



## Demonstration Video of Pipe Technology & Appendix 3B

**Melbourne, Australia, February 13<sup>th</sup>, 2019:** Australian advanced manufacturing company Titomic Limited (ASX: TTT) ("Titomic" or "Company") today provides the following additional information:

- a) a video from Titomic's pipe technology launch event showing the Company's ability to immediately use the new exclusively licensed CSIRO patented technologies to produce a section of titanium pipe is available on the Company's website via the following link:  
<http://www.titomic.com/titomic-exclusively-licenses-2-new-patents-from-csiro>.
- b) an Appendix 3B and required additional information in accordance with ASX Listing Rule 3.10.5A following the allotment of securities as part of the Exclusive License Agreement with CSIRO and Acquisition Agreement with Future Titanium Technologies announced on 8<sup>th</sup> February 2019 is appended below.

### **Contacts:**

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### **Forward-looking statements:**

Certain statements made in this release are forward-looking statements and are based on Titomic's current expectations, estimates and projections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. Although Titomic believes the forward-looking statements are based on reasonable assumptions, they are subject to certain risks and uncertainties, some of which are beyond Titomic's control, including those risks or uncertainties inherent in the process of both developing and commercialising technology. As a result, actual results could materially differ from those expressed or forecasted in the forward-looking statements. The forward-looking statements made in this release relate only to events as of the date on which the statements are made. Titomic will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

## Appendix 3B

### New Issue Announcement, Application for Quotation of Additional Securities and Agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

**Name of entity**

Titomic Limited

**ABN**

77 602 793 644

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | *Class of *securities issued or to be issued  | a) Fully paid ordinary shares (TTT)<br>b) Fully paid ordinary shares (TTT)<br>c) Unlisted options  |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued   | a) 100,000<br>b) 100,000<br>c) 100,000   |
| 3 | Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | a) Fully paid ordinary shares<br>b) Fully paid ordinary shares - voluntary escrowed for 12 months from the date of issue.<br>c) Unlisted Options exercisable at \$2.60 on or before 8 Feb 2021 |

+ See chapter 19 for defined terms.

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**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:  the date from which they do  the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>	<p>a) Yes, (TTT)  b) Yes, following 12-month escrow (TTT)  c) Yes, upon exercise (TTT)</p>
<p>5 Issue price or consideration</p>	<p>NIL</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Securities issued as consideration for acquisition of technology as announced to the ASX on Friday 8<sup>th</sup> Feb 2019.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>100,000 unlisted options</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>200,000 fully paid ordinary shares (TTT)</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>NIL</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>NIL</p>

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+ See chapter 19 for defined terms.

6g If \*securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the \*issue date and both values. Include the source of the VWAP calculation.

Yes

6h If \*securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

Friday 8<sup>th</sup> February 2019

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Refer to Annexure 1.

7 \*Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

Thursday 7<sup>th</sup> February 2019

8 Number and \*class of all \*securities quoted on ASX (including the \*securities in section 2 if applicable)

Number	*Class
64,588,335	Fully Paid Ordinary Shares (TTT)

9 Number and \*class of all \*securities not quoted on ASX (including the \*securities in section 2 if applicable)

Number	*Class
58,409,882	Fully Paid Ordinary Shares (TTTAB) (escrowed 24 months from quotation)
100,000	Fully Paid Ordinary Shares (escrowed until 8 <sup>th</sup> Feb 2019)
20,000,000	Performance Shares (TTTAD) (escrowed 24 months from quotation)
2,005,000	Unlisted options (TTTAC) exercisable at \$0.30 expiring on 31 May 2020 (escrowed 24 months from quotation)
140,123	Performance Shares Hurdle share price \$2.78 expiring on 28 Nov 2021.
100,000	Unlisted options exercisable at \$2.60 expiring 8 Feb 2021.

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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company currently has no dividend policy.

**Part 2 - Pro rata issue**

11 Is security holder approval required?

N/A

12 Is the issue renounceable or non-renounceable?

N/A

13 Ratio in which the +securities will be offered

N/A

14 +Class of +securities to which the offer relates

N/A

15 +Record date to determine entitlements

N/A

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

N/A

17 Policy for deciding entitlements in relation to fractions

N/A

18 Names of countries in which the entity has security holders who will not be sent new offer documents

N/A

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

N/A

20 Names of any underwriters

N/A

21 Amount of any underwriting fee or commission

N/A

22 Names of any brokers to the issue

N/A

23 Fee or commission payable to the broker to the issue

N/A

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+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of \*securities  
(tick one)

(a)  \*Securities described in Part 1

(b)  All other \*securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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**Entities that have ticked box 34(a)**  
**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
 If the additional +securities do not rank equally, please state:  
 the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment



41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another +security, clearly identify that other +security)



42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

## Quotation Agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company Secretary & CFO

Date: Monday, 11<sup>th</sup> February 2019

Print name:

**PETER VAUGHAN**

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+ See chapter 19 for defined terms.



# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	113,298,217
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <span style="float: right;">NIL</span></li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <span style="float: right;">9,600,000</span></li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period <span style="float: right;">NIL</span></li> </ul>	
<b>Note:</b> <ul style="list-style-type: none"> <li>• Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	NIL
<b>“A”</b>	122,898,217

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15
	<i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	18,434,733

+ See chapter 19 for defined terms.

<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	100,000
<b>"C"</b>	<b>100,000</b>

<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	18,434,733
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	100,000
<b>Total ["A" x 0.15] – "C"</b>	<p>18,334,733</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	12,289,822

<b>Step 2: Calculate 10% of “A”</b>	
“D”	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	12,289,822

<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	200,000
“E”	200,000

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	12,289,822
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	200,000
<b>Total [“A” x 0.10] – “E”</b>	12,089,822 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

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The following information is provided as required under LR3.10.5A:

The Company issued the 200,000 fully paid ordinary shares under its Listing Rule 7.1A 10% Capacity (Capacity Shares).

- a) the dilutive effect on existing shareholders of the 10% Capacity Shares is as follows:

No. of shares on issue prior to this allotment of securities	122,898,217
Shares issued to investor under LR7.1A	200,000
Dilution as a result of issue under LR7.1A	0.16%
Shares issued to investor under LR7.1 as part of this allotment securities	Nil
<b>Total number of shares now on issue</b>	<b>123,098,217</b>

- b) As described in the ASX Announcement dated Friday 8<sup>th</sup> February 2019, the allotment of securities formed part of the consideration paid to Future Titanium Technologies under a tri-partisan agreement with CSIRO for the exclusive global rights to license two new patented technologies for:

- the production of Pipe; and
- the production of Continuous Pipe manufactured using Titanium and Titanium Alloys

together with more than 8 years of exclusive innovative additive manufacturing techniques, background IP, and Know How for the production of pipe and pipe components including, but not limited to, Valves and Fitting Components.

The issue price of \$2.00 per share represented an 9.09% discount to the volume weighted average price (VWAP) of \$2.20 per share for the 15 days on which trades of the Company's shares were recorded on ASX up to and including 7<sup>th</sup> February 2019 (*data obtained from Iress Computer Share Trading System*).

- c) No underwriting arrangements were in place for this offer.
- d) Standard commercial legal, and issuances fees were payable on the allotment.

Further details regarding the issue of the securities is contained in the accompanying Appendix 3B.