



TITAN MINERALS LIMITED
ACN 117 790 897

REFRESH SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a refresh supplementary prospectus (**Refresh Supplementary Prospectus**) intended to be read with the prospectus dated 30 July 2024 (**Prospectus**) issued by Titan Minerals Limited ACN 117 790 897 (the **Company**).

This Refresh Supplementary Prospectus is dated 23 September 2024 and was lodged with ASIC and ASX on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Refresh Supplementary Prospectus.

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

This Refresh Supplementary Prospectus and the Prospectus may be accessed at <https://www.titanminerals.com.au/>. The Company will send a copy of this Refresh Supplementary Prospectus to all Applicants who have subscribed for Replacement Attaching Options under the Options Offer up to the date of this Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus is intended to be a "refresh document" as defined in section 724(3H) of the Corporations Act, as inserted by the *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (Instrument)*, and has been lodged with ASIC in accordance with section 724(3G) of the Corporations Act as inserted by the Instrument.

Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Refresh Supplementary Prospectus relates.

This Refresh 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 Refresh Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

2 Purpose of this Refresh Supplementary Prospectus

In accordance with section 723(3) of the Corporations Act, if a person offers securities under a disclosure document, such as a prospectus, and the disclosure document states or implies that the securities will be quoted on a financial market such as the ASX, and:

- (a) an application for quotation is not made within seven (7) days of the date of the disclosure document; or
- (b) the securities are not then admitted to quotation within three (3) months after the date of the disclosure document,

then:

- (c) an issue or transfer of securities in response to an application made under the disclosure document is void; and
- (d) the person offering the securities must return the money received from applicants as soon as possible.

By the issue of the Instrument, ASIC has varied the Corporations Act to allow companies to refresh the timing of the quotation conditions to commence from the date of a refresh document (i.e. this Refresh Supplementary Prospectus), such that the seven (7) day period to apply for quotation and the three (3) month period for the securities to be admitted to quotation are taken to commence from the date that the refresh document is lodged with ASIC. The Instrument imposes a number of requirements as to the content of the refresh document and on the company issuing the refresh document. This Refresh Supplementary Prospectus addresses those requirements.

The Company advises, as at the date of this Refresh Supplementary Prospectus, that:

- (a) the Company has not applied for quotation of the Replacement Attaching Options offered pursuant to the Options Offer;
- (b) the Company has not issued any Replacement Attaching Options, or cancelled any Attaching Options and Bonus Options; and
- (c) the Replacement Attaching Options have not been admitted to Official Quotation by ASX.

This Refresh Supplementary Prospectus has been prepared to:

- (a) extend the Closing Date of the Options Offer to 9.00am (WST) on 24 October 2024;
- (b) refresh the period for applying for quotation of the Replacement Attaching Options from seven (7) days from the date of issue of the Prospectus to seven (7) days from the date of this Refresh Supplementary Prospectus; and
- (c) refresh the period for admission to quotation of the Replacement Attaching Options offered under the Prospectus from three (3) months from the date of the Prospectus to three (3) months from the date of this Refresh Supplementary Prospectus.

3 Extension of Closing Date

The Board wishes to advise that the Closing Date of the Options Offer has been extended until 9:00am (WST) on 24 October 2024 and accordingly the Indicative Timetable detailed in the Prospectus (including references to each corresponding date in the Prospectus) is replaced with the following:

IMPORTANT DATES

Event	Date
Lodgment of Prospectus with ASIC and released to ASX	30 July 2024
Options Offer Opening Date	31 July 2024
Lodgement of Refresh Supplementary Prospectus	23 September 2024
Closing Date of Options Offer	24 October 2024
Cancellation of Attaching Options and Bonus Options	24 October 2024

Issue of Replacement Attaching Options	25 October 2024
Subject to satisfying ASX requirements, Official Quotation of the Replacement Attaching Options under the Options Offer	25 October 2024

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Replacement Attaching Options under the Options Offer. The Directors also reserve the right not to proceed with the whole or part of the Options Offer at any time prior to allotment.

4 Specific disclosures required by the Instrument

4.1 Quotation Condition

The Company did not apply to ASX within seven (7) days of the date of the Prospectus for Official Quotation of the Replacement Attaching Options. As at the date of this Refresh Supplementary Prospectus, the Replacement Attaching Options have not been admitted to quotation by the ASX.

The Company will apply for Official Quotation of the Replacement Attaching Options within seven (7) days of the date of this Refresh Supplementary Prospectus.

The Replacement Attaching Options will only be admitted to Official Quotation by ASX if conditions for quotation of a new class of securities are satisfied. As at the date of this Refresh Supplementary Prospectus, the ASX has not indicated that the Replacement Attaching Options will be admitted to quotation, on a conditional basis or otherwise.

Upon lodgement of this Refresh Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the quotation condition must be satisfied by 23 December 2024, being three (3) months after the date of this Refresh Supplementary Prospectus.

If ASX does not grant Official Quotation to the Replacement Attaching Options within three (3) months after the date of this Refresh Supplementary Prospectus, none of the Replacement Attaching Options will be issued.

The Company will seek Official Quotation for the Shares issued upon exercise of the Replacement Attaching Options.

4.2 Withdrawal rights

Any Applicant who, prior to the date of this Refresh Supplementary Prospectus, has lodged an Application for Replacement Attaching Options (**Existing Applicants**) will receive a copy of this Refresh Supplementary Prospectus.

All Existing Applicants have one (1) month from the date of this Refresh Supplementary Prospectus to withdraw their Application. Existing Applicants who withdraw their Application will continue to hold their Attaching Options and Bonus Options (ie. none of their Attaching Options and Bonus Options will be cancelled).

An Existing Applicant who wishes to withdraw their Application must submit a written request to the Company by mail or delivery to the address detailed below so that it is received within one (1) month of the date of this Refresh Supplementary Prospectus (i.e. by 5.00pm (WST) on 23 October 2024) (**Withdrawal Period**).

Mailing Address:

Titan Minerals Limited
1/295 Rokeby Rd
Subiaco WA 6020

Email Address:

newoptions@titanminerals.com.au

If you do not wish to withdraw your Application, you do not need to take any action.

4.3 Applications Received

Only Eligible Participants may participate in the Options Offer.

As at the date of this Refresh Supplementary Prospectus, the Company has received Applications for 20,104,786 Replacement Attaching Options. The Company has not issued any Replacement Attaching Options or cancelled any Attaching Options and Bonus Options.

No funds will be raised as a result of the Options Offer as the Replacement Attaching Options offered under the Options Offer are offered for nil cash consideration.

4.4 Applications

The Options Offer will remain open during the Withdrawal Period and will close on the Closing Date (9.00am (WST) on 24 October 2024). Eligible Participants who have not submitted their personalised Acceptance and Application Forms may do so on or before 9.00am (WST) on the Closing Date. Please refer to Section 1.9 of the Prospectus and your personalised Acceptance and Application Form for details on how to complete and return your Acceptance and Application Form.

Eligible Participants who have lodged an Application and do not wish to withdraw your Application, do not need to take any action.

Eligible Participants who have lodged an Application and has, since lodgement of that Application, exercised all, or a portion of, their Attaching Options, will be taken to have withdrawn their Application. If an Eligible Participant has exercised a portion of their Attaching Options and wishes to subscribe for New Replacement Attaching Options in respect to their remaining portion of Attaching Options, the Eligible Participant will need to submit a new Acceptance and Application Form on or before the Closing Date.

5 General

Other than as provided in this Refresh Supplementary Prospectus, all other information detailed in the Prospectus remains unchanged.

6 Consents

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

7 Directors' authorisation

This Refresh 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 Refresh Supplementary Prospectus with ASIC and has not withdrawn that consent.

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



Peter Cook
Non-Executive Chairman

Dated: 23 September 2024