

17 February 2020



UNV Corporate Conduct

TerraCom Limited (**TerraCom** or the **Company**) notes the recent release by Universal Coal Plc (**Universal** or **UNV**)(**ASX: UNV**) and their stated intentions to bring enforcement proceedings against the Company in respect of the offer by TerraCom's wholly owned subsidiary, TCIG Resources Pte Limited (**TerraCom Bidco**), to acquire the entire issued and to be issued share capital of Universal not directly or indirectly owned by it (the **Offer**).

The Company will not hesitate to defend itself against the proposed proceedings and reserves its rights to bring a legal claim against Universal and any of its Directors found to be in breach of their fiduciary duties with respect to the enforcement proceedings.

TerraCom wishes to advise the market that a further Requisition Notice was sent to UNV yesterday to remove Mr. Mark Eames, Mr. Tony Weber and Mr. Henri Bonsma as Directors. Given this, the Company believes that the proceedings now being brought by UNV are in retaliation of that notice, which has not yet been disclosed by UNV to securityholders.

The Requisition Notice was raised following the announcement released by UNV on 14 February 2020 and included the following statements:

"The Company has lost all confidence in the Directors¹ and their actions and misinformation continues to frustrate the Offer..... For example, in the most recent announcement released by UNV;

- I. TerraCom's cash position was deliberately misstated to insinuate that TerraCom does not have the funds required to close the Offer. As disclosed in our December 2019 quarterly report, as at 31 December 2019 TerraCom had approximately \$67 million cash and cash equivalents; and*
- II. Takeover premiums referenced by Universal, included companies in the ASX 200 (Sandfire Resources Limited) that operate in a totally different sector than Universal operates in – these sectors referenced included Copper, Gold, and Mineral Sands."*

TerraCom has made an offer to all UNV shareholders on equivalent terms, and has provided sufficient information and time for them to reach a properly informed decision. The Company believes that the Directors of UNV are preventing shareholders from realising value for their investment in the Company, as they have done on at least four occasions in the past.

¹ The Universal Directors the subject of the Requisition Notice dated 16 February 2020

This announcement has been approved by the Company's Disclosure Committee for release.

For further information, contact:

Megan Etccl
Company Secretary
P +61 7 4983 2038
E unvoffer@terraresources.com

About TerraCom Limited

TerraCom Limited (ASX: TER) is an emerging company originating as a resource explorer with a large portfolio of operating assets in Mongolia and Queensland, Australia. We are currently enacting a growth strategy towards delivering a Mid-Tier diversified operating and trading business and have a global focus on the development of a high yielding diversified asset portfolio for its investors.

To learn more, please visit www.terraresources.com.

Important notice

Petra Capital Pty Limited is acting as financial advisor to TerraCom and TerraCom Bidco in connection with the Offer and for no one else and will not be responsible to any party for providing advice in relation to the Offer, the contents of this Announcement or any matters referred to herein.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of UNV in any jurisdiction in contravention of applicable law.

*The Offer will be made solely by means of the Offer Document, the Form of Acceptance and the CDI Acceptance Form (in respect of UNV CDIs), which will contain the full terms and conditions of the Offer, including details of how to accept the Offer. The Offer Document will comprise, include or be accompanied by a disclosure document under Ch 6D of the Corporations Act (**Prospectus**) under which the Share Offer will be made. Any approval, decision or other response to the Offer and Share Offer should be made only on the basis of the information in the Offer Document, which includes the Prospectus, the Form of Acceptance and the CDI Acceptance Form (in respect of UNV CDIs). UNV Shareholders (including UNV CDI Holders) are strongly advised to read the formal documentation in relation to the Offer once it has been despatched. It is anticipated that UNV Shareholders will receive all formal documentation in February 2020.*

Overseas jurisdictions

This Announcement has been prepared in accordance with the laws of England and Wales and Australia and the information disclosed may not be the same as that which would have been disclosed in accordance with the laws of jurisdictions outside England and Wales and Australia. The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and there shall be no implication that there has been no change in the facts set forth in this Announcement since such date.

The release, publication or distribution of this Announcement in jurisdictions other than Australia may be restricted by the laws of those jurisdictions. Persons who are not resident in Australia, or who are subject to the laws of any jurisdiction other than Australia, should inform themselves about and observe any applicable requirements. Any person (including, without limitation, nominees, trustees and custodians) who would, or otherwise intends to, forward this Announcement, the Offer Document or any accompanying document to any jurisdiction outside Australia should refrain from doing so and seek appropriate professional advice before taking any action. Further details in relation to the Overseas Shareholders will be contained in the Offer Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by TerraCom Bidco and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Offer (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

Additional information for US investors

Subject to certain exceptions, the Offer is not being, and will not be made directly or indirectly in or into the United States and will not be capable of acceptance from within the United States. The Offer will be made for securities of a company incorporated in England and Wales and UNV Shareholders in the United States should be aware that this Announcement, the Offer Document, the Prospectus and any other documents relating to the Offer and the Share Offer have been or will be prepared in accordance with the laws of England and Wales and Australia (as the context requires) and applicable disclosure requirements, format and style thereunder, all of which differ from those in the United States.

This Announcement must not be mailed, transmitted or otherwise forwarded, distributed or sent in or into the United States and is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration. There will be no public offering of these securities in the United States.

Securities to be issued pursuant to the Offer have not been, and will not be, registered under the US Securities Act of 1933, as amended (**Securities Act**), or under the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or resold except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. A person who receives securities pursuant to the Offer may not resell such securities without registration under the Securities Act or without an applicable exemption from registration or in a transaction not subject to registration (including a transaction that satisfies the applicable requirements of Regulation S under the Securities Act).

For purposes of the US Securities Exchange Act of 1934, as amended (**US Exchange Act**), it is intended that the Offer will be made pursuant to Section 14(e) and Regulation 14E under the US Exchange Act benefitting from exemptions available to "Tier II" tender offers. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that may be different from those applicable under US domestic tender offer procedures and law, and certain rules applicable to tender offers made into the United States, including rules promulgated under Section 14(d) of the US Exchange Act, do not apply.

The receipt of consideration by a US holder for the transfer of its UNV Shares pursuant to the Offer may be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as non-US and other, tax laws. Each UNV Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer applicable to them, including under applicable United States federal, state and local, as well as non-US and other, tax laws.

Forward-looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Offer, and other information published by TerraCom or TerraCom Bidco may contain statements that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. For the avoidance of doubt, forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the TerraCom Group or its operations; and (iii) the effects of government regulation on the TerraCom Group or its business.

The forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. These factors include, but are not limited to, the satisfaction of the Conditions to the Offer, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer preferences, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates, the outcome of any litigation.

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. All subsequent oral or written forward-looking statements attributable to TerraCom or TerraCom Bidco or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. TerraCom and TerraCom Bidco disclaim any obligation to update any forward-looking or other statements contained in this Announcement, except as required by applicable law.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for UNV for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for UNV.

Governing law and jurisdiction

The Offer will comply with the applicable rules and regulations of the United Kingdom and Australia. The Offer will be governed and constructed in accordance with the laws of England and Wales and will be subject to the exclusive jurisdiction of the courts of the England and Wales and to the Conditions and further terms set out in Appendix 1, and the full terms and conditions to be set out in the Offer Document.

Publication of this Announcement on website

A copy of this Announcement and certain relevant documents relating to the Offer will be available, free of charge, subject to certain restrictions relating to persons resident or located in Restricted Jurisdictions, on TerraCom's website at www.TerraComresources.com/UNVOffer.

For the avoidance of doubt, the contents of this website and any websites accessible from hyperlinks on this website are not incorporated into and do not form part of this Announcement.

Right to receive documents in hard copy form

Any person entitled to receive a copy of documents, announcements and information relating to the Offer is entitled to receive such documents in hard copy form free of charge. A person may also request that all future documents, announcements and information in relation to the Offer are sent to them in hard copy form. Hard copies of such documents, announcements (including this Announcement), and information will not be sent unless requested.

A hard copy of this Announcement may be requested by any person entitled to receive a copy by contacting TerraCom's Company Secretary, Megan Etccl, via phone +61 7 4983 2038 or via e-mail: unvoffer@terracomresources.com.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.