



TITAN MINERALS LIMITED
ACN 117 790 897

SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) to be read with the prospectus dated 29 November 2023 (**Prospectus**) issued by Titan Minerals Limited (ACN 117 790 897) (**Company**).

This Supplementary Prospectus is dated 30 November 2023 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than the changes detailed in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus may be accessed at <https://www.titanminerals.com.au/>.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

2 Supplementary Prospectus

The purpose of this Supplementary Prospectus is to make the following revisions to the Prospectus:

- (a) Delete the summary to "*What are the terms of the Attaching Options?*" in the Investment Overview Section and replace it with the following:

What are the terms of the Attaching Options?

The Attaching Options will be issued on the basis of one (1) Attaching Option for every one (1) New Share subscribed for and issued under the Entitlement Offer. The Attaching Options have an exercise price of A\$0.035 each, expiring on 31 January 2025. The terms and conditions of the Attaching Options are detailed in Section 7.2(a).

The Company will not seek quotation of the Attaching Options.

- (b) Delete the summary to "*What are the terms of the Bonus Options?*" in the Investment Overview Section and replace it with the following:

<i>What are the terms of the Bonus Options?</i>	<p><i>The Bonus Options will be issued on the basis of one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued under the Entitlement Offer. The Bonus Options will have an exercise price of A\$0.07 each, expiring on 31 January 2027.</i></p> <p><i>The Bonus Options are subject to a vesting condition that each Bonus Option will only vest and become exercisable if the Eligible Shareholder exercises two (2) Attaching Options on or before the Attaching Option Expiry Date. Any unvested Bonus Options will automatically lapse on the Attaching Option Expiry Date. The terms and conditions of the Bonus Options are detailed in Section 7.2(b).</i></p> <p><i>The Company will not seek quotation of the Bonus Options.</i></p>	Section 7.2(b)
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- (c) Delete note 4 to the table in Section 4.3 in its entirety and replace it with the following:

4. 381,238,314 Options, comprising of the following

- (a) *254,158,876 Attaching Options each with exercise price of A\$0.035, expiring on 31 January 2025. Refer to Section 7.2(a) for the terms and conditions of the Attaching Options;*
- (b) *127,079,438 Bonus Options each with exercise price of A\$0.07, expiring on 31 January 2027. Refer to Section 7.2(b) for the terms and conditions of the Bonus Options;*

- (d) Delete note (c) in Section 5.2(c) in its entirety and replace it with the following:

the issue of 254,158,876 Attaching Options with an exercise price of A\$0.035 each, expiring on 31 January 2025;

- (e) Delete note (d) in Section 5.2(d) in its entirety and replace it with the following:

the 127,079,438 Bonus Options with an exercise price of A\$0.07 each, expiring on 31 January 2027;

- (f) Delete the second sentence in Section 7.2(a)(ii) in its entirety and replace it with the following:

*Each Attaching Option will expire on 31 January 2025 (**Attaching Option Expiry Date**).*

- (g) Delete the second sentence in Section 7.2(b)(ii) in its entirety and replace it with the following:

*Each Bonus Option will expire on 31 January 2027 (**Bonus Option Expiry Date**).*

- (h) Delete the definition "Attaching Option Expiry Date" in Section 10 in its entirety and replace it with the following:

Attaching Option Expiry Date means 31 January 2025.

3 Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4 Directors' authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of the Company by:



Matthew Carr
Non-Executive Director
Dated: 30 November 2023