



Announcement Summary

Entity name

TERRAMIN AUSTRALIA LIMITED.

Date of this announcement

Wednesday January 03, 2024

The +securities the subject of this notification are:

Other

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Unlisted Convertible Note (January 2024)	1	03/01/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

TERRAMIN AUSTRALIA LIMITED.

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

67062576238

1.3 ASX issuer code

TZN

1.4 The announcement is

New announcement

1.5 Date of this announcement

3/1/2024



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

Other

Please specify

In relation to the Appendix 3B lodged on 2 January 2024.

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Convertible Note (January 2024)

+Security type

+Convertible debt securities

ISIN code

Date the +securities the subject of this notification were issued

3/1/2024

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

<https://www.asx.com.au/markets/company/TZN>

+Convertible debt securities Details

Type of +security

Convertible note or bond

+Security currency

USD - US Dollar

Face value

USD 6,680,000.00000000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Annual

First interest payment date

Interest rate per annum

2.50 %

Is the interest rate per annum estimated at this time?

No

s128F of the Income Tax Assessment Act status applicable to the +security

s128F exemption status unknown



Is the +security perpetual (i.e. no maturity)?

No

Maturity date

3/1/2027

Select other feature(s) applicable to the +security

Convertible

Redeemable

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

Yes

If yes, what is the first trigger date?

3/1/2026

Details of the existing class of +security that will be issued if the securities are converted, transformed or exchanged

Other

Description

Unlisted Convertible Note (January 2024)

Any other information the entity wishes to provide about the +securities the subject of this notification

Refer to details of the ASX Announcement dated 2 January 2024, "Terramin secures US\$6.68 million investment".

Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

Appendix 3B was lodged on 2 January 2024.

Issue details

Number of +securities

1

Were the +securities issued for a cash consideration?

Yes

In what currency was the cash consideration being paid?

USD - US Dollar

What was the issue price per +security?

USD 6,680,000.00000000

Purpose of the issue

Other

Additional Details

To raise capital for working capital, project funding and repayment of short-term debt facilities.

Part 4 - +Securities on issue

**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
TZN : ORDINARY FULLY PAID	2,116,562,720

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
TZNAS : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	10,000,000
New class - code to be confirmed : Unlisted Convertible Note (January 2024)	1



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

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

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

251,681,804 (this is an estimate - the subscriber can convert the Note to fully paid ordinary shares in Terramin Australia Limited after 3 January 2026 and before the maturity date of 3 January 2027. The conversion price is contingent on the share price and exchange rate on the date of conversion).

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No