



TITOMIC LIMITED (ASX:TTT)

PRE-QUOTATION DISCLOSURE NOTICE

19 SEPTEMBER 2017

The following information is required to be provided to ASX Limited (ASX) for release to the market in connection with the admission to the official list of, and official quotation of, fully paid ordinary shares in Titomic Limited (**Company**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the prospectus dated 10 August 2017 (**Prospectus**).

1. Close of the Offer under the Prospectus

The Company confirms that the offer of Shares under the Prospectus dated 10 August 2017, as varied by the supplementary prospectus dated 17 August 2017, has closed and that 32,500,000 Shares were issued with respect to the Offer at an issue price of \$0.20 per Share.

2. Receipt of Funds

The Company confirms that it has received cleared funds for the complete amount of the issue price of every fully paid security issued to every successful applicant for fully paid securities under the Prospectus, and encloses confirmation from the Share Registry.

3. Completion of Share Issue to PAC Partners Pty Ltd

The Company confirms that it completed the issue of 5,819,050 Shares for nil consideration to PAC Partners Pty Ltd on 18 September 2017.

4. Confirmation of Despatch

The Company encloses confirmation from the Share Registry under ASX Settlement Operating Rule 8.9.1 that CHESS Holding Notification statements and Issuer Sponsored Holding statements were despatched on 19 September 2017 to all CHESS holders and Issuer Sponsored Holders who participated in the Offers. Any required refunds have also been despatched.

5. Shareholder Spread

The Company confirms that there are at least 300 non-affiliated Shareholders, each having a parcel of Shares that are not restricted securities or subject to voluntary escrow with a value of at least \$2,000.

6. Free Float

The Company confirms that it has a free float of at least 20%.

7. Restriction Agreements

The Company encloses copies of restriction agreements entered into by the Company, together with undertakings provided by the Share Register in relation to the restricted securities of the Company.

8. Distribution Schedule

A distribution schedule setting out the numbers of holders of Shares and options in each of the following categories is provided below:

Range	Total holders	Units	% of Issued Capital
1 - 1,000	0	0	0.00%
1,001 - 5,000	2	10,000	0.01%
5,001 - 10,000	111	1,110,000	0.98%
10,001 - 100,000	306	14,739,898	13.01%
100,001 - 9,999,999,999	120	97,438,319	86.00%
Rounding			0.0%

9. Statement of 20 largest holders

The 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders, is provided below:

RANK	NAME AND ADDRESS	No. Shares	% of shares
1	PRESCO 2 PTY LTD <RICHARD FOX FAMILY A/C>	27,944,012	24.66
2	JEFFREY DAVID LANG <AKASHA FAMILY A/C>	10,004,342	8.83
3	PRESCO 3 PTY LTD <TIMOTHY FOX FAMILY A/C>	8,626,646	7.61
4	PAC PARTNERS PTY LTD	5,819,050	5.14
5	SBPM PTY LTD <INNOVYZ INVEST NO2 UNIT A/C>	5,175,000	4.57
6	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	2,500,000	2.21
7	GLEANEAGLE ASSET MANAGEMENT LTD <ALIUM ALPHA FUND>	2,444,445	2.16
8	SWHL INVESTMENTS PTY LTD <SWHL FAMILY A/C>	2,187,500	1.93
9	RAVEN INVESTMENT HOLDINGS PTY LTD <RAVEN INVESTMENT A/C>	1,291,667	1.14
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,250,000	1.10
11	PERSHING AUSTRALIA NOMINEES PTY LTD <ACCUM A/C>	1,040,000	0.92
12	J P MORGAN NOMINEES AUSTRALIA LIMITED	1,027,779	0.91
13	MR JOHN COLIN LOOSEMORE & MRS SUSAN MARJORY LOOSEMORE <LOOSEMORE SUPER FUND A/C>	916,667	0.81
14	SOLAR MATE PTY LTD <SFN FAMILY A/C>	833,334	0.74
15	J P MORGAN NOMINEES AUSTRALIA LIMITED	830,000	0.73
16	AUST EXECUTOR TRUSTEES LTD <CYAN C3G FUND>	750,000	0.66
17	MR ERROL BOME & MRS MELANIE BOME <BOME SUPERANNUATION FUND A/C>	625,000	0.55
18	DENLIN NOMINEES PTY LTD	625,000	0.55
19	SCHAMMER PTY LTD <SCHAMMER FAMILY A/C>	583,334	0.51
20	LUKE MARRIOTT ENTERPRISES PTY LTD	575,000	0.51
	Total	75,048,776	66.24

10. Statement of issued capital

The Company confirms that its capital structure is as follows:

Type of Security	Number of holders	Number of securities
Fully Paid Ordinary Shares	539	113,298,217
Fully Paid Ordinary Shares Escrowed 24 Months from Quotation	13	58,409,882
Fully Paid Ordinary Shares Escrowed 12 Months from Date of Issue	86	5,080,004
Unquoted Options Escrowed 24 Months from Date of Issue	5	2,005,000
Performance Shares Escrowed 24 Months from Quotation	3	20,000,000

11. Restricted Securities– 24 months

The Company confirms that the following securities shall not be quoted and will be classified as restricted securities for a period of 24 months from the date of official quotation of the securities of the Company, being:

- (a) 58,409,882 fully paid ordinary shares;
- (b) 2,005,000 options exercisable at \$0.30 each expiring on 31 May 2020; and
- (c) 20,000,000 performance shares issued to the holders.

12. Restricted Securities– 12 months

The Company confirms that 5,080,004 fully paid ordinary shares issued to holders shall not be quoted and will be classified as restricted securities for a period of 12 months from the date of issue.

13. Performance Shares

The Company refers to the 20,000,000 performance shares issued to Presco 2 Pty Ltd as trustee for Richard Fox Family Trust, Jeffrey David Lang as trustee for Akasha Family Trust and SBPM Pty Ltd as trustee for Innovy Investments No. 2 Unit Trust (being entities associated with certain founding shareholders and directors of the Company) (**Performance Shares**).

- (a) The Company encloses an undertaking that:
 - (i) it shall make an announcement upon the satisfaction of any performance milestone, the conversion of any of the Performance Shares and the expiry of any class of Performance Shares;
 - (ii) the terms and conditions of the Performance Shares, including without limitation the relevant performance milestones that have to be satisfied before the Performance Shares may be converted, are not to be changed without the approval of ASX and ordinary shareholders;
 - (iii) it shall disclose the following in each annual report, annual audited accounts, half-yearly report and quarterly cashflow report issued by the Company, in respect of any period during which the Performance Shares remain on issue or are converted or redeemed:
 - A. the number of Performance Shares on issue during the relevant period;
 - B. a summary of the terms and conditions of the Performance Shares, including without limitation the number of ordinary shares into which the Performance Shares are convertible and the relevant milestones

that have to be satisfied in order for the Performance Shares to be converted;

- C. whether any of the Performance Shares were converted or redeemed during that period; and
- D. whether a milestone for the Performance Shares was met during that period; and

(iv) it shall disclose the following in item 9 of each Appendix 3B lodged by the Company while any of the Performance Shares remain on issue:

- A. the number of Performance Shares on issue at the time of lodgement of the Appendix 3B; and
- B. the conversion ratio of the Performance Shares into ordinary shares upon achievement of a relevant performance milestone.

(b) The Company confirms that the Prospectus contains the full terms and conditions of the Performance Shares.

14. Information for Provision to the Market

The Company has separately provided ASX with copies of the following documents for release to the market:

- (a) the Company's Appendix 1A and Information Form and Checklist;
- (b) the Prospectus;
- (c) the Company's Constitution;
- (d) the Company's audited accounts for the full years ended 30 June 2015, 30 June 2016 and its reviewed accounts for the half year ended 31 December 2016;
- (e) the full terms and conditions of the Company's incentive option plan; and
- (f) the Company's security trading policy.

Signed for an on behalf of the Board



Jeffrey Lang

Chief Executive Officer and Chief Technology Officer