

## ASX ANNOUNCEMENT

19 November 2019



### Annual General Meeting Results

TerraCom Limited (**TerraCom** or **Company**) is pleased to provide shareholders with the following results from the Annual General Meeting held today.

#### For further information, contact:

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#### 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.terracomresources.com](http://www.terracomresources.com).

ANNUAL GENERAL MEETING  
Tuesday, 19 November, 2019

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution   | Manner in which the securityholder directed the proxy vote<br>(as at proxy close): |                         |                                      |                                     |                         | Manner in which votes were cast in person or by<br>proxy on a poll (where applicable) |                      |                   |                              |
|--|--|-------------------------|--------------------------------------|-------------------------------------|-------------------------|---|----------------------|-------------------|------------------------------|
|  | Votes<br><i>For</i>  | Votes<br><i>Against</i> | Discretionary<br>Chairman of Meeting | Total Votes<br><i>Discretionary</i> | Votes<br><i>Abstain</i> | <i>For</i>  | <i>Against</i>       | <i>Abstain **</i> | <i>Resolution<br/>Result</i> |
|  |  |                         | Other Nominated<br>Person/s          |                                     |                         |   |                      |                   |                              |
| 01 ADOPTION OF REMUNERATION REPORT   | 293,032,084  | 1,211,964               | 395,238<br>0                         | 395,238                             | 2,644,056               | 294,219,996<br>99.59%   | 1,211,964<br>0.41%   | 2,644,056         | Carried                      |
| 02 RE-ELECTION OF MR. TSOGT TOGOO<br>A   | 199,172,455  | 98,689,555              | 237,954<br>0                         | 237,954                             | 78,844,927              | 200,203,083<br>66.98%   | 98,689,555<br>33.02% | 78,844,927        | Carried                      |
| 02 RE-ELECTION OF MR. PHILIP FORREST<br>B  | 282,581,963  | 94,100,170              | 237,954<br>0                         | 237,954                             | 24,804                  | 283,612,591<br>75.09%   | 94,100,170<br>24.91% | 24,804            | Carried                      |
| 02 RE-ELECTION OF MR. JAMES SOORLEY<br>C   | 281,868,107  | 94,805,646              | 265,954<br>0                         | 265,954                             | 5,184                   | 282,243,618<br>74.86%   | 94,805,646<br>25.14% | 5,184             | Carried                      |
| 03 APPROVAL OF INCREASE TO MAXIMUM<br>ANNUAL AGGREGATE REMUNERATION<br>FOR NON-EXECUTIVE DIRECTORS           | 287,191,429  | 7,203,548               | 218,942<br>0                         | 218,942                             | 2,669,423               | 288,203,045<br>97.56%   | 7,203,548<br>2.44%   | 2,669,423         | Carried                      |
| 04 APPROVAL OF SHARE ISSUE TO MR<br>WALLACE KING AO UNDER<br>NON-EXECUTIVE CHAIRMAN<br>APPOINTMENT AGREEMENT | 365,949,830  | 9,342,818               | 226,687<br>14,950                    | 241,637                             | 1,410,606               | 366,984,141<br>97.52%   | 9,342,818<br>2.48%   | 1,410,606         | Carried                      |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>A OPTIONS TO MR WALLACE KING AO                                      | 288,974,523  | 87,763,631              | 188,687<br>14,950                    | 203,637                             | 3,100                   | 289,970,834<br>76.77%   | 87,763,631<br>23.23% | 3,100             | Carried                      |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>B OPTIONS TO MR MR CRAIG WALLACE                                     | 371,427,981  | 5,256,093               | 232,567<br>14,950                    | 247,517                             | 3,100                   | 372,468,172<br>98.61%   | 5,256,093<br>1.39%   | 3,100             | Carried                      |

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

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|   |  |                         | Other Nominated<br>Person/s          |                                     |                         |   |                       |                   |                              |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>C OPTIONS TO MR MATTHEW HUNTER                      | 197,469,248  | 84,123,149              | 259,487<br>14,950                    | 274,437                             | 94,721,998              | 198,536,359<br>70.24%   | 84,123,149<br>29.76%  | 94,721,998        | Carried                      |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>D OPTIONS TO MR PAUL ANDERSON                       | 129,622,965  | 167,819,296             | 188,687<br>14,950                    | 203,637                             | 79,279,491              | 130,619,276<br>43.77%   | 167,819,296<br>56.23% | 79,279,491        | Not Carried                  |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>E OPTIONS TO MR TSOGT TOGOO                         | 195,594,337  | 180,857,317             | 478,187<br>14,950                    | 493,137                             | 100                     | 196,880,148<br>52.12%   | 180,857,317<br>47.88% | 100               | Carried                      |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>F OPTIONS TO MR PHILIP FORREST                      | 278,441,926  | 98,299,228              | 188,687<br>14,950                    | 203,637                             | 100                     | 279,438,237<br>73.98%   | 98,299,228<br>26.02%  | 100               | Carried                      |
| 05 APPROVAL FOR THE COMPANY TO ISSUE<br>G OPTIONS TO MR JAMES SOORLEY                       | 278,148,123  | 98,593,031              | 188,687<br>14,950                    | 203,637                             | 100                     | 279,144,434<br>73.90%   | 98,593,031<br>26.10%  | 100               | Carried                      |
| 06 RATIFICATION OF THE ISSUE OF 1,500,000<br>A UNLISTED OPTIONS                             | 375,337,344  | 1,367,527               | 219,683<br>14,950                    | 234,633                             | 5,387                   | 376,256,094<br>99.64%   | 1,367,527<br>0.36%    | 113,944           | Carried                      |
| 06 RATIFICATION OF THE ISSUE AND<br>B ALLOTMENT OF 16,666,667 FULLY PAID<br>ORDINARY SHARES | 306,318,473  | 856,259                 | 235,138<br>14,950                    | 250,088                             | 69,520,071              | 307,252,678<br>99.72%   | 856,259<br>0.28%      | 69,628,628        | Carried                      |
| 06 RATIFICATION OF THE ISSUE AND<br>C ALLOTMENT OF 9,230,769 FULLY PAID<br>ORDINARY SHARES  | 348,163,920  | 848,556                 | 235,138<br>14,950                    | 250,088                             | 27,682,327              | 349,098,125<br>99.76%   | 848,556<br>0.24%      | 27,790,884        | Carried                      |

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|  |  |                         | <i>Other Nominated<br/>Person/s</i>          |                                     |                         |   |                      |                   |                              |
| 07 ISSUE OF CONVERTIBLE NOTES TO OCP<br>ASIA (SINGAPORE) PTE LIMITED | 199,807,243  | 83,846,722              | 235,138<br>14,950                            | 250,088                             | 93,040,838              | 200,741,448<br>70.54%   | 83,846,722<br>29.46% | 93,149,395        | Carried                      |
| 08 APPROVAL OF 10% ADDITIONAL<br>PLACEMENT CAPACITY                  | 291,942,570  | 84,751,530              | 235,138<br>14,950                            | 250,088                             | 703                     | 292,876,775<br>77.56%   | 84,751,530<br>22.44% | 109,260           | Carried                      |

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