

ASX Announcement

28 November 2014



ABN: 45 116 153 514

ASX: TMX

RESULTS OF ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, Terrain Mining Limited (ASX Code: TMX) advises that the resolutions contained in the Notice of Annual General Meeting dated 24 October 2014 were passed by the requisite majority of security holders. All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed and defeated at the meeting is set out below.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

It was resolved as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2014.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	71,912,865	0	55,969,196	0	127,882,061

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JONATHAN LIM

It was resolved as an **ordinary resolution**:

“That, for the purpose of clause 14.4 of the Constitution and for all other purposes, Mr Jonathan Lim a Director, retires by rotation, and being eligible, is re-elected as a Director.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	81,282,865	0	46,599,196	0	127,882,061

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RESOLUTION 3 – ISSUE OF OPTIONS TO RELATED PARTY – MR DAVID PORTER

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr David Porter (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	127,882,061	0	0	0	127,882,061

RESOLUTION 4 – ISSUE OF OPTIONS TO RELATED PARTY – MR PAUL DICKSON

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr Paul Dickson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	122,864,725	0	5,017,336	0	127,882,061

RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – MR JONATHAN LIM

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr Jonathan Lim (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	81,282,865	0	46,599,196	0	127,882,061

RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – MR JUSTIN VIRGIN

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr Justin Virgin (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	118,512,061	0	9,370,000	0	127,882,061

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

It was resolved as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	127,0882,061	0	0	0	127,882,061

Jay Stephenson
COMPANY SECRETARY