



**TerraCom Limited**  
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Townsville, Queensland, 4810  
Australia  
+61 7 47 24 2582  
ABN: 35 143 533 537

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

20 November 2015

## **ASX ANNOUNCEMENT**

### **Addendum to Notice of AGM**

**TerraCom Limited** (Formerly Guildford Coal Limited) (**ASX:TER**) (**TerraCom, or the Company**), advises the Company has prepared an Addendum to the Notice of Annual General Meeting scheduled for 30 November, 2015. The Addendum, which also includes a Supplementary Proxy Form, will be dispatched to shareholders today, 20 November, 2015.

A copy of each of these documents is attached. Also included is a letter to shareholders from the Chairman, the Honourable Craig Wallace, which explains the Addendum to the Notice of Meeting and Supplementary Proxy Form and summarises the Directors' recommendation in relation to the resolution.

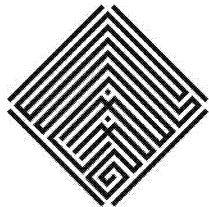
The documents may be viewed on the Company's website at: [www.terracomresources.com](http://www.terracomresources.com).

#### **ABOUT TERRACOM LIMITED [www.terracomresources.com.au](http://www.terracomresources.com.au)**

TerraCom has recently transitioned from being an explorer to miner. Production at the Baruun Noyon Uul (BNU) coking coal mine in the South Gobi Mongolia successfully restarted in late 2014. TerraCom has recently secured offtake agreements with 2 end-users in China. The Company's goal is to become one of the largest and highest quality coking coal producers in Mongolia, providing exceptional value for its steel-producing customers. TerraCom is also focused on developing two priority projects in Queensland, Australia: the large thermal coal Northern Galilee Project and the high energy PCI/thermal coal Springsure Project.

***Please contact Tony Mooney, +61 423 841 259 for further information.***

**Anthony Mooney AM**  
Company Secretary



**TERRACOM**

20 November 2015

Dear Shareholder

### **ANNUAL GENERAL MEETING**

You will have recently received a Notice of Annual General Meeting (**Notice**) from Guilford Coal Limited (now TerraCom Limited) (the **Company**) dated 27 October 2015. I am writing to you now with notice of an additional conditional resolution to be proposed at the Annual General Meeting of the Company to be held at Dalton Room, Quality Suites Pioneer Sands, 19 Carters Lane, Towradgi, Wollongong NSW 2518, Australia commencing at 1.00pm ADST on Monday, 30 November 2015 (the **Meeting**). The date and time of the Meeting have not changed.

### **ADDITIONAL CONDITONAL RESOLUTION**

The additional resolution set out in the attached Addendum to the Notice (**Resolution 8**) relates to a conditional spill resolution in accordance with section 250V of the Corporations Act. It will only be considered at the Meeting if 25% or more of the votes cast on Resolution 1 are against the adoption of the Company's 2015 Remuneration Report.

Resolution 8 will be proposed as an ordinary resolution and is in addition to the resolutions included in the original Notice.

Full details regarding the additional resolution are set out in the Explanatory Notes attached to this Addendum.

### **ACTION TO BE TAKEN**

A supplementary proxy form relating to Resolution 8 accompanies this document. This supplementary proxy form is provided in addition to the original proxy form (for Resolutions 1 to 7) which shareholders will have received with the Notice dated 27 October 2015.

If you have not yet submitted the original proxy form, please complete and lodge both the original proxy form and the accompanying supplementary proxy form by no later than 1.00pm ADST on Saturday 28 November 2015.

If you have already submitted the original proxy form, please complete and lodge the accompanying supplementary proxy form by no later than 1.00pm ADST on Saturday 28 November 2015.

Alternatively, if you do nothing, your original proxy form will apply and your votes in respect of Resolutions 1 to 7 proposed in the original Notice will be counted as valid, and you will be deemed to have given no direction on Resolution 8.

Yours faithfully,

**The Honourable Craig Wallace**  
**Chairman**

**TerraCom Limited**  
**(formerly Guildford Coal Limited)**  
**ACN 143 533 537**

**ADDENDUM TO**  
**NOTICE OF ANNUAL GENERAL**  
**MEETING**

A supplementary proxy form is enclosed

Please read the Addendum and Explanatory Notes carefully.

If you are unable to attend the Meeting please complete and return **both** the original proxy form (sent to members together with the Notice of Annual General Meeting) and the enclosed supplementary proxy form in accordance with the specified instructions.

## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

### TerraCom Limited

TerraCom Limited (formerly Guildford Coal Limited) (ACN 143 533 537) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of Meeting dated 27 October 2015 (**Notice**) in respect of the Annual General Meeting of the Company to be held at 1.00pm ADST on Monday 30 November 2015 at Dalton Room, Quality Suites Pioneer Sands, 19 Carters Lane, Towradgi, Wollongong NSW 2518, Australia (**Meeting**), the Directors have determined to add new Resolution 8 as set out below and to amend and supplement the information contained in the Explanatory Notes.

This Addendum (including Resolution 8 and the supplementary Explanatory Notes) should be read in conjunction with, and forms part of, the Notice. A copy of the original Notice can be found on the ASX website at <http://www.asx.com.au/asxpdf/20151030/pdf/432m8t3l7ldxr0.pdf>.

#### Resolution 8 – Holding a Spill Meeting

**Condition for Resolution 8:** *Resolution 8 will only be considered at the Meeting if 25% or more of the votes cast on Resolution 1 (Remuneration Report) are against the adoption of the Remuneration Report. The Explanatory Notes further explain the circumstances in which Resolution 8 will be put to the Meeting.*

To consider and, if thought appropriate, pass the following resolution as an ordinary resolution of the Company:

*"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being against the adoption of the Remuneration Report:*

- (a) a meeting of the Company's members be held within 90 days after the passing of this resolution (**Spill Meeting**);*
- (b) all of the Directors who were in office when the resolution to approve the Directors' Report for the year ended 30 June 2015 was passed (excluding the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

Note: The Chairman of the Meeting intends to vote all available proxies **against** this item of business.

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8:

- by or on behalf of a member of the Company's key management personnel (**KMP**) (being the Directors and the other KMP named in the Remuneration Report) or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 8:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

'Closely related party' is defined in the Corporations Act and includes the KMP's spouse, dependents and certain other close family members, as well as any companies controlled by a member of the KMP.

## EXPLANATORY MEMORANDUM

### Resolution 8 – Holding a Spill Meeting

The Corporations Act requires that, if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive Annual General Meetings are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a "Spill Resolution". This is commonly referred to as the "two-strikes rule".

At the Company's last Annual General Meeting, at least 25% of the votes cast on the resolution to adopt the 2014 Remuneration Report were against adopting the report.

If it is clear at this year's Meeting that 25% or more of the votes cast on Resolution 1 are against the adoption of the 2015 Remuneration Report, Resolution 8 will be put to the Meeting and voted on as required by section 250V of the Corporations Act (**Spill Resolution**).

If it is clear at the Meeting that less than 25% of the votes cast on Resolution 1 are against adopting the 2015 Remuneration Report at this year's Meeting, then there will be no second strike and Resolution 8 will not be put to the meeting.

If put, the Spill Resolution will be considered as an ordinary resolution.

Shareholders should note that if the Spill Resolution is passed:

- the Company will convene a general meeting of members to be held within 90 days of the date of this year's Meeting (**Spill Meeting**); and
- each of The Honourable Craig Wallace, Mr Tsogt Togoo, Ms Loo Hwee Fang, Mr Philip Forrest and Mr David Stone (**Relevant Directors**), will cease to hold office immediately before the end of the Spill Meeting.

Even if The Honourable Craig Wallace, Ms Loo Hwee Fang, Mr Philip Forrest and Mr David Stone are elected at the Meeting, they will still be subject to the Spill Resolution and will need to be re-elected at the Spill Meeting if they are to remain as Directors.

Each Relevant Director is eligible to seek re-election as a Director of the Company at the Spill Meeting.

### Directors' Recommendation

*The Board unanimously recommends that shareholders vote **against** the resolution to convene a Spill Meeting if Resolution 8 is put to shareholders.*

## INFORMATION FOR SHAREHOLDERS

**A supplementary proxy form accompanies this Addendum. This supplementary proxy form relates to Resolution 8 only.**

### Appointing a proxy

In order to appoint a proxy, you must lodge (or have already lodged) the original proxy form sent to shareholders with the Notice dated 27 October 2015 (**Original Proxy Form**) by **1.00pm ADST on Saturday 28 November 2015**. If you do not lodge the Original Proxy Form by this date you will not have validly appointed a proxy for the Meeting.

The supplementary proxy form will not change the identity of your proxy, it will merely instruct them how to vote on Resolution 8.

If you lodge a supplementary proxy form without also lodging an Original Proxy Form, you will not be able to vote on any of the resolutions, because you will not have validly appointed a proxy for the Meeting.

If you have misplaced your Original Proxy Form and need a new one, please contact the Share Registry, Link Market Services, at **1300 554 474** or visit their website at: **[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)**.

### **Voting on Resolutions 1 to 7**

In order to instruct your proxy how to vote on Resolutions 1 to 7 you should complete and lodge the Original Proxy Form by **1.00pm ADST on Saturday 28 November 2015**.

### **Voting on Resolutions 8**

In order to instruct your proxy how to vote on Resolution 8, please use the accompanying supplementary proxy form.

The supplementary proxy form must be signed by the member or the member's attorney. Supplementary proxy forms submitted by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To be valid, the supplementary proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy of that authority, must be received by the Company by **1.00pm ADST on Saturday 28 November 2015**.

### **Process for lodging proxy forms**

Original Proxy Forms and supplementary proxy forms may be submitted to the Company's share registry in any of the following ways:

in person: Guildford Coal Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes  
NSW 2138  
Australia

online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

by mail: Guildford Coal Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

by facsimile: + 61 2 9287 0309

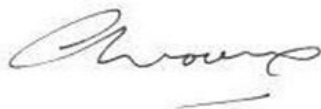
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### **By Order of the Board**

20 November 2015

date \_\_\_\_\_

sign here



\_\_\_\_\_  
Company Secretary



TERRACOM

ABN 35 143 533 537

## LODGE YOUR VOTE ON RESOLUTION 8

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Terracom Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## SUPPLEMENTARY PROXY FORM

I/We being a member(s) of Terracom Limited and entitled to attend and vote hereby appoint:

STEP 1

### APPOINTING A PROXY

In order to appoint a proxy, you must lodge (or have already lodged) the original proxy form sent to shareholders with the Notice of Meeting dated 27 October 2015 (**Original Proxy Form**) by **1:00pm (ADST) on Saturday, 28 November 2015**. If you do not lodge the Original Proxy Form by this date you will not have validly appointed a proxy for the Meeting.

This Supplementary Proxy Form will not change the identity of your proxy, it will merely instruct them how to vote on Resolution 8. If you lodge a Supplementary Proxy Form without also lodging an Original Proxy Form, you will not be able to vote on any of the resolutions, because you will not have validly appointed a proxy for the Meeting.

If you have misplaced your Original Proxy Form and need a new one, please contact the Share Registry, Link Market Services, on +61 1300 554 474 or visit their website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**Important for Resolution 8:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 8, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote all available proxies AGAINST Resolution 8.**

STEP 2

### VOTING DIRECTION ON RESOLUTION 8

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

**Resolution** For Against Abstain\*

8 Spill Resolution

**Important note:** Please be reminded that you will need to lodge (or have lodged) the Original Proxy Form in order to validly appoint a proxy for the Meeting. If you return this Supplementary Proxy Form without also lodging an Original Proxy Form, you will not be able to vote on any of the resolutions as you will not have validly appointed a proxy for the Meeting.



\* If you mark the Abstain box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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## HOW TO COMPLETE THIS SUPPLEMENTARY PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON RESOLUTION 8 – PROXY APPOINTMENT

You may direct your proxy how to vote on Resolution 8 by placing a mark in one of the boxes opposite that item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the item of business, your proxy may vote as he or she chooses. If you mark more than one box on the item your vote on that item will be invalid.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### LODGEMENT OF SUPPLEMENTARY PROXY FORM

This Supplementary Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Saturday, 28 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Supplementary Proxy Form received after that time will not be valid for the scheduled Meeting.

Supplementary Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Terracom Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**