



Announcement Summary

Entity name

TERRACOM LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday February 12, 2020

The Proposed issue is:

- ☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
TER	ORDINARY FULLY PAID	251,889,633

Closing date for receipt of acceptances

Monday March 16, 2020

Proposed +issue date

Friday February 21, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
TER	ORDINARY FULLY PAID	251,889,633

Proposed +issue date

Friday February 21, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

TERRACOM LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

35143533537

1.3 ASX issuer code

TER

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Wednesday February 12, 2020

1.6 The Proposed issue is:

- ☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS
- ☒ A placement or other type of issue



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 5B - Offer details

Is the proposed security a 'New class' (securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this security include an offer of attaching securities?

☒ No

Details of securities proposed to be issued

ASX Security Code and Description

TER : ORDINARY FULLY PAID

Maximum Number of securities proposed to be issued

251,889,633

Minimum Number of securities proposed to be offered to each individual security holder

Maximum Number of securities proposed to be offered to each individual security holder

Minimum subscription \$ amount proposed to be offered to each individual security holder

Maximum subscription \$ amount proposed to be offered to each individual security holder



Purpose of the issue

The issue of the TerraCom ordinary shares will be subject to the fulfilment of the offer conditions pursuant to the offer made by TCIG Resources Pte Ltd (TerraCom Bidco), a wholly owned subsidiary of TerraCom Limited, to acquire all of the ordinary shares in Universal Coal plc (UNV) that TerraCom Limited does not already own (the Offer). The terms and conditions of the Offer are set out in the disclosure document to be posted to shareholders on 13 February 2020 (Offer Document).

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.39000

Offer price details for institutional security holders

Could offer price per +security be determined by bookbuild?

Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?

☒ No

May a scale back be applied to this event?

☒ No

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Tuesday February 11, 2020

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Wednesday February 12, 2020

5C.3 Offer open date

Wednesday February 12, 2020

5C.4 Closing date for receipt of acceptances

Monday March 16, 2020

5C.6 Proposed +issue date

Friday February 21, 2020



Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

5D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ No

5D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

☒ No

5E.2 Is the proposed offer to be underwritten?

☒ No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 5F - Further Information

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

5F.2 The entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

TerraCom shares will be issued as consideration to UNV shareholders who accept TerraCom's Offer.
See Offer Announcement for more details.



5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

www.terracomresources.com/UNVOffer

5F.4 Any other information the entity wishes to provide about the proposed offer

Further details with respect to the offer price per security:

Under the Offer, UNV shareholders will receive 0.10 AUD and 0.6026 New TerraCom Shares for each UNV share held. Fractions of New TerraCom Shares will be rounded to the nearest whole New TerraCom Share. The terms and conditions of the Offer are set out in the disclosure document to be posted to shareholders on 13 February 2020 (Offer Document).

Further details with respect to the proposed issue of the New TerraCom Shares:

TerraCom has applied for and obtained approval from the ASX for a waiver of Listing Rule 7.1 in connection with the share component of the Offer, therefore the Offer is not conditional on the receipt of approval from TerraCom shareholders with respect to the issue of New TerraCom Shares under the Offer. The New TerraCom Shares will be issued progressively as contemplated by the Offer Document and the first issue is anticipated to be not before the date specified in this announcement.



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

TER : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

251,889,633

Purpose of the issue

The issue of the TerraCom ordinary shares will be subject to the fulfilment of the offer conditions pursuant to the offer made by TCIG Resources Pte Ltd (TerraCom Bidco), a wholly owned subsidiary of TerraCom Limited, to acquire all of the ordinary shares in Universal Coal plc (UNV) that TerraCom Limited does not already own (the Offer). The terms and conditions of the Offer are set out in the disclosure document to be posted to shareholders on 13 February 2020 (Offer Document).

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.39000



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Part 7C - Timetable

7C.1 Proposed +issue date

Friday February 21, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

Further details with respect to the offer price per security:

Under the Offer, UNV shareholders will receive 0.10 AUD and approximately 0.6026 New TerraCom Shares for each UNV share held. The terms and conditions of the Offer are set out in the disclosure document to be posted to shareholders on 13 February 2020 (Offer Document).

Further details with respect to the proposed issue of the New TerraCom Shares:

TerraCom has applied for and obtained approval from the ASX for a waiver of Listing Rule 7.1 in connection with the share component of the Offer, therefore the Offer is not conditional on the receipt of approval from TerraCom shareholders with respect to the issue of New TerraCom Shares under the Offer. The New TerraCom Shares will be issued progressively as contemplated by the Offer Document and the first issue is anticipated to be not before the date specified in this announcement.