5 in breach of the voting restrictions.

Proxies:

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General 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 28 November 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 Annual 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 25 October 2011

Ian Hobson

Company Secretary

Dated 25 October 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 Annual General Meeting. Shareholders are asked to refer to the Glossary at the end of the Explanatory Statement which contains definitions of the terminology used.

Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ending 30 June 2011 will be laid before the Meeting. There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the statutory audit and the preparation and content of the Auditor's report. In addition to taking questions at the Meeting, written questions may be submitted either to the Managing Director no later than close of business on 23 November 2011, marked for the attention of the Chairman in relation to the management of the Company, or marked for the attention of the Company's auditor in relation to one or more of the following issues:

- the preparation and content of the Auditor's Report,
- the conduct of the audit accounting policies adopted by the Company in relation to the preparation of the financial statements, and
- the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ending 30 June 2011 is set out in the Director's Report on pages 21 to 26 of the Company's Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company. A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors. However Shareholders need to be aware that as a result of new legislation which became effective on 1 July 2011 a "two strikes" process will apply to the results of voting in relation to Resolution 1. This means that if the resolution proposing adoption of the Remuneration Report receives a "no" vote of over 25% of votes cast by those attending in person or by proxy and permitted to vote at two successive annual general meetings, then at the second AGM, an extra resolution must be put to the meeting proposing that another general meeting should be held within 90 days of the second AGM. A simple majority of over 50% of the votes cast at the second AGM is required to pass this extra resolution. If the resolution is passed, within 90 days another general meeting must be held at which all the Directors, except the Managing Director and any new Directors appointed since the date of the second AGM, will be required to resign and offer themselves for re-election. These provisions are colloquially referred to as the "two strikes rule" and the "spill resolution" to be put to the "spill meeting".

If at the spill meeting, the resolutions are all passed against re-electing the relevant Directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 Directors. After the managing director, the remaining two positions will be filled by the Directors whose re-election resolutions at the spill meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two Directors, the Managing Director and any other Director whose re-election has been confirmed at this spill meeting, can choose who is to become the third Director, with such appointment to be confirmed by shareholders at the next occurring AGM.

The Chairman intends to vote all available proxies in favour of Resolution 1.

Resolution 2: Election of Paul Dickson as a Director

In accordance with Listing Rule 14.4 and the Constitution, at every Annual General Meeting, one third of the Directors excluding the Managing Director under clause 11.1.4 of the Constitution, and excluding any Directors appointed to fill a casual vacancy, under clause 11.4.2 of the Constitution, must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. Accordingly, the Company's non-executive director Paul Dickson retires and offers himself for re-election.

Information on his experience is set out on page 17 of the Company's 2011 Annual Report.

The Chairman intends to vote all available proxies in favour of Resolution 2.

Resolution 3: Election of Alan Coles as a Director

In accordance with the Constitution, any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his appointment. The retiring Director is eligible for re-election at that Annual General Meeting. Accordingly Alan Coles who was appointed by the Board as a Director on 1 June 2011, retires and offers himself for re-election.

Mr Coles is the Company's Managing Director. Information on his experience is set out on page 17 of the Company's 2011 Annual Report.

The Chairman intends to vote all available proxies in favour of Resolution 3.

Resolution 4: Approve Issue of Shares

Shareholders are being asked to approve Resolution 4 for the purposes of Listing Rule 7.1 and for all other purposes in relation to the issue of up to 34,600,000 Shares by way of a private placement to sophisticated investors, who are not related parties or associates of related parties of the Company, at an issue price which is not less than 80% of the average market price for Shares calculated over the last 5 days on which sales in Shares are recorded on ASX before the issue date, on the same terms as the existing Shares on issue in the Company, the terms of which are already in the public domain.

Resolution 4 is necessary in order to comply with specific requirements of the Listing Rule 7.1 which provides generally that a company may not issue securities equal to more than 15% of the Company's issued share capital in any 12 months without obtaining shareholder approval.

The Shares will be issued within 3 months of the date of the Annual General Meeting and allotted on a single date and not progressively.

The Company will use the funds raised by the issue of the Shares for the purposes of exploration at Aztec Dome and general working capital.

The Chairman intends to vote all available proxies in favour of Resolution 4.

Resolution 5: Issue of Options to Alan Coles

The Company seeks shareholder approval for the issue of Options to the Company's Managing Director Alan Coles, in order to comply with the requirements of Listing Rule 10.11 and to honour the contractual obligations

entered into by the Company upon engagement of Mr Coles as Managing Director (subject to Shareholder approval) since the securities the subject of Resolution 5 are considered by the Directors (excluding Mr Coles) to form part of his reasonable remuneration.

Listing Rules 7.1 and 7.4 provide generally that a company may not issue securities equal to more than 15% of the Company's issued share capital in any 12 months without obtaining shareholder approval. Listing Rule 10.11 provides that a company must not issue equity securities to a related party of the Company, such as a director or an entity controlled by a director or a person who has reasonable grounds to believe that he will become a related party at any time in the future, without the company obtaining shareholder approval by ordinary resolution. Section 228 of the Corporations Act defines what a related party is for the purposes of this rule. It includes a Director; a person reasonably believed to become a Director at any time in the future, and a company controlled by a Director. Alan Coles is therefore a related party of the Company. Where shareholder approval is obtained under Listing Rule 10.11, it is not also required under Listing Rule 7.1

Shareholder approval will enable the Company to disregard the issue of the Shares to Mr Coles for the purposes of calculating the Company's 15% existing capacity under Listing Rule 7.1 in the next 12 months. The Directors (excluding Mr Coles) recommend that the Shareholders vote in favour of Resolution 5 in order to provide maximum flexibility to the Company for future capital raising in the following 12 month period.

1,000,000 Options will be issued to Alan Coles on a date which is no later than 1 month after the date of the Annual General Meeting, on the terms set out in Annexure A, exercisable at \$0.05 each, with an expiry date of 30 November 2013 or the date when Mr Coles ceases to be a director of the Company, whichever is the earlier. No funds will be raised by the issue of the Options under Resolution 5. Funds of \$50,000 will be raised by any exercise of the Options.

The Board (excluding Mr Coles) believes that the approval of Resolution 5 is beneficial for the Company particularly because it allows the Company to conserve cashflow in the method of remunerating its Managing Director. The Board (excluding Mr Coles) recommends that Shareholders vote in favour of Resolution 5 because it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

The Chairman intends to vote all available proxies in favour of Resolution 5.

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 2011 Annual General Meeting of the Company
Option	An option to subscribe for a Share
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A shareholder of the Company

ANNEXURE A - Terms of Options

- (a) Each Option entitles the holder, on exercise, to one Share in the Company.
- (b) Shares issued on exercise of Options will rank equally with other Shares of the Company.
- (c) An Option may only be exercised before its expiry date. There is no vesting period.
- (d) The expiry date of an Option is 30 November 2013 or the date when the holder ceases to hold the position of Managing Director of the Company, whichever occurs earliest.
- (e) An Option will lapse immediately upon the first to occur of its expiry date or the Board determining that holder acting fraudulently or dishonestly in relation to the Company.
- (f) If a change of control event happens in relation to the Company, the Board may declare an Option to be free of any conditions of exercise. Options which are so declared may be exercised at any time on or before they lapse.
- (g) Options may not be transferred other than to a nominee of the holder. Quotation of Options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of Options.
- (h) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that the record date for determining entitlements to any such issue will be at least 9 Business Days after the issue is announced.
- (i) If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("**Bonus Issue**"), each Optionholder holding any Options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those Options, the number of Shares which would have been issued under the Bonus Issue ("**Bonus Shares**") to a person registered as holding the same number of Shares as that number of Shares to which the Optionholder may subscribe for, pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise).
- (j) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Options, the number of Options to which each Optionholder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.

Shareholder Name:.....Shares Held:.....

Shareholder 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 Annual General Meeting of Terrain Minerals Ltd to be held at Suite 4, Level 1 Adams House, 230 Rokeby Road, Subiaco, Western Australia on Wednesday 30 November 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 do not wish to direct your proxy 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 may have an interest in the outcome of the Resolutions 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 each resolution. Please note specifically in relation to Resolutions 1 and 5 that you have the ability to appoint the Chairman as proxy with a direction to vote against Resolutions 1 or 5, or with a direction to abstain on Resolutions 1 or 5.

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

		For	Against	Abstain*
Resolution. 1	Adoption of Remuneration Report (advisory only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution. 2	Election of Paul Dickson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution. 3	Election of Alan Coles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution. 4	Approve issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution. 5	Approve issue of Options to Alan Coles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

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 9381 5558 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 Annual 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) 28 November 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 30 November 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.