

# **Notice of General Meeting and Explanatory Statement**

**General Meeting to be held at The Park Business Centre  
45 Ventnor Avenue, West Perth  
on 25 May 2009 commencing at 10am (WST)**

**TERRAIN MINERALS LIMITED  
ABN 45 116 153 514**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant,  
solicitor or other professional adviser without delay.

## Corporate Directory

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<b>Directors</b>	Mr Richard John Sandner (Non-Executive Chairman) Mr Keith Wells (Managing Director) Mr William Edward Bannister (Non-Executive Director) Mr Paul Dickson (Non-Executive Director)
<b>Secretary</b>	Mr Ian Hobson
<b>Registered Office</b>	Suite 5, 1327 Hay Street West Perth WA 6005 Telephone: (08) 9481 2455 Facsimile: (08) 9481 2566 Website: <a href="http://www.terrainminerals.com.au">www.terrainminerals.com.au</a>
<b>Auditor</b>	BDO Kendalls Audit & Assurance (WA) Pty Ltd 128 Hay Street Subiaco WA 6008
<b>Lawyers</b>	Pullinger Readhead Lucas Commercial Lawyers Level 2 Spinifex House 50 Kings Park Road West Perth WA 6005
<b>Share Registry</b>	Computershare Investor Services Pty Ltd Level 2, Reserve Bank Building 45 St George's Terrace Perth WA 6000 Telephone: (08) 9323 2000 Facsimile: (08) 9323 2033
<b>ASX Codes</b>	TMX, TMXO

## Notice of General Meeting

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The General Meeting of Terrain Minerals Limited will be held at The Park Business Centre 45 Ventnor Avenue West Perth WA 6005 on 25 May 2009 commencing at 10am (WST). The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the various matters to be considered.

### Special Business

#### 1 Resolution 1 – Approval of Share Issue

To consider and, if thought fit, pass the following resolution with or without amendment, as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and 7.9 and for all other purposes, the Shareholders approve the issue of up to 14 million Shares at an issue price equal to at least 80% of the average market price for Shares over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made, for the purpose and on the terms set out in the Explanatory Statement.”*

#### 2 Resolution 2 – Approval of Securities Issue to Fortrend Small Cap Investors Limited

To consider and, if thought fit, pass the following resolution with or without amendment, as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.9, the Shareholders approve the issue to Fortrend Small Cap Investors Limited of Facility Shares and Facility Options under the Standby Subscription Agreement, for the purpose and on the terms set out in the Explanatory Statement.”*

Note: On 10 March 2009, Iron Mountain Mining Limited (“IRM”) announced its intention to make an off market all-script bid for all of the Shares in Terrain. The offer by IRM is subject to certain conditions. The Resolutions enable the Board to effect matters which were in progress prior to IRM’s announcement and may trigger bid conditions contrary to IRM’s offer. Further details are set out in the accompanying Explanatory Statement.

### Voting Exclusions

For the purposes of Listing Rule 7.1, the Company will disregard any votes cast on Resolution 1 by a 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.

The Company however need not disregard a vote if:

- it is cast by a 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 the chairperson of 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.

## **Explanatory Statement**

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting. Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of General Meeting and Explanatory Statement.

## **Proxies**

Please note that:

- (a) a member of the Company entitled to attend and vote at the 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 that are quoted on ASX at 5.00pm WST on 23 May 2009 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

## **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.

## **By Order of the Board of Directors**



**Ian Hobson**  
Company Secretary  
Terrain Minerals Limited

22 April 2009

## Explanatory Statement

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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 in the accompanying Notice of General Meeting. This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### Takeover offer by Iron Mountain Mining Limited

On 10 March 2009, IRM announced its intention to make a takeover offer to acquire all of the Shares in Terrain. The offer is subject to a number of conditions ("**Bid Conditions**").

IRM's offer is unsolicited and proposes to offer IRM shares for Terrain Shares on terms and conditions outlined in their announcement to ASX. Until IRM lodges a Bidder's Statement, the Board does not anticipate being in a position to make a final assessment of the merits or otherwise of the offer.

As at the date of this notice of meeting, IRM has not lodged a Bidder's Statement.

Terrain Shareholders have previously been advised to **take no action** until the Board has had an opportunity to fully consider the offer and make a recommendation.

The matters the subject of the Resolutions will trigger Bid Conditions and Shareholders should consider the potential effect of approving the Resolutions on IRM's takeover offer, including that approving the Resolutions may entitle IRM to withdraw its offer.

The Resolutions are not conditional on each other Resolution being approved by Shareholders.

Shareholders' attention is also drawn to the Chairman's Letter accompanying this Notice of Meeting which provides an overview of the Company's strategy to continue pursuing its objectives towards mine development, notwithstanding the takeover announcement by IRM.

### Background to Resolution 1 – Approval of Share Issue

Under Resolution 1, the Company proposes to issue up to 14 million Shares at an issue price equal to at least 80% of the average market price for Shares over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made.

The issue of the Placement Shares will be equal to approximately 15.8% of the Company's Shares then on issue, assuming no further issue of Shares by the Company.

Based on the average market price for Shares over the last 5 days on which sales in the Shares were recorded before the day on which this Notice of Meeting and Explanatory Statement was issued, the Company would raise approximately \$520,000 from the issue of the Placement Shares, excluding costs of the issue.

The purpose of the issue is to raise funds for mine evaluation and development, continuing exploration expenditure and for general working capital purposes. The Board originally considered and approved a placement to raise approximately \$600,000 on 27 February 2009 (before the date of the IRM offer), to provide additional funding for the Company's overheads and exploration activities during 2009.

The Board unanimously approved the issue of the Placement Shares on 15 April 2009.

## **Requirement for Shareholder Approval**

Resolution 1 seeks shareholder approval for the purpose of Listing Rules 7.1 and 7.9 and for all other purposes. Listing Rule 7.1 provides generally that a company may not issue shares or options to subscribe for shares equal to more than 15% of the company's issued share capital in any 12 months without obtaining shareholder approval. Resolution 1 seeks this approval.

The Placement Shares will be allotted and issued as soon as possible but, in any case, not later than 3 months after the date of Shareholder approval.

The proposed allottees of the Placement Shares have not yet been confirmed. It is anticipated that they will comprise clients of broking firms with whom the Company has an ongoing relationship. Standard brokerage fees will apply. The allottees will not be related parties of the Company.

The Placement Shares will be issued on terms and conditions contained in the Constitution. The Company will apply to ASX for official quotation of the Placement Shares.

The Company seeks Shareholder approval under 7.1 in order to allow the Company to retain flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months (subject to the Company's compliance with Listing Rule 7.9 within that period as necessary).

As noted above, on 10 March 2009, IRM announced its proposed takeover offer for the Company.

Listing Rule 7.9 prohibits a company from issuing equity securities (including shares) without shareholder approval for 3 months after being told that a takeover offer was proposed for its shares.

Furthermore, the Bid Conditions include a condition that Terrain not issue or agree to issue any equity securities.

The proposed issue of the Placement Shares under Resolution 1 requires Shareholder approval and would breach the Bid Conditions, potentially entitling IRM to withdraw its takeover offer. The Company seeks Shareholder approval in accordance with Listing Rule 7.9 to issue the Placement Shares under Resolution 1. Shareholders are given a choice between the issue and potentially breaching a Bid Condition and allowing IRM to withdraw the takeover offer. However the Board consider that this choice is unavoidable to ensure that the Company is appropriately funded in moving forward with its mine evaluation and development objectives.

## **Background to Resolution 2 - Approval of Securities Issue to Fortrend Small Cap**

On 15 April 2009, the Board unanimously approved the material terms of the Standby Subscription Agreement with Fortrend Small Cap and Fortrend Securities, under which the Company may call for Fortrend Small Cap to subscribe for Facility Shares at an aggregate subscription price up to \$5,000,000 ("the Facility Amount") during the three years following the date of the Standby Subscription Agreement.

The Board approved the entry into the Standby Subscription Agreement specifically on the basis that:

- (a) the number of Facility Shares and Facility Options that may be issued will be limited to 15% of the Company's securities on issue, in accordance with its 15% capacity available from time to time under Listing Rule 7.1; and
- (b) any funds raised if any draw downs are made by the Company will be applied to working capital and meeting the Company's additional expenditure requirements arising directly out of the announced takeover by IRM.

The Standby Subscription Agreement will be executed following shareholder approval.

To access some or all of funds available under the Standby Subscription Agreement, the Company must submit a draw down notice specifying the amount required ("the Notice" and "the Drawing" respectively). In exchange for payment of the Drawing, Fortrend Small Cap will be issued a number of Shares and Options in the Company equal to the amount of the Drawing divided by the Issue Price, being 90% of the Volume Weighted Average Price for Shares for the 5 trading days following the day the Notice is given.

The number of Facility Options to be issued will be one quarter of the number of Facility Shares issued. Each Facility Option has an exercise price equal to the Issue Price for the Facility Shares. The Facility Option terms are set out in the Schedule to this Explanatory Statement.

The Standby Subscription Agreement may be terminated in certain circumstances including if a material adverse change occurs in relation to the Company. Fortrend Small Cap is entitled to a placement fee of 1% of the Facility Amount which is payable on the first two draw down dates or on the first anniversary of execution of the Standby Subscription Agreement, whichever is the earliest, whether or not a draw down is made by the Company. The Company has agreed to certain usual and appropriate representations and warranties which are repeated on each drawdown date.

The Facility Shares will be allotted and issued to Fortrend Small Cap in a three year period after the date of Shareholder approval, as and when a Notice is given by the Company to Fortrend Securities. The Company is not obliged to submit any Notice and accordingly it is possible that no Facility Shares will be allotted and issued during the three year period for which the Facility Amount will be in place.

The Facility Shares will be issued on terms and conditions contained in the Constitution. The Company will apply to ASX for official quotation of the Facility Shares.

The purpose of the issue of the Facility Shares is to provide working capital and an additional source of funds to meet the anticipated costs involved as a result of the takeover announcement by IRM.

Resolution 2 seeks shareholder approval for the purpose of Listing Rule 7.9 only, on the basis that the Company will utilise its existing and ongoing 15% capacity permitted in accordance with Listing Rule 7.1 for the issue of Securities in any 12 month period in order to place any Securities under the Standby Subscription Agreement.

The proposed issue of the Securities under Resolution 2 requires Shareholder approval and would breach the Bid Conditions, potentially entitling IRM to withdraw its takeover offer. The Company seeks Shareholder approval in accordance with Listing Rule 7.9 to issue the Securities under Resolution 2. Shareholders are given a choice between approving Resolution 2 and potentially breaching a Bid Condition, allowing IRM to withdraw the takeover offer. However the Board consider that this choice is unavoidable to ensure that the Company is appropriately funded in moving forward with working capital and being able to meet the additional expenditure requirements arising directly out of the announced takeover by IRM.

### **Directors' recommendation**

The Directors unanimously recommend that Shareholders approve the issue of the Placement Shares under Resolution 1 and the issue of Securities under Resolution 2, for the following reasons:

1. the intention to raise capital by the issue of Placement Shares was substantively formulated by the Company before the date of the takeover announcement from IRM. The approval for the issue of the Placement Shares is therefore consistent with the pre-existing intentions of the Company and is not reactive to the offer from IRM;
2. the intention to raise capital by the issue of the Facility Shares and Facility Options was formed in response to the anticipated costs associated with the IRM takeover announcement. The Board wishes

to ensure that working capital is preserved as far as possible for its exploration and future mine evaluation, development and production activities;

3. as at the date of this Explanatory Statement, cash reserves of the Company were \$340,000. The Company is currently expending money at the rate of \$80,000 per month as well as anticipated costs of up to \$100,000 in connection with the IRM offer. Accordingly the Directors consider the issue of Securities and the raising of funds to be prudent and in the interests of the Company and its Shareholders to ensure the Company continues as a going concern and is in funds to continue with its stated objectives;
4. but for IRM's takeover offer, the issue of the Placement Shares, Facility Shares and Facility Options would not require Shareholder approval and the Company would have completed the issue out of its existing placement capacity, and the entry into the Standby Subscription Agreement would not have been contemplated by the Board; and
5. If Resolution 2 is not approved then the anticipated costs associated with the IRM takeover announcement will be met out of the Company's existing funds or funds raised in accordance with Resolution 1 if Resolution is approved.

## SCHEDULE

### TERMS OF FACILITY OPTIONS

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#### **1 Entitlement**

##### **1.1 Subscription**

Each Option entitles the holder to subscribe for and be allotted one ordinary share in the capital of the Company, credited as fully paid, at an exercise price ("**Exercise Price**") equal to the 90% of the Market Price.

##### **1.2 Issue**

The Company will allot and issue Shares on exercise of an Option.

##### **1.3 Ranking**

Shares issued on the exercise of Options will rank pari passu with all existing Shares in the capital of the Company from the date of issue.

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#### **2 Exercise of Options**

##### **2.1 Notice of exercise of Option**

An Option is exercisable by the holder lodging with the Company the Notice of Exercise of Option and Application for Shares in the form set out below, together with payment of the Exercise Price. Remittances must be made payable to the Company and cheques should be crossed "not negotiable".

##### **2.2 Exercise**

Each Option may be exercised by the holder at any time on or before 5.00 pm on the date which is three (3) years after the Drawdown Date on which it was issued.

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#### **3 Transfer**

##### **3.1 Transfer**

Options may be transferred at any time before lapsing. Options are transferable by any standard form of transfer.

##### **3.2 Option register**

The Company will maintain a register of Option holders in accordance with section 170 of the Corporations Act and may not refuse to register any transfer nor charge any fee for registration. Executed transfers (stamped if required) will be recorded in the Company's Option register on lodgment of the transfer with the Company.

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## **4 Reorganisation**

### **4.1 Reorganisation of Issued Options**

If, following the issue of any Options to the Subscriber (“**Issued Options**”) there is a reorganisation of the capital of the Company (“**Reorganisation**”), the Issued Options will be reconstructed in the manner specified below:

- (a) in a consolidation of capital, the number of Issued Options must be consolidated in the same ratio as the Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (b) in a sub-division of capital, the number of Issued Options must be sub-divided in the same ratio as the Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (c) in a return of capital, the number of Issued Options must remain the same, and the Exercise Price of each Issued Option must be reduced by the same amount as the amount returned in relation to each ordinary security;
- (d) in a reduction of capital by cancellation of capital paid up on Shares that is lost or not represented by available assets where no Shares are cancelled, the number of Issued Options and the Exercise Price of each Issued Option must remain unaltered;
- (e) in a pro rata cancellation of Shares, the number of Issued Options must be reduced in the same ratio as the Shares and Exercise Price of each Issued Option must be amended in inverse proportion to that ratio; and
- (f) in any other case, the number of Issued Options, or the Exercise Price, or both, must be reorganised so that the Subscriber will not receive a benefit that holders of Shares do not receive. Nothing in this clause prevents a rounding up of the number of Shares to be received on exercise if the rounding up is approved at the shareholders’ meeting that approves the Reorganisation,

and the terms of the Issued Options will be construed accordingly.

### **4.2 Inconsistency with the ASX Listing Rules**

In the event of any Reorganisation of capital of the Company prior to the exercise of the then outstanding Issued Options in accordance with these terms, clause 4.1 will be amended to the extent necessary to comply with the ASX Listing Rules applicable to the reorganisation of capital at the time of the Reorganisation.

### **4.3 Independent expert**

The Company agrees to the appointment by the Subscriber (at the Company’s expense) of an independent expert, for the purposes of determining any reorganisation of Issued Options required to give effect to clause 4.1(c). The Company agrees to be bound by such determination.

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## **5 Option Certificates**

### **5.1 Surrender**

No exercise or transfer of an Option represented by an Option Certificate may be registered until the Option Certificate for that Option is surrendered to the Company or the Option holder provides

the Company with a statutory declaration, in a form satisfactory to the Company, to the effect that the certificate has been lost or destroyed and indemnifies the Company against any loss or damage if the original certificate is found.

## **5.2 New certificates**

If an holder exercises or transfers less than all Options represented by an Option Certificate then the Company will cancel the Option Certificate and issue a new Option Certificate to the Option holder for the balance.

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## **6 Quotation**

Quotation of the Options on the ASX will not be sought by the Company. The Company will make application to the ASX for official quotation of Shares issued on the exercise of Options.

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## **7 Notices**

Notices may be given by the Company to the Option holder in the manner prescribed by the constitution of the Company for the giving of notices to members of the Company and the relevant provisions of the constitution of the Company apply with all necessary modification to notices to Option holders.

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## **8 Rights to Accounts**

Option holders will be sent all reports and accounts to be laid before members in general meeting and all notices of general meetings of members but will not have any right to attend or vote at those meetings by virtue only of being the holder of an Option.

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## **9 Participation in new issues**

The holder or an Option cannot participate in any new issues by the Company without exercising the Option.

## Glossary

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

<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited (ACN 008 624 691).
<b>Board</b>	means the board of Directors.
<b>Company or Terrain</b>	means Terrain Minerals Limited (ABN 45 116 153 514).
<b>Constitution</b>	means the constitution of the Company.
<b>Corporate Representative</b>	means a person appointed by a corporate Shareholder to act as its corporate representative at the General Meeting.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Facility Option</b>	means an option to subscribe for a Share on the terms set out in the Schedule issued pursuant to the Standby Subscription Agreement.
<b>Facility Share</b>	means a Share issued pursuant to the Standby Subscription Agreement.
<b>Fortrend Securities</b>	means Fortrend Securities Pty Ltd (ABN 95 055 702 693).
<b>Fortrend Small Cap</b>	means Fortrend Small Cap Investors Limited, a company incorporated outside Australia.
<b>General Meeting</b>	means the general meeting to be held on 25 May 2009.
<b>IRM</b>	means Iron Mountain Mining Limited (ACN 112 914 459).
<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Placement Shares</b>	means up to 14 million Shares proposed to be issued pursuant to Resolution 1.
<b>Securities</b>	means a Facility Share or a Facility Option.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a shareholder of the Company.
<b>Standby Subscription Agreement</b>	means the agreement between the Company, Fortrend Small Cap Investors and Fortrend Securities (for itself and as agent for Fortrend Small Cap) .
<b>Subscriber</b>	means Fortrend Small Cap Investors Limited.
<b>Takeover Announcement</b>	means the takeover announcement by IRM on 10 March 2009.

**Shareholder Details**

Name: .....  
 Address: .....  
 Contact Telephone No.: .....  
 Contact Name (if different from above): .....

**Appointment of Proxy**

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

The Chairman of the meeting  
 (mark with an 'X')

**OR**

Write here 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 Limited to be held at the Park Business centre 45 Ventnor Avenue West Perth WA 6005 on 25 May 2009 at 10 am (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 if 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 the 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**

**Ordinary Business**

		For	Against	Abstain*
Resolution 1.	Approval of Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Approval of Securities Issue to Fortrend Small Cap	<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

 %

**PLEASE SIGN HERE** This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented. The Chairman's intention to vote for or against the resolution must be stated.

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 Mr Ian Hobson on (08) 9481 2455 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 10am (WST) 23 May 2009. 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 5, 1327 Hay Street, West Perth, WA 6005 or sent by facsimile to the registered office on 9481 2566.

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## 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 25 May 2009 and at any adjournments of that meeting][all meetings of the members of Terrain Minerals Limited].

DATED ..... 2009

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#### 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)

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### 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.
  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 Terrain Minerals Limited's registered office at Suite 5, 1327 Hay Street, West Perth WA 6005 or fax the Certificate to the registered office at (08) 9481 2566.
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