



TITOMIC LIMITED

(ASX: TTT)

Monday, 26 June 2023

Cleansing Notice – Entitlement Offer Shares

This notice is given by Titomic Limited (the '**Company**' or '**TTT**') under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) ('**Corporations Act**') as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73.

The Company has announced that it will undertake an underwritten pro rata accelerated renounceable entitlement offer of 2.3 fully paid ordinary shares in TTT ('**New Shares**') for every 1 existing ordinary share held in TTT as at 7.00pm (Melbourne time) on Wednesday, 28 June 2023. The offer will be made to existing shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which TTT decides to extend the offer to raise approximately \$5.5 million ('**Entitlement Offer**'). The Entitlement Offer will be comprised of an institutional component and a retail component.

Further details of the Entitlement Offer are contained in the announcement made by the Company earlier today, and the retail offer booklet to be lodged with the ASX on Tuesday, 4 July 2023.

The Company gives notice that:

- a. the Company will be offering the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- b. this notice is being given under section 708AA(2)(f) of the Corporations Act;
- c. as at the date of this notice the Company has complied with:
 - i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - ii. sections 674 and 674A of the Corporations Act;
- d. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act; and
- e. the potential effect that the Entitlement Offer will have on the control of TTT and the consequences of that effect will depend on various factors, including investor demand and existing shareholders. Given:

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Titomic Limited Ground floor, 365 Ferntree Gully Road

Mount Waverley, Victoria 3149, Australia

info@titomic.com | titomic.com

ABN 77 602 793 644



- i. the size and pricing of the Entitlement Offer;
- ii. the structure of the Entitlement Offer as an underwritten pro-rata renounceable issue;
- iii. the current level of holdings of substantial holders (based on substantial holding notices that have been given to Titomic and lodged with ASX on or before the date of this notice); and
- iv. no participant in any shortfall will be offered New Shares which would result in them holding more than 20% of the Shares on issue,

the issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company if shareholder exercise their entitlements. However, the Company confirms, if shareholders do not exercise their entitlements, due to the Entitlement Offer being fully underwritten (with numerous sub-underwriters), there is a potential for a material change on the control of the Company.

- f. As at the date of this notice, Gleneagle Securities (Aust) Pty Ltd (**Underwriter**) has confirmed a number of sub-underwriters will subscribe for any ultimate shortfall in the Entitlement Offer. It should be noted that the total number of shares offered under the Entitlement Offer (assuming that the 'Placement' as described in the announcement made by the Company earlier today (**Placement**), is fully subscribed), will represent approximately 61.85% of the shares on issue in the capital of the Company following completion of the Placement and Entitlement Offer. Accordingly, assuming that there is no participation by shareholders in the Entitlement Offer (which the Company believes is unlikely), and assuming that the Underwriter or any sub-underwriter do not participate in the Placement, the maximum aggregate potential increase in the relevant interest in the Company resulting from the underwriting would be an increase of approximately 61.85%. In this regard, the Company confirms that in the unlikely event that there is no participation by shareholders in the Entitlement Offer, it is not intended for the Underwriter or any particular sub-underwriter to subscribe for the entire shortfall, and accordingly it is unlikely for a specific investor to increase its relevant interest by this amount.
- g. It should also be noted that the Company is not proposing to limit the ability of any sub-underwriter to participate in the Placement and expects that certain sub-underwriters will participate in the Placement (which will be confirmed once the Placement is finalised), and accordingly, the ultimate interest of the Underwriter or any specific sub-underwriter may also increase depending on their participation in the Placement (if any), and would otherwise be affected by their eligibility to participate in the Entitlement Offer as an eligible shareholder (where applicable).
- h. To the extent that eligible shareholders participate in the Entitlement Offer (ie apply for new shares under the offer), or new investors subscribe for the new shares, the above noted potential increases in relevant interest, and therefore impact on the control of the Company, will be less than indicated.

This announcement has been authorised for release by the Board of Titomic Limited.

-ENDS-

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INVESTOR CONTACT

Chris Healy

Titomic

P: +61 429 988 083

E: chris.healy@titomic.com

MEDIA ENQUIRIES

Ben Andrews

Titomic

P: +61 438 759 620

E: ben.andrews@titomic.com

ABOUT TITOMIC LIMITED

Titomic Limited (ASX: TTT) is an Australian public company specialising in large integrated solutions for industrial-scale metal additive manufacturing, using its patented cold spray additive manufacturing (Cold Spray AM) technology. Titomic provides Cold Spray AM solutions, OEM production and R&D services to the global Aerospace, Defence, Shipbuilding, Oil & Gas, Mining and Automotive industries. Titomic also offers global sales and support for all of its Cold Spray AM activities from its Melbourne Head Office, as well as through local presence in the USA and Europe. Titomic delivers competitive advantages in metal additive manufacturing at every stage in the product value chain. For more information, please visit www.titomic.com.

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.

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