



Terragen Holdings Limited (ASX: TGH)

9 June 2023

Not for release to US wire services or distribution in the United States

SHARE PURCHASE PLAN

Dear Shareholder,

On 8 June 2023, Terragen Holdings Limited (**Terragen** or **Company**) announced that it was undertaking an offer under a Share Purchase Plan (**SPP Offer**) to raise approximately \$1.0 million.

Under the SPP Offer, Eligible Shareholders will be able to apply for new ordinary shares (**New Share**) at the issue price of \$0.024 per New Share up to a maximum application size of \$30,000, being the same price to be paid by participants in the \$3.7 million Placement announced by Terragen on 8 June 2023.

In respect of the SPP Offer, Eligible Shareholders, are shareholders who:

- held Terragen ordinary shares at 7.00pm (AEST) on 7 June 2023 (**Record Date**);
- had a registered address in Australia or New Zealand; and
- are not in the United States, and are not acting for the account or benefit of a person in the United States.

(**Eligible Shareholder**).

Eligible Shareholders may apply for New Shares in the following increments, from a minimum of \$1,000 up to a maximum of \$30,000.

	SPP Application Amount	Number of New Shares which may be purchased
Offer A	\$30,000	1,250,000
Offer B	\$25,000	1,041,666
Offer C	\$20,000	833,333
Offer D	\$15,000	625,000
Offer E	\$10,000	416,666
Offer F	\$7,500	312,500
Offer G	\$5,000	208,333

Terragen Holdings Limited

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Offer H	\$2,000	83,333
Offer I	\$1,000	41,666

Participation in the SPP Offer is optional. Depending on applications received, the Company may, in its absolute discretion, undertake a scale back so that not more than \$1,000,000 is raised under the SPP Offer (or alternatively, may accept oversubscriptions). Scale back decisions are made by the Board in consultation with the Lead Manager and are final. In the case of a scale back, an Eligible Shareholder may receive less New Shares than they applied for, should this occur, subject to the Terms and Conditions, Terragen will refund any excess application funds.

The SPP Offer is subject to the terms and conditions set out in the share purchase plan issued under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**Share Purchase Plan**) (**Terms and Conditions**). By lodging an Application for New Shares under the Share Purchase Plan you agree to be bound by the Share Purchase Plan Terms and Conditions. A copy of the Share Purchase Plan, along with instructions on how to apply for New Shares under the SPP Offer, and submit payment by BPAY, is available online at <https://events.miraqle.com/tgh-spp> or you can request a physical copy of the Share Purchase Plan from the Company by following the instructions below.

If you have any questions in relation to the SPP Offer please contact the Offer Information Line on 1800 237 687 (+61 1800 237 687 for international).

This letter is to notify you that the SPP Offer is now open and provide you with instructions as to how to obtain a copy of the Share Purchase Plan and your personalised Application Form.

How to obtain a copy of the Share Purchase Plan and your personalised Application Form

- 1. ONLINE** The Share Purchase Plan and your personalised Application Form are available to view online at <https://events.miraqle.com/tgh-spp>. To access this website, you will need your SRN or HIN.
- 2. PAPER** You can request a paper copy of the Share Purchase Plan and a personalised Application Form by contacting the Offer Information Line on 1800 237 687 (+61 1800 237 687 for international).

Please note that there may be delays in the delivery of the Share Purchase Plan and your personalised Application Form via post. The Company takes no responsibility for any late delivery of the Share Purchase Plan and strongly encourages you to apply online.

The SPP Offer is scheduled to close at 5:00pm (AEST) on 30 June 2023 (Closing Date). Your Application and Payment must be received before this time.

You should read the Share Purchase Plan carefully and in its entirety before deciding whether to participate in the SPP Offer. Terragen strongly advises that you seek advice from your stockbroker, solicitor, accountant or other professional advisor to determine if this investment is suitable for you.

Key Dates¹

Record Date	7:00pm, 7 June 2023
Despatch of Share Purchase Plan	9 June 2023
Opening Date of SPP Offer	9:00am, 9 June 2023
Issue of New Shares under the Tranche 1 Placement	15 June 2023
Closing Date for SPP Offer	5:00pm, 30 June 2023
Issue of New Shares under the SPP Offer	6 July 2023
Despatch of Holding Statements for Shares under SPP Offer	7 July 2023
Trading commences for Shares under SPP Offer	7 July 2023

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General Meeting	18 August 2023
Issue of New Shares under the Placement (those requiring Shareholder approval) as approved at the General Meeting	23 August 2023

⁽¹⁾ Terragen reserves the right to close the SPP earlier than this date or extend the SPP for longer, subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

Action required by Eligible Retail Shareholders

Eligible Shareholders may participate in the SPP Offer by:

- submitting a BPAY payment if you are an Eligible Shareholder with a registered address in Australia; or
- making a payment by direct transfer, if you are an Eligible Shareholder with a registered address in New Zealand

in accordance with the instructions provided.

Application Monies must be paid in Australian currency and be received before 5:00pm (AEST) on 30 June 2023 (Closing Date). Terragen reserves the right to close the SPP Offer early or extend the SPP Offer at its sole discretion.

Participation in the SPP Offer is optional and Eligible Shareholders may elect to do nothing. If you choose to do nothing, you will continue to hold the same number of Terragen Shares, however, your interest in Terragen will be diluted. Your right to participate in the SPP Offer is not transferable.

As noted above, you may obtain a copy of the offer booklet along with information about how to apply online at <https://events.miraqle.com/tgh-spp>.

**Yours Sincerely,
On behalf of Terragen Holdings Limited**



Myles Brennan
Managing Director

Not an offer of securities outside Australia and New Zealand

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