

TITOMIC LIMITED ACN 602 793 644
('the Company')

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This is a supplementary prospectus (**'Supplementary Prospectus'**) intended to be read in conjunction with the Prospectus dated 10 August 2017 (**'Prospectus'**), issued by the Company for the purpose of the Offers to issue Shares in the Company and in connection with the Company's application to list on the ASX.

This Supplementary Prospectus is dated 17 August 2017 and was lodged with the ASIC on that date. ASIC and ASX take no responsibility for the contents of the Prospectus or this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. Pursuant to section 719(4) of the Corporations Act, the Prospectus is taken to include this Supplementary Prospectus. Terms used in this Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued in both hard copy and electronic versions. The electronic version of the Prospectus may be viewed online at www.titomic.com. The Public Offer is available to persons receiving an electronic version of the Prospectus and this Supplementary Prospectus in Australia on the basis set out in the Prospectus. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus.

During the period of the Offers, any person may obtain a hard copy of the Prospectus and this Supplementary Prospectus by contacting the Company. This Supplementary Prospectus does not constitute an offer or invitation in any place which, or to any person whom, it would not be lawful to make such an offer or invitation. The distribution of this Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Supplementary Prospectus should seek advice on and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1. Titomic's proprietary rights

The Company wishes to clarify a statement made in relation to the nature of its rights set out in the Prospectus. To effect this, the first paragraph in section 3.1 of the Prospectus (headed 'Introduction'), is deleted and replaced with the following:

Titomic is an Australian public unlisted company that proposes to list on the ASX and to raise sufficient capital to commercialise their metals additive manufacturing system, using its exclusive rights to commercialise, a proprietary and patented process, via this Prospectus.

2. Escrow

The Company wishes to clarify a statement made in relation to escrow in the Prospectus. To effect this, the last line of the first paragraph in section 9.3.1.4 of the Prospectus (headed 'Directors' shareholding'), which reads as follows; *'These shares will be subject to voluntary escrow arrangements for a period of up to 24 months from the date on which quotation of these Shares commences.'*, is deleted and replaced with the following:

These Shares and the Shares to be issued under the PAC Offer, including certain Shares held by seed investors, related parties of Titomic and promoters, and shares to be issued to related parties of Titomic and promoters under the Public Offer, will be subject to ASX imposed escrow for a period of up to 24 months following quotation.

3. SUBSCRIPTIONS UNDER OFFER

The Company wishes to make further disclosure about its expectation that certain related parties of the Directors will subscribe for and be issued Shares under the Public Offer. To effect this further disclosure, at the end of section 9.3.1.4 of the Prospectus (headed 'Directors' shareholding'), the following is inserted:

The above paragraphs disclose the Shares expected to be held by the Directors either personally, or through entities or parties associated with the Director, prior to, and on completion of the Offers. In addition to these Shares, it is expected that certain related parties of the Directors will subscribe for, and be issued with, Shares under the Public Offer, as follows:

SUBSCRIBING PERSON/ENTITY*	RELATIONSHIP TO DIRECTOR	SHAREHOLDING (PRIOR TO COMPLETION OF THE OFFERS)	SHARES EXPECTED TO BE ACQUIRED AS PART OF THE PUBLIC OFFER	EXPECTED SHAREHOLDING (ON COMPLETION OF THE OFFERS)	% SHAREHOLDING (ON COMPLETION OF THE OFFERS)
Langson and Associates Pty Ltd as trustees for the Lang Family Superannuation Fund	Entity controlled by Jeffrey Lang's father	Nil	100,000	100,000	0.09%
Luke Marriott Enterprises Pty Ltd ATF Marriott Family Trust No 1	Entity controlled by Simon Marriott's father	Nil	575,000	575,000	0.51%
RJC Willson Nominees Pty Ltd <Willson Super Fund>	Entity controlled by Richard Willson's parents	Nil	375,000	375,000	0.33%
Total		Nil	1,050,000	1,050,000	0.93%

**While the parties listed above are related parties of the Company under the Corporations Act, the Company considers that the relevant related Directors do not hold a relevant interest in these Shares under the Corporations Act and therefore these Shares are not required to be included as part of the Directors' expected holdings.*

4. DISCLOSURE OF SUBSTANTIAL HOLDERS

The Company wishes to make further disclosure about its substantial shareholders both at the date of the Prospectus and on completion of the Offers. To effect this further disclosure, a new section, section 4.1.8 is inserted in the Prospectus following section 4.1.7 (headed 'Financial and other information about Titomic'), as follows:

4.1.8 Substantial shareholders

The Shareholders in the Company holding 5% or more of the Shares on issue, both at the date of this Prospectus and on completion of the Offers are set out below:

As at the date of the Prospectus:

SUBSTANTIAL SHAREHOLDERS	SHARES HELD	PERCENTAGE
Presco 2 Pty Ltd <Richard Fox Family A/C> ¹	27,944,012	37.3 %
Jeffrey David Lang <Akasha Family A/C> ²	10,004,342	13.3%
Presco 3 Pty Ltd <Timothy Fox Family A/C>	8,626,646	11.50%
SBPM Pty Ltd <Innovyz Invest No 2 Unit A/C> ³	5,175,000	6.90%

¹Presco 2 Pty Ltd is an entity controlled by Richard Fox, a non-executive director of the Company.

²Jeffrey David Lang is an executive director of the Company.

³Philip Vafiadis is a non-executive director of the Company, is also a director and shareholder in SBPM Pty Ltd.

On completion of the Offers (assuming that no Options are exercised and that no existing Substantial Shareholder subscribes for and receives additional Shares pursuant to the Public Offer):

SUBSTANTIAL SHAREHOLDER	SHARES HELD	PERCENTAGE
Presco 2 Pty Ltd <Richard Fox Family A/C> ¹	27,944,012	24.66%
Jeffrey David Lang <Akasha Family A/C> ²	10,004,342	8.83%
Presco 3 Pty Ltd <Timothy Fox Family A/C>	8,626,646	7.61%

¹Presco 2 Pty Ltd is an entity controlled by Richard Fox, a non-executive director of the Company

²Jeffrey David Lang is an executive director of the Company.

The Company anticipates that all Shares noted in the tables above will be the subject to ASX escrow restrictions, being in aggregate 51,750,000 Shares. Following completion of the Offers and prior to the Shares commencing trading on the ASX, the Company will announce to the ASX details of its top 20 Shareholders and the total number of Shares that will be subject to escrow restrictions. Please refer to section 4.7 for further information with respect to anticipated escrow arrangements.

5. ASX CORPORATE GOVERNANCE

The Company wishes to make further disclosure about its compliance with the ASX Recommendations. To effect this further disclosure, the paragraph headed 'Independence', being the third bullet point in section 9.4.1 of the Prospectus (on page 129) shall be deleted and replaced with the following:

- **(Independence):** ASX Recommendations 2.1 (Nomination Committee), 7.1 (Risk Committee) and 4.1 (Remuneration Committee) recommend that the nomination committee, risk committee and remuneration committee of ASX listed companies have, at least three members (a majority of whom are independent directors) and is chaired by an independent director.

ASX Recommendation 4.1 (Audit Committee) recommends that the audit committee of an ASX listed company have, at least three members, all of whom are non-executive directors and a majority of whom are independent directors and that the committee is chaired by an independent director, who is not the chair of the board.

The policies adopted by the Company depart from these recommendations, as follows:

- *Titomic's Audit & Risk Committee is not comprised solely of non-executive directors, as Simon Marriott, executive director, is a member. Likewise, the Committee does not have a majority of independent directors, as there is only one independent director (Richard Willson).*
- *Titomic's Remuneration & Nomination Committee does not have a majority of independent members, but rather one independent director (Richard Willson).*

While the Company is committed to maintaining independence on the Board and its committees, the Board believes that the Company is not yet at a size where it is appropriate for more than one independent director to be appointed to the Board.

The Company also wishes to make further disclosure regarding its securities trading policy, by inserting an additional bullet point in Section 9.4.1 of the Prospectus (to immediately follow the bullet point relating to 'Independence', referred to above), as follows:

- **(Trading Policy)** *ASX Listing Rules Guidance Note 27 states that it is generally considered best practice for a company's closure periods (being fixed periods when a company's key management personnel are prohibited from trading its securities), to commence one or two weeks before close of books at half- and full- year end and finish a reasonable period after to give the market sufficient time to absorb the results and reflect them in the market place.*

The Company's Security Trading Policy satisfies the ASX's guidance to the extent that it provides for a closure period of two weeks prior to half yearly and annual results, but does not provide for a closure period following the release of the results. As the policy does provide for additional closure periods (including two weeks prior to the notice of a release of a shareholders' meeting and a week prior to the release of the quarterly announcement), which may be extended at the Board's discretion, and also contains an overarching 'insider trading prohibitions', the Board believes that the policy adequately protects the interest of the market against insider trading and market manipulation.

6. TRANSPOSITION ERROR

In the table on page 35 of the Prospectus, due to a transposition error, the Benefit to PAC Partners Pty Ltd is misstated. To correct this error, the number '5,619,050' is deleted and replaced with '5,819,050'.

7. RIGHT TO WITHDRAW

In accordance with the Corporations Act, the Company must give Applicants who have applied for Shares under the Prospectus a copy of this Supplementary Prospectus, and a one (1) month right from the date of Supplementary Prospectus to withdraw their Application and be repaid their Application Money in full.

If an Applicant elects to withdraw their Application, the Company will not pay interest on Application Monies refunded.

Any Applicant investor who has already submitted an Application as at the date of this Supplementary Prospectus, and wishes to obtain a refund of their Application Monies, should provide a written request to the Company as set out below by 5pm (EST) on 18 September 2017.

Applicants may withdraw their Applications and be repaid any Application Monies upon written request to the Company as follows:

Mailed or delivered to:

*Titomic Limited
Computershare Investor Services Pty Ltd
452 Johnston Street
Abbotsford VIC 3067*

Please note: The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that Applicant.

8. DIRECTORS' CONSENT

Each of the Directors of Titomic Limited has consented to the lodgment of this Supplementary Prospectus with ASIC.

Signed for and on behalf of Titomic Limited

A handwritten signature in black ink, appearing to be 'S. Marriott', written over a light blue circular stamp.

Simon Marriott
Executive Director, Titomic Limited

Dated: 17 August 2017

This is an important document and should be read in its entirety. If you do not understand this Supplementary Prospectus you should consult your professional advisers without delay. The Shares offered by this Supplementary Prospectus are of a speculative nature.