



Titomic Limited

ACN: 602 793 644

Notice of Annual General Meeting and Explanatory Memorandum

<u>Date of Meeting:</u>	Wednesday, 15 December 2021
<u>Time of Meeting:</u>	2:00pm (AEDT)
<u>Place of Meeting:</u>	To be held virtually only

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies.

The Notice of Meeting is also available on the Company's website at www.titomic.com.

This is an important document. It should be read in its entirety.

If you are in doubt as to the course you should follow, consult your financial or other professional adviser

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held virtually on 15 December 2021 commencing at 2:00pm (AEDT) via Lumi.

The health and safety of the Company's Shareholders and personnel, and other stakeholders, is of the highest priority and the Company is acutely aware of the unpredictable nature of COVID-19.

The Company advises that due to safety concerns with respect to the COVID-19 pandemic including various State and Federal restrictions with respect to indoor gatherings (in response to the COVID-19 pandemic), the Company has determined that it would be prudent for its Annual General Meeting of Shareholders to be held online only.

The Meeting will be held virtually via a webinar teleconferencing facility with strictly no Shareholders in physical attendance.

The Board encourages shareholders to monitor the ASX and the Company's website for any updates in relation to the Annual General Meeting that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting, as the situation may change.

How to join online

Shareholders will be able to attend the Meeting by going to **<https://web.lumiagm.com>** using their web browser or internet enabled device.

To attend the Meeting online, please use your internet enabled device to go to the address below and then enter meeting ID: **384651331**.

To join the webinar facility, shareholders need to follow the following information:

- Link: **<https://web.lumiagm.com>**
- Meeting ID: **384651331**

To log in, you must have the following information:

<u>Australian Residents</u>	<u>Overseas Residents</u>	<u>Appointed Proxy</u>
Username (SRN or HIN) and Password (postcode of your registered address)	Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at http://www.computershare.com.au/virtualmeetingguide	To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

If you require assistance prior to or during the Annual General Meeting, please call +61 3 9415 4024.

Attendee registration by the above webinar teleconferencing facility will be available 30 minutes prior to the beginning for the meeting being 1:30pm (AEDT) on the day of the Meeting which will be conducted by the Company's share registry.

Shareholders attending virtually will have the opportunity to vote and ask questions at the Meeting, however, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Meeting by email to the Company Secretary at Richard.Willson@titomic.com.

All votes at the Meeting will be conducted by Poll.

We also strongly recommend that all Shareholders lodge their votes via the Company's share register platform prior to 7:00pm (AEDT) on Monday, 13 December 2021 or by appointing a proxy prior to 2:00pm (AEDT) on Monday, 13 December 2021.

Dear Shareholder,

Titomic Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on Wednesday, 15 December 2021 and we invite you to attend.

The meeting will be held via a webinar teleconferencing facility to commence at 2:00pm (AEDT) with registration open from 1:30pm (AEDT) to consider, in summary, the following items of business:

1. 2021 Annual Financial Statements;
2. Resolution 1 - Adoption of 2021 Remuneration Report;
3. Resolution 2 - Re-election of Professor Richard Fox;
4. Resolution 3 - Re-election of Mr Jeffrey Lang;
5. Resolution 4 - Election of Ms Mira Ricardel;
6. Resolution 5 - Ratification of prior issue of Shares under the Placement;
7. Resolution 6 - Approval of issue of Attaching Options and Bonus Options under the Placement;
8. Resolution 7 - Approval of issue of Shares and Attaching Options and Bonus Options to Repkon Makina ve Kalip;
9. Resolution 8 - Approval of issue of Attaching Options and Bonus Options to the Joint Lead Managers;
10. Resolution 9 - Approval of Issue of Options under the Employee Incentive Plan to Director - Ms Mira Ricardel;
11. Resolution 10 - Issue of Placement Shares, Attaching Options and Bonus Options to Professor Richard Fox;
12. Resolution 11 - Issue of Placement Shares, Attaching Options and Bonus Options to Mr Dag Stromme;
13. Resolution 12 - Issue of Placement Shares, Attaching Options and Bonus Options to Ms Mira Ricardel;
14. Resolution 13 - Issue of Placement Shares, Attaching Options and Bonus Options to Dr Andreas Schwer; and
15. Resolution 14 - Approval of additional capacity to issue securities under ASX Listing Rule 7.1A.

Attached to this letter is a Notice of the AGM and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

If you are unable to attend the Meeting, we encourage you to vote using the Proxy Form, which is also enclosed.

We look forward to meeting those Shareholders who can attend the AGM.

Thank you for your continued support.

Yours sincerely;

Richard Willson
Company Secretary
Titomic Limited

TITOMIC LIMITED

ACN: 602 793 644

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting of Titomic Limited ACN 602 793 644 will be held at 2:00 pm (AEDT) on Wednesday, 15 December 2021 virtually only via a live webinar teleconferencing facility.

The attached Explanatory Memorandum is provided to supply Shareholders with information to allow them to make an informed decision regarding the Resolutions set out in this Notice of Meeting. The Explanatory Memorandum is to be read in conjunction with this Notice.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

1. Agenda - Ordinary Business

2021 Annual Financial Statements

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the Remuneration Report, Director's Declaration and the reports of the Directors and company Auditor.

While no resolution is required in relation to this item, Shareholders will be given reasonable opportunity to ask questions and make comments on the Company's Annual Financial Report.

A representative of Company's Auditor, Pitcher Partners, will be present at the Meeting and Shareholders will have an opportunity to ask the Auditor's representative questions in relation to the conduct of the audit, the Auditor's report, the Company's accounting policies, and the independence of the Auditor.

The Titomic Limited 2021 Annual Report can be viewed online at the Company's website www.titomic.com on the "Financials" page under "Investors & Press".

Resolution 1 Adoption of 2021 Remuneration Report

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"That the Company adopt the Remuneration Report for the year ended 30 June 2021 in accordance with 250R(2) of the Corporations Act."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1, by or on behalf of:

- a) a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

However, a person (the **Voter**) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- d) the Voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

The vote on this resolution is advisory only, and does not bind the Directors or the Company.

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 2 Re-election of Professor Richard Fox

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 14.4, clause 20.3 of the Constitution and for all other purposes, Professor Richard Fox, retires by rotation and being eligible to be re-elected, be re-elected as a Non-Executive Director of the Company."

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 3 Re-election of Mr Jeffrey Lang

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 14.4, clause 20.3 of the Constitution and for all other purposes, Mr Jeffrey Lang, retires by rotation and being eligible to be re-elected, be re-elected as an Executive Director of the Company."

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 4 Election of Ms Mira Ricardel

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 14.4, clause 19.4(b) of the Constitution and for all other purposes, Ms Mira Ricardel, being eligible, be elected as a Non-Executive Director of the Company."

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 5 Ratification of prior issue of Shares under the Placement

To consider, and if thought fit, pass the following as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 34,096,155 Shares to investors on 22 October 2021."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- any person who participated in the issue of the Shares; and
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 6 Approval of issue of Attaching Options and Bonus Options under the Placement

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 34,096,155 Attaching Options and (where relevant) Bonus Options to investors under the Placement, on such terms and conditions as described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity; and
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further details in respect of Resolution 6 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 7 Approval of issue of Shares, Attaching Options and Bonus Options to Repkon Makina ve Kalıp

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 9,615,384 Shares and 9,615,384 Attaching Options and (where relevant) Bonus Options to Repkon Makina ve Kalıp”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Repkon; and
- any associate of Repkon.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further details in respect of Resolution 7 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 8 Approval of issue of Attaching Options and Bonus Options to Joint Lead Managers

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 15,000,000 Attaching Options and (where relevant) Bonus Options to PAC Partners Securities Pty Ltd and E&P Corporate Advisory Pty Ltd (or their nominees).”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- PAC Partners Securities Pty Ltd and E&P Corporate Advisory Pty Ltd (or their nominees); and
- any associate of PAC Partners Securities Pty Ltd and E&P Corporate Advisory Pty Ltd (or their nominees).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further details in respect of Resolution 8 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 9 Approval of Issue of Options under the Employee Incentive Plan to Director - Ms Mira Ricardel

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, approval is given for the granting of 2,500,000 Options to Ms Mira Ricardel under the Employee Incentive Plan, as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Ms Mira Ricardel (or her nominees); and
- any associate of Ms Mira Ricardel (or her nominees).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further details in respect of Resolution 9 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 10 Issue of Placement Shares, Attaching Options and Bonus Options to Professor Richard Fox

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue of 38,461 fully paid ordinary shares and 38,461 Attaching Options and (where relevant) Bonus Options to Professor Richard Fox or his nominee, as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Professor Richard Fox (or his nominees); and
- any associate of Professor Richard Fox (or his nominees).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further details in respect of Resolution 10 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 11 Issue of Placement Shares, Attaching Options and Bonus Options to Mr Dag Stromme

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue of 269,231 fully paid ordinary shares and 269,231 Attaching Options and (where relevant) Bonus Options to Mr Dag Stromme or his nominee, as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Mr Dag Stromme (or his nominees); and
- any associate of Mr Dag Stromme (or his nominees).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further details in respect of Resolution 11 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 12 Issue of Placement Shares, Attaching Options and Bonus Options to Ms Mira Ricardel

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue of 96,154 fully paid ordinary shares and 96,154 Attaching Options and (where relevant) Bonus Options to Ms Mira Ricardel or her nominee, as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Ms Mira Ricardel (or her nominees); and
- any associate of Ms Mira Ricardel (or her nominees).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further details in respect of Resolution 12 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 13 Issue of Placement Shares, Attaching Options and Bonus Options to Dr Andreas Schwer

To consider, and if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue of 115,384 fully paid ordinary shares and 115,384 Attaching Options and (where relevant) Bonus Options to Dr Andreas Schwer or his nominee, as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Dr Andreas Schwer (or his nominees); and
- any associate of Dr Andreas Schwer (or his nominees).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further details in respect of Resolution 13 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 14 Approval of additional capacity to issue securities under ASX Listing Rule 7.1A

To consider and if thought fit, pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve an additional capacity of the Company to issue equity securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of, a proposed issue of Shares under the 10% Placement Capacity (except a benefit solely in the capacity of a holder of Shares); and
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further details in respect of Resolution 14 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

1. Proxy Instructions

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote. Voting will take place by proxy and not a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 2:00pm (AEDT) on Monday, 13 December 2021, **48 hours** before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Proxy Form may be lodged as follows:
 - **Online:** www.investorvote.com.au
 - **By fax:** 1800 783 447 within Australia or +61 3 9473 2555 outside Australia
 - **By mail:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001
- (l) The Chairman of the meeting intends to vote all available proxies in favour of all Resolutions.

2. Undirected Proxies

The Chairman of the meeting will vote undirected proxies on, and in favour of, proposed Resolutions 2 to 14 (inclusive).

3. Corporate Representatives

Corporate representatives are requested to provide appropriate evidence of appointment as a representative in accordance with the constitution of the Company prior to the Meeting. Attorneys are requested to provide the original or a certified copy of the power of attorney pursuant to which they were appointed to the Share Registry prior to the start of Meeting. Proof of identity may also be required for corporate representatives and attorneys.

4. Determination of voting entitlement

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), the Board has determined that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Monday, 13 December 2021.

5. Votes

Every resolution will be conducted by a poll.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

6. Questions and Comments by Shareholders at the Meeting

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, in relation to the conduct of the external audit for the year ended 30 June 2021, or the content of its audit report. Please send your questions via email to:

Richard Willson

Company Secretary

Titomic Limited

Richard.Willson@titomic.com

Written questions for the Company Auditor must be received by no later than 4:00pm (AEDT) on Monday, 13 December 2021. Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2021.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

A representative of Pitcher Partners will provide answers to the questions at the Meeting.

For and on behalf of the Board of Directors;

Richard Willson

Company Secretary

Dated: 13 November 2021.

TITOMIC LIMITED

ACN: 602 793 644

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

1. 2021 ANNUAL FINANCIAL STATEMENT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2021.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

ORDINARY RESOLUTIONS

2. Resolution 1 Adoption of 2021 Remuneration Report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2021.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks Shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of the vote on this resolution is advisory only and not binding on the Company or the Board.

The Corporations Act provides that members of the Key Management Personnel (**KMP**) (as set out on page 10 of the Company's 2021 Annual Report, and is defined in the Corporation Act to include the Chairman), whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report.

Sections 250U to 250Y of Corporations Act provide for a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report must contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2022 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a first strike.

The Remuneration Report is set out in the Company's 2021 Annual Report which can be viewed online at the Company's website, www.titomic.com on the "Financials" page under "Investors & Press".

Voting Restrictions

KMP and their closely related parties are not permitted to vote on this Resolution. KMPs of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMPs for the financial year ending 30 June 2021. 'Closely related parties' are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the Chair to exercise the proxy.

Accordingly, if you have appointed the Chair as your proxy you must either direct the Chair how to vote, otherwise, under the proxy form you are expressly authorising the Chair to vote undirected proxies notwithstanding that the Chair or KMP may benefit.

Board Recommendation

The Board abstains from making a recommendation in relation to shareholders voting on Resolution 1.

3. Resolution 2 Re-election of Professor Richard Fox

ASX Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment for 3 years. In accordance with clause 20.3 of the Company's Constitution, one third of the Directors, must retire at each AGM.

Professor Richard Fox retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	11 November 2014
Last elected by shareholders	21 November 2017
Experience	Prof Richard Fox is the co-founder of Force Industries, one of Australia's leading designer and manufacturer of composite boards for board sports. He is the former director of Research at St Vincents Hospital Melbourne. Prof Fox was also the former Director of Clinical Haematology & Medical Oncology, Royal Melbourne Hospital 1985-2006. Prof Fox was the inaugural Chair of the CRC for Cancer Therapeutics & was awarded the Order of Australia in 2007.
Other Current Directorships	Prof Fox does not hold any other current directorships.
Committees	Member of the Audit and Risk Committee and Remuneration and Nomination Committee.

Board Recommendation

The Directors (with Professor Fox abstaining) recommend that you vote in favour of this Resolution.

4. Resolution 3 Re-election of Mr Jeffrey Lang

ASX Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment for 3 years. In accordance with clause 20.3 of the Company's Constitution, one third of the Directors, must retire at each AGM.

Mr Jeffrey Lang retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	11 November 2014
Executive Responsibility	Chief Technology Officer of the Company
Last elected by shareholders	N/A
Experience	<p>Mr Lang is an experienced senior executive and technologist in R&D of advanced manufacturing technologies and implementation on automated manufacturing operations in Australia, Europe and Asia. With 30+ years of experience in Research and Development of advanced manufacturing technologies across several industry sectors he has received awards in Europe, China and Australia for his work in composite technology and commercialisation of new manufacturing systems and products.</p> <p>Mr Lang has many years business experience in the R&D of both material science and advanced technologies working and collaborating with many International Brands, Manufacturers, Universities, Government Agencies, Scientific Organisations and Industry Associations.</p> <p>A corporate and innovation visionary, Mr Lang has led multiple efforts in the development of future advanced technologies by driving a culture of "outside the box" creative thinking to successfully manage collaborations and partnerships with vested interests in advanced technologies and product innovation. Mr Lang assists companies and organisations with creative solution resolution by analysis of conceptual ideas and products to effectively transfer new technologies through to commercialisation.</p>
Other Current Directorships	Mr Lang does not hold any other current directorships.
Committees	Mr Lang does not sit on any committees.

Board Recommendation

The Directors (with Mr Lang abstaining) recommend that you vote in favour of this Resolution.

5. Resolution 4 Election of Ms Mira Ricardel

ASX Listing Rule 14.4 requires a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. In accordance with clause 19 of the Company's Constitution, Ms Ricardel may only hold office until the next AGM.

Ms Ricardel was appointed to the Board on 22 March 2021. She offers herself for election in accordance with clause 19.4(b) of the Company's Constitution.

Appointed to the Board	22 March 2021
Last elected by shareholders	N/A
Experience	<p>Ms Ricardel is a Principal at the Chertoff Group, where she leverages her extensive experience in defence programs, as well as regulator policies and processes related to national security to advise clients on managing regulatory risk, foreign direct investment, supply chain security and growth strategies related to the U.S. federal market sector. From 2016-2018, Ms Ricardel held Presidential appointments at the U.S. Department of Commerce and the White House. While at the White House she was Assistant to the President and Deputy National Security Advisor. Prior to that she was confirmed by the U.S. Senate and served as the Under Secretary of Commerce for Export Administration, leading the Bureau of Industry and Security where she played a leadership role in the development of regulations related to the Committee on Foreign Investment in the United States (CFIUS), U.S. export controls and policies on supply chain security. Ms Ricardel also</p>

	has nearly a decade of aerospace industry experience at The Boeing Company as Vice President for Business Development, where she was focused on strategic systems, missile defence, cyber and other advanced technology programs. Prior to joining Boeing, Ms. Ricardel held positions in the U.S. Department of Defence, to include Principal Deputy Secretary of Defence and Acting Assistant Secretary of Defence for International Security Policy. Early in her career she also served in the U.S. Department of State and then was a staff member in the office of the U.S. Senate Majority Leader.
Other Current Directorships	Ms Ricardel does not hold any other current directorships.
Committees	Ms Ricardel does not sit on any committees.

Board Recommendation

The Directors (with Ms Ricardel abstaining) recommend that you vote in favour of this Resolution.

6. Resolutions 5 Ratification of prior issue of Shares under the Placement

6.1. Background to the Placement

On 15 October 2021, the Company announced that it had received firm commitments from sophisticated and professional investors (who are all unrelated parties of the Company) to subscribe for 34,096,155 Shares (as well as 519,230 Shares to be issued subject to shareholder approval at this meeting) at an issue price of \$0.26 per Share to raise \$9,000,000 (before costs) (**Placement**).

In respect of the Shares issued under the Placement (**Placement Shares**):

- a) 23,000,000 Shares were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- b) 11,615,385 Shares were issued pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A.

Subject to Shareholder approval being received under Resolution 5, the Company has agreed to grant 1 free attaching Option for every Placement Share subscribed for and issued (**Attaching Options**). The Attaching Options will have an exercise price of \$0.40 per Option and will expire two years from the date of issue. The Company will seek quotation of the Attaching Options. Further terms of the Attaching Options are set out in Schedule 1.

The Attaching Options will carry bonus Options so that on exercise, a further Option will be issued for every 2 Attaching Options exercised (**Bonus Options**). The Bonus Options will have an exercise price of \$0.60 per Share and will expire on 30 June 2024. The Company will not apply for quotation of the Bonus Options. Further terms of the Bonus Options are set out in Schedule 2.

The Company intends to apply the funds raised from the Placement:

- a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales offices and operational facilities;
- b) for costs of the Placement (including the Lead Managers' fees); and
- c) to fund working capital.

6.2. ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

The Company obtained shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A at the annual general meeting held on 28 January 2021.

As the issue of Placement Shares does not fall within any of the specified exceptions to ASX Listing Rule 7.1 and has not yet been approved by Shareholders, the issue of Placement Shares used up part of the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A. This reduces the Company's capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

Under ASX Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 (provided that the issue or agreement did not breach ASX Listing Rule 7.1).

By ratifying the issue of the Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A (as applicable), without the requirement to obtain prior Shareholder approval.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares the subject of Resolutions 5.

If Resolution 5 is not passed, the Placement Shares will be included in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 5 is passed, the Company will be able to preserve its 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A to allow a higher number of equity securities to be issued by the Company without prior Shareholder approval.

6.3. Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

Recipients of Issue	Sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act) introduced by joint lead managers E&P Corporate Advisory Pty Ltd and / or PAC Partners Pty Ltd.
Number and Class of the Securities issued	34,096,155 Shares (excluding Shares to be issued to Directors to be approved in this Meeting)
Material terms of the Securities	Fully paid ordinary shares
Date on which the Securities were issued	21 October 2021
Issue Price	\$0.26 per Share.
Purpose of the issue	The purpose of the Placement was to raise \$9,000,000 (before costs).
Intended use of funds	The Company intends to apply the funds raised from the Placement: a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales offices and operational facilities; b) for costs of the Placement (including the Lead Managers' fees); and c) to fund working capital.
Voting exclusion	A voting exclusion statement is included in Resolution 5 of this Notice

6.4. Board Recommendation

The Directors do not (save for as otherwise set out in this Notice) currently have any specific intention to make any further issue of securities without approval of shareholders under ASX Listing Rule 7.1 or 7.1A in the next 12 months, unless such issue falls under a relevant exception. However, the Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under the relevant placement capacities as this will enhance the

Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 5.

7. Resolutions 6 Approval of issue of Attaching Options and Bonus Options under the Placement

7.1. Background

Please refer to the background on the Attaching Options and Bonus Options as noted in section 6.1 of this Explanatory Memorandum.

7.2. ASX Listing Rule 7.1

Resolution 6 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the 34,096,155 Attaching Options and Bonus Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The proposed issue of the Attaching Options does not fall within any of the exceptions in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. The proposed issue therefore requires approval under ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1. If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Attaching Options.

7.3. Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

Recipients of Issue	Sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act) introduced by joint lead managers E&P Corporate Advisory Pty Ltd and PAC Partners Pty Ltd.
Number and Class of the Securities issued	34,096,155 Options (excluding Attaching Options and Bonus Options to be issued to Directors to be approved in this Meeting)
Material terms of the Securities	The Attaching Options and Bonus Options will be issued on the terms and conditions set out in Schedule 1 and Schedule 2 to this Notice.
Date on which the securities will be issued	No later than 3 months after the date of this Meeting
Issue price	Nil
Purpose of the issue	The Attaching Options and (where relevant) the Bonus Options are being issued as part of the Placement to raise \$9,000,000 (before costs).
Intended use of funds	The Company intends to apply the funds raised from the Placement: a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales offices and operational facilities; b) for costs of the Placement (including the Lead Managers' fees); and c) to fund working capital.
Voting exclusion	A voting exclusion statement is included in Resolution 6 of this Notice

7.4. Board Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

8. Resolution 7 Approval of issue of Shares, Attaching Options and Bonus Options to Repkon

8.1. Background

As announced on 29 March 2021, the Company entered into a Heads of Agreement with Repkon Makina ve Kalıp a company incorporated under the laws of Turkey (**Repkon**) whereby the Company and Repkon will enter into a joint venture to build a production facility in Australia for the manufacture of weapons system barrels designed by Repkon and manufactured using Titomic's Kinetic Fusion Technology.

The Company now has executed a share and option subscription agreement on 9 November 2021 with Repkon under which the Company proposed to issue to Repkon as a strategic investor, 9,615,384 Shares (**Repkon Shares**) in the Company at an issue price of \$0.26 per Share to raise \$2,500,000 (before costs) (**Repkon Subscription Agreement**).

Subject to Shareholder approval being received under Resolution 7, the Company has agreed to grant 1 free attaching Option for each share issued under the Repkon Subscription Agreement, being 9,615,384 Attaching Options (**Repkon Attaching Options**). The Repkon Attaching Options will have an exercise price of \$0.40 per Option and will expire two years from the date of issue. The Company will seek quotation of the Repkon Attaching Options. Further terms of the Repkon Attaching Options are set out in Schedule 1.

The Repkon Attaching Options will carry bonus Options so that on exercise, a further Option will be issued for every 2 Attaching Options exercised (**Repkon Bonus Options**). The Repkon Bonus Options will have an exercise price of \$0.60 per Share and will expire on 30 June 2024. The Company will not apply for quotation of the Repkon Bonus Options. Further terms of the Repkon Bonus Options are set out in Schedule 2.

8.2. ASX Listing Rule 7.1

Resolutions 7 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the 9,615,384 Shares and 9,615,384 Repkon Attaching Options (and the 4,807,692 Repkon Bonus Options) under the Repkon Subscription Agreement.

A summary of ASX Listing Rule 7.1 is set out in section 6.2 of this Explanatory Memorandum.

The proposed issue of the Repkon Attaching Options and Repkon Bonus Options does not fall within any of the exceptions in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. The proposed issue therefore requires approval under ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Repkon Shares, Repkon Attaching Options and Repkon Bonus Options and those issues will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will still be able to proceed with the issue of the Repkon Shares, Repkon Attaching Options and Repkon Bonus Options however those securities will be included in the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

8.3. Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

8.3.1. 9,615,384 Repkon Shares

Recipients of Issue	Repkon Makina ve Kalıp
Number and Class of the Securities issued	9,615,384 Shares
Material terms of the Securities	Fully paid ordinary shares
Date on which the securities will be issued	No later than 3 months after the date of this Meeting
Issue price	\$0.26 per Share
Purpose of the issue	Strategic investment
Intended use of funds	The Company intends to apply the funds raised from the Strategic Investment: a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales and operational facilities; b) for costs of the Placement (including the Lead Managers' fees); and c) to fund working capital.
Summary of any other material terms of the agreement	Subject to customary warranties and representations for a share and option subscription agreement of this nature.
Voting exclusion	A voting exclusion statement is included in Resolution 7 of this Notice

8.3.2. 9,615,384 Repkon Attaching Options

Recipients of Issue	Repkon Makina ve Kalıp
Number and Class of the Securities issued	9,615,384 Options
Material terms of the Securities	The Repkon Attaching Options will be issued on the terms and conditions set out in Schedule 1 to this Notice.
Date on which the securities will be issued	No later than 3 months after the date of this Meeting
Issue price	Nil
Purpose of the issue	Strategic investment
Intended use of funds	The Company intends to apply the funds raised from the Strategic Investment: a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales and operational facilities; b) for costs of the Placement (including the Lead Managers' fees); and c) to fund working capital.
Summary of any other material terms of the agreement	Subject to customary warranties and representations for a share and option subscription agreement of this nature.
Voting exclusion	A voting exclusion statement is included in Resolution 7 of this Notice

8.3.3. 4,807,692 Repkon Bonus Options

Recipients of Issue	Repkon Makina ve Kalıp
Number and Class of the Securities issued	4,807,692 Bonus Options
Material terms of the Securities	The Repkon Bonus Options will be issued on the terms and conditions set out in Schedule 2 to this Notice.
Date on which the securities will be issued	No later than 3 months after the date of this Meeting
Issue price	Nil
Purpose of the issue	Strategic investment
Intended use of funds	The Company intends to apply the funds raised from the Strategic Investment: a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales and operational facilities; b) for costs of the Placement (including the Lead Managers' fees); and

	c) to fund working capital.
Summary of any other material terms of the agreement	Subject to customary warranties and representations for a share and option subscription agreement of this nature.
Voting exclusion	A voting exclusion statement is included in Resolution 7 of this Notice

1. Resolutions 8 Approval of issue of Attaching Options and Bonus Options to the Joint Lead Managers

8.4. Background

E&P Corporate Advisory Pty Ltd and PAC Partners Pty Ltd acted as joint lead managers to the Placement to raise \$9,000,000 (before costs) (**Joint Lead Managers**). Their fees included:

- a 2.0% management fee to be split 50/50 between the Joint Lead Managers;
- a 4.0% selling fee to be split 50/50 between the Joint Lead Managers;
- 15 million Attaching Options to the Joint Lead Managers or as the Joint Lead Managers direct.

Please refer to the background on the Attaching Options as noted in section 6.1 of this Explanatory Memorandum.

8.5. ASX Listing Rule 7.1

Resolution 8 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the 15,000,000 Attaching Options and 7,500,000 Bonus Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The proposed issue of the Attaching Options and Bonus Options does not fall within any of the exceptions in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. The proposed issue therefore requires approval under ASX Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Attaching Options and Bonus Options. In addition, the issue of the Attaching Options and Bonus Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1. If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Attaching Options and Bonus Options unless it has capacity under ASX Listing Rule 7.1 at some future time.

8.6. Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

8.6.1. 15,000,000 Attaching Options

Recipients of Issue	Joint lead managers E&P Corporate Advisory Pty Ltd and PAC Partners Pty Ltd (or their nominees).
Number and Class of the Securities issued	15,000,000 Attaching Options
Material terms of the Securities	The Attaching Options will be issued on the terms and conditions set out in Schedule 1 to this Notice.
Date on which the securities will be issued	No later than 3 months after the date of this Meeting
Issue price	Nil
Purpose of the issue	The Attaching Options are being issued to the Joint Lead Managers as part of the fees for the Placement to raise \$9,000,000 (before costs).

Intended use of funds	Any amount raised on the exercise of the Options will be used to support the Company's commercialisation strategy through investment in joint ventures, establishing offshore sales offices and operational facilities and to fund working capital.
Voting exclusion	A voting exclusion statement is included in Resolution 8 of this Notice

8.6.2. 7,500,000 Bonus Options

Recipients of Issue	Joint lead managers E&P Corporate Advisory Pty Ltd and PAC Partners Pty Ltd (or their nominees).
Number and Class of the Securities issued	7,500,000 Bonus Options
Material terms of the Securities	The Bonus Options will be issued on the terms and conditions set out in Schedule 2 to this Notice.
Date on which the securities will be issued	No later than 3 months after the date of this Meeting
Issue price	Nil
Purpose of the issue	The Bonus Options are being issued to the Joint Lead Managers as part of the fees for the Placement to raise \$9,000,000 (before costs).
Intended use of funds	Any amount raised on the exercise of the Options will be used to support the Company's commercialisation strategy through investment in joint ventures, establishing offshore sales offices and operational facilities and to fund working capital.
Voting exclusion	A voting exclusion statement is included in Resolution 8 of this Notice

8.7. Board Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

9. Resolution 9 Approval of issue of Options under the Employee Incentive Plan to Ms Mira Ricardel

9.1. Chapter 2E

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the giving of the financial benefit falls within one of the relevant exceptions, or prior shareholder approval is obtained to the giving of the financial benefit.

A related party includes directors of the Company under section 228 of the Corporations Act. Section 229 of the Corporations Act defined financial benefit broadly and includes issuing securities, granting an option or providing finance to a related party.

9.2. ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval (by ordinary resolution) prior to the issue of securities (which includes an option or right to subscribe for a security) under an employee incentive scheme to a director of the company.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval (by ordinary resolution) prior to the issue of equity securities to a related party of the company. ASX Listing Rule 10.12 exception 8, provides an exception to ASX Listing Rule 10.11 where an issue of equity securities is made under an employee incentive scheme with the approval of shareholders under ASX Listing Rule 10.14. As approval is being sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 10.11 and ASX Listing Rule 7.1 is not required.

Ms Mira Ricardel is a director of the Company for the purposes of ASX Listing Rule 10.14.1. Being a director of the Company, she is also a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

9.3. Proposed grant of Options:

It is proposed that the Company issues, in aggregate 2,500,000 Options to Ms Mira Ricardel on the terms set out in Schedule 3.

These Options are intended to form part of the director's remuneration package, with respect to Ms Ricardel for the four years starting 1 July 2021.

9.4. Approvals

Shareholder approval is sought for the purposes of both ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act with respect to the issue of the Options to Ms Ricardel pursuant to the employee incentive scheme and relevant terms of issue.

The issue of the Options to Ms Ricardel is conditional on the passing of Resolution 4.

9.5. Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.15

Name of person	Relationship of person	Remuneration package	Number and class of securities to be issued
Ms Mira Ricardel (or nominee)	Ms Ricardel is a Non-Executive Director	Ms Ricardel's total remuneration with respect the financial year ending 30 June 2022 is \$35,000 (inclusive of superannuation) payable in cash plus 2,500,000 Options.	2,500,000 Options under the Company's Employee Incentive Plan on the terms set out in Schedule 3.

The following information applies with respect to all Options to be issued:

Why Options are being used	Options are a cash free way to remunerate directors and further align their interest with that of the Company. The Company does not consider that there are any significant opportunity costs foregone by the Company in issuing the Options.
Value of Options	<p>The estimated accounting value of all of the Options to be issued is approximately \$0 currently due to the hurdle price being significantly higher than the current share price. This reflects the total remuneration package for each Director as set out in the table above under the heading 'Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.15'.</p> <p>The assumptions used in the black & Scholes calculation to value the Options were as follows:</p> <ul style="list-style-type: none"> Life of instrument 4 years Expiry Period 5 years Risk-free interest rate* 0.88% Current Share Price** \$0.26 Strike Price \$0.80 - \$2.00 Volatility 120% <p>* 5-year Government Bond Rate (rba.gov.au) ** As at 8 November 2021 (www.commsec.com)</p>
Accelerated Vesting	Vesting of the Options will be accelerated in certain circumstances at the discretion of the Board, including where the recipient is a good leaver or where a change of control event occurs with respect to the Company. Generally the Board will not consider that the recipient is a good leaver where the recipient has (i) acted fraudulently or dishonestly; (ii) engaged in serious or wilful misconduct; (iii) committed a breach of their appointment contract; (iv) committed an act, whether at work or otherwise, which could reasonably be regarded to have brought the Company into disrepute; or (v) is convicted of an offence punishable by imprisonment.
Dates on which the entity will issue the Options	<p>The Company intends to issue the Options by no later than 1 month following Shareholder approval.</p> <p>It is difficult to determine when the Shares resulting from the Options are likely to be issued, however, if the performance hurdles are met, the resulting Shares will be issued following vesting of the relevant Options and prior the associated expiry dates set out above.</p>
Price at which Options are to be issued	The Options will be issued for a \$Nil issue/ grant price.

Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtain under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

9.6. Board Recommendation

Other than Ms Ricardel, the Company's Directors unanimously recommend that you vote in favour of this Resolution.

10. Resolutions 10 to 13: Issues of Placement Shares, Attaching Options and Bonus Options to Professor Richard Fox, Mr Dag Stromme, Ms Mira Ricardel and Dr Andreas Schwer or their nominee in accordance with Listing Rule 10.11

10.1. Background

Each of Professor Richard Fox, Mr Dag Stromme, Ms Mira Ricardel and Dr Andreas Schwer applied to participate in the Placement subject to shareholder approval.

10.2. Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of Securities to a related party of the Company. The Non-Executive Directors are all related parties of the Company. Accordingly, approval for the issue of securities to related parties of the Company is required pursuant to Listing Rule 10.11. As approval of Shareholders is being sought pursuant to Listing Rule 10.11, approval under Listing Rule 7.1 is not required.

10.3. Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the approval of the issues of the Placement Shares, Attaching Options and Bonus Options:

10.3.1. Number and class of securities to be issued to related parties

Director	Placement Price	Placement Shares	Attaching Options	Bonus Options	Investment
Professor Richard Fox	\$0.26	38,461	38,461	19,230	\$9,999.86
Mr Dag Stromme	\$0.26	269,231	269,231	134,615	\$70,000.00
Ms Mira Ricardel	\$0.26	96,154	96,154	48,077	\$25,000.04
Dr Andreas Schwer	\$0.26	115,384	115,384	57,692	\$30,000.10

10.3.2. The date by which the Company will issue the securities

The Placement Shares, Attaching Options and Bonus Options will be issued no later than one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

10.3.3. Issue price

The Placement Shares will be issued at a price of \$0.26 per Placement Share and will rank equally with existing Shares from the date of issue. The issue or grant price for the Attaching Options and Bonus Options is \$Nil.

10.3.4. Purpose of issue including use of funds

The Placement Shares, Attaching Options and Bonus Options are being issued for the same purpose as the investors in the Placement.

10.4. Board recommendation

Each Director, other than Professor Richard Fox, Mr Dag Stromme, Ms Mira Ricardel and Dr Andreas Schwer who abstain, believe that Resolutions 10 to 13 are in the best interests of the Company and recommend that Shareholders vote in favour of these Resolutions 10 to 13.

Each of Professor Richard Fox, Mr Dag Stromme, Ms Mira Ricardel and Dr Andreas Schwer do not make a recommendation to Shareholders on the Resolution relating to the Placement Shares, Attaching Options and Bonus Options being issued to that Director, given they have a material interest in the outcome of that Resolution. However, they recommend that Shareholders vote in favour of the other Resolutions relating to the issue of Placement Shares, Attaching Options and Bonus Options to the other Directors.

10.5. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

SPECIAL RESOLUTION

Resolution 14 Approval of additional capacity to issue securities under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue equity securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (**10% Placement Capacity**).

The Company seeks Shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue equity securities under the 10% Placement Capacity without using its 15% Placement Capacity under ASX Listing Rule 7.1.

Resolution 14 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.

ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index, are eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company is eligible to seek shareholder approval under ASX Listing Rule 7.1A.

Whilst the Company currently has no intention or reason to issue this additional placement capacity, in the future having this additional placement capacity to immediately issue securities will be used for cash consideration only, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities.

The Directors advise that this additional placement capacity will only be used by the Company if it is necessary due to timing constraints pertaining to the underlying transaction(s) for which it is used.

Any securities issued under the 10% Placement Capacity will be in the same class as existing quoted securities of the Company. The Company has only one class of quoted equity securities on issue as at the date of this Notice of Meeting being fully-paid ordinary shares with the ASX code TTT.

The Company may issue equity securities under the 10% Placement Capacity for cash consideration only, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Directors have not decided if they will issue any securities under the 10% Placement Capacity and so allottees under the 10% Placement Capacity have not yet been determined. If Directors decide to issue securities under the 10% Placement Capacity, allottees may include existing Shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Formula for calculating 10% Placement Facility

The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12 month period before the date of issue or agreement (relevant period),

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

(‘A’ has the same meaning in ASX Listing Rule 7.1 when calculating an entity’s 15% placement capacity.)

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information:

a) Period for which approval is valid

- Equity securities under the 10% Placement Capacity may be issued until the earlier of:
 - 15 December 2022;
 - the date of the Company's next annual general meeting; and
 - the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

b) Issue price

- The issue price for each security issued under the 10% Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
 - the date on which the price at which the securities are to be issued is agreed; or
 - if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

c) Dilution

- The issue of equity securities under the 10% Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in **Table 1**, below). There is also the risk that:
 - the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1, below, shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A2.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of the Notice.

The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

<u>Variable 'A' in Listing Rule 7.1A.2</u>		<u>Dilution</u>		
		<u>50% Decrease in Issue Price (\$0.13)</u>	<u>Issue Price (\$0.26)</u>	<u>100% increase in Issue Price (\$0.52)</u>
Variable A	10% Voting Dilution	18,734,582	18,734,582	18,734,582
187,345,824 Shares	Funds Raised	\$2,435,495.71	\$4,870,991.42	\$9,741,982.85
50% increase in Variable A	10% Voting Dilution	28,101,874	28,101,874	28,101,874
281,018,736 Shares	Funds Raised	\$3,653,243.57	\$7,306,487.14	\$14,612,974.27
100% increase in Variable A	10% Voting Dilution	37,469,165	37,469,165	37,469,165
374,691,648 Shares	Funds Raised	\$4,870,991.42	\$9,741,982.85	\$19,483,965.70

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue on the date of the Notice.

- The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the 10% Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.

The issue price of \$0.26 was the price as at 8 November 2021 when the Notice of Meeting was finalised. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

d) Allocation policy

- The Company's allocation policy for issues under the 10% Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
 - the effect of the issue of the equity securities on the control of the Company;
 - the financial position of the Company; and
 - advice from the Company's advisors.

e) Issues in preceding 12 months

- During the previous 12 months prior to the date of the meeting the Company issued 11,615,385 Shares to investors under Listing Rule 7.1A.2. This represented 6.18% of the total issued share capital on issue as at 15 December 2020. Further details of the issues of Shares by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.

Date of Issue	21 October 2021
Number and Class of Equity Securities Issued	11,615,385 Shares
Names of persons who received securities or basis on which those persons were determined	Sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act) introduced by joint lead managers E&P Corporate Advisory Pty Ltd and / or PAC Partners Pty Ltd.
Issue Price and discount to Market Price (if any)	Issue price: \$0.26 Discount: 15% discount to the 5 day VWAP of the Company's shares traded on the 5 days prior to entering into the trading halt on 13 October 2021.
Total Cash Consideration and Use of Funds	Amount raised: \$3,020,000 Amount of that cash spent and usage: Nil to date. Intended use for remaining amount of cash (if any): The Company intends to apply the funds raised from the Strategic Investment: a) to accelerate the commercialisation of the Company through investment in joint venture operations, establishing offshore sales and operational facilities; b) for costs of the Placement (including the Lead Managers' fees); and c) to fund working capital.

Board Recommendation

The Company's Directors unanimously recommend that you vote in favour of this Special Resolution.

GLOSSARY

In the Notice of Meeting and Explanatory Memorandum the following terms have the following meanings:

AEDT means Australian Eastern Daylight Savings Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the listing rules of ASX.

Board means the board of directors of the Company.

Chairman means the person chairing the Meeting from time to time.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependent of the member or of the member's spouse; or
- anyone else who is one of the member's family, and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Titomic** or **TTT** means Titomic Limited (ACN 602 793 644).

Constitution means the Company's constitution.

Corporations Act means *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Explanatory Memorandum means the explanatory memorandum to this Notice of Meeting.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Directors.

Meeting means the 2021 Annual General Meeting of the Shareholders of the Company to be held at 2:00pm on Wednesday, 15 December 2021, to which the Notice of Meeting and Explanatory Memorandum relate.

Notice or **Notice of Meeting** means this notice of meeting of the Company.

Option means an option to acquire a Share.

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

VWAP means the Volume Weighted Average Price.

Words importing the singular include the plural and vice versa. All references to currency are in Australian dollars.

SCHEDULE 1 - ATTACHING OPTION TERMS

1. Entitlement

- (a) Each Option entitles the holder (**Optionholder**) to subscribe for one Share at the exercise price specified in clause 3, during the option period specified in clause 4 of these Option Terms.
- (b) Options will be granted to the Optionholder free of charge and may only be granted in the Optionholder or the Optionholder's nominee's name.
- (c) The Options are not transferrable.

2. Issue price

No amount is payable on issue of the Options.

3. Exercise price

The exercise price of an Option is \$0.40.

4. Option period and vesting

- (a) The Options may be exercised in part or in whole at any time.
- (b) The Options automatically expire 2 years from the date of issue.

5. Participation rights, bonus issues, rights issues and reorganisations

5.1 Participation

The Optionholder is not entitled to participate in any new issue to existing shareholders of securities in the Company unless he has exercised his Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding shares.

5.2 Notice of new issue

The Company must give the Optionholder, in accordance with the ASX Listing Rules, notice of:

- (a) the proposed terms of the issue or offer proposed under clause 5.1 of these Option Terms; and
- (b) where the option can be exercised by the Optionholder, the right to exercise his option under clause 5.1 of these Option Terms.

5.3 Bonus issues

If the Company makes a bonus issue of shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the option is exercisable is increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the option before the record date for determining entitlements to the issue.

5.4 Pro rata issues

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the option before the record date for determining entitlements to the issue, the exercise price of each option is reduced in accordance with the ASX Listing Rules.

5.5 Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Optionholder (including the number of options to which the Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

5.6 Calculations and adjustments

Any calculations or adjustments which are required to be made under clause 5 of this Schedule will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Optionholder.

5.7 Notice of change

The Company must within a reasonable period give to the Optionholder notice of any change under clause 5 of these Option Terms to the exercise price of any options held by the Optionholder or the number of shares which the Optionholder is entitled to subscribe for on exercise of an option.

6. Method of exercise of options

6.1 Method and payment

To exercise options, the Optionholder must give the Company or its share registry, at the same time:

- (a) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of options being exercised and shares to be issued; and
- (b) payment of the exercise price for the Shares the subject of the exercise notice by way of bank cheque or by other means of payment approved by the Company.

6.2 Exercise of Options

- (a) The Optionholder may exercise the Options in part or in whole.
- (b) Options will be deemed to have been exercised on the date the application is lodged with the directors of the Company.

6.3 Issue of Shares

Within 10 business days after receiving an application for exercise of options and payment by the Optionholder of the exercise price, the Company must issue the Optionholder the number of Shares specified in the application.

7. Ranking of Shares issued on exercise of options

Subject to the Company's constitution, all Shares issued on the exercise of Options rank in all respects (including rights relating to dividends) *pari passu* with the existing Shares at the date of issue.

8. Quotation

- (a) The Company will apply to ASX Limited for official quotation of the Options.
- (b) The Company will apply to ASX Limited for official quotation of the Shares issued on exercise of Options.

9. Deferral of Exercise if resulting in a prohibited acquisition of Shares

- (a) If the exercise of an Option would result in any person being in contravention of section 606(1) of the Corporations Act (**Prohibition**), the exercise of those Options shall be deferred until such time or times when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of an Option would result in any person being in contravention of the Prohibition:

- (b) Optionholders may give written notice to the Company if they consider that the exercise of an Option may result in contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of an Option will not result in any person being in contravention of the Prohibition.
- (c) the Company may (but is not obliged to) by written notice to an Optionholders request that an Optionholders provides the written notice referred to in paragraph (b) within 7 days if the Company considers that the exercise of an Option may result in the contravention of the Prohibition. The absence of such written notice from the Optionholders will entitle the Company to assume that the exercise of an Optionholders will not result in any person being in contravention of the Prohibition.

10. Control events

Options issued to an Option Holder may be immediately exercised and Shares issued to the Holder at the total discretion of the Board of the Company on the occurrence of any of the following events:

- (a) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to shareholders that the Takeover Bid be accepted;
- (b) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or
- (c) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

11. Definitions:

Dollar means an Australian dollar.

Relevant Interest has the meaning given to it in the Corporations Act.

Scheme of Arrangement has the meaning given to it in the Corporations Act.

Takeover Bid has the meaning given to it in the Corporations Act.

SCHEDULE 2 - BONUS OPTION TERMS

1. Entitlement

- (a) The Company will issue options which entitles the Optionholder to subscribe for one Share for each option at the exercise price specified in clause 3, during the option period specified in clause 4 of these Option Terms (**Options**).
- (b) Options will be granted to the Optionholder free of charge and may only be granted in the Optionholder or the Optionholder's nominee's name.
- (c) The Options are not transferrable.

2. Issue price

No amount is payable on issue of the Options.

3. Exercise price

The exercise price of an Option is \$0.60.

4. Option period and vesting

- (a) The Options will vest only after exercise of 100% of the Attaching Options.
- (b) Subject to clause 4(a), the Options may be exercised in part or in whole at any time.
- (c) The Options automatically expire on 30 June 2024.

5. Participation rights, bonus issues, rights issues and reorganisations

5.1 Participation

The Optionholder is not entitled to participate in any new issue to existing shareholders of securities in the Company unless he has exercised his Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding shares.

5.2 Notice of new issue

The Company must give the Optionholder, in accordance with the ASX Listing Rules, notice of:

- (a) the proposed terms of the issue or offer proposed under clause 5.1 of these Option Terms; and
- (b) where the option can be exercised by the Optionholder, the right to exercise his option under clause 5.1 of these Option Terms.

5.3 Bonus issues

If the Company makes a bonus issue of shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the option is exercisable is increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the option before the record date for determining entitlements to the issue.

5.4 Pro rata issues

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the option before the record date for determining entitlements to the issue, the exercise price of each option is reduced in accordance with the ASX Listing Rules.

5.5 Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Optionholder (including the number of options to which the Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

5.6 Calculations and adjustments

Any calculations or adjustments which are required to be made under clause 5 of this Schedule will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Optionholder.

5.7 Notice of change

The Company must within a reasonable period give to the Optionholder notice of any change under clause 5 of these Option Terms 1 to the exercise price of any options held by the Optionholder or the number of shares which the Optionholder is entitled to subscribe for on exercise of an option.

6. Method of exercise of options

6.1 Method and payment

To exercise options, the Optionholder must give the Company or its share registry, at the same time:

- (a) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of options being exercised and shares to be issued; and
- (b) payment of the exercise price for the Shares the subject of the exercise notice by way of bank cheque or by other means of payment approved by the Company.

6.2 Exercise of Options

- (a) The Optionholder may exercise the Options in part or in whole.
- (b) Options will be deemed to have been exercised on the date the application is lodged with the directors of the Company.

6.3 Issue of Shares

Within 10 business days after receiving an application for exercise of options and payment by the Optionholder of the exercise price, the Company must issue the Optionholder the number of Shares specified in the application.

7. Ranking of Shares issued on exercise of options

Subject to the Company's constitution, all Shares issued on the exercise of Options rank in all respects (including rights relating to dividends) *pari passu* with the existing Shares at the date of issue.

8. Quotation

- (a) The Company will not apply to ASX Limited for official quotation of the Options.
- (b) The Company will apply to ASX Limited for official quotation of the Shares issued on exercise of Options.

9. Deferral of Exercise if resulting in a prohibited acquisition of Shares

- (a) If the exercise of an Option would result in any person being in contravention of section 606(1) of the Corporations Act (Prohibition), the exercise of those Options shall be deferred until such time or times

when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of an Option would result in any person being in contravention of the Prohibition:

- (b) Optionholders may give written notice to the Company if they consider that the exercise of an Option may result in contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of an Option will not result in any person being in contravention of the Prohibition.
- (c) the Company may (but is not obliged to) by written notice to an Optionholders request that an Optionholders provides the written notice referred to in paragraph (b) within 7 days if the Company considers that the exercise of an Option may result in the contravention of the Prohibition. The absence of such written notice from the Optionholders will entitle the Company to assume that the exercise of an Optionholders will not result in any person being in contravention of the Prohibition.

10. Control events

Options issued to an Option Holder may be immediately exercised and Shares issued to the Holder at the total discretion of the Board of the Company on the occurrence of any of the following events:

- (a) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to shareholders that the Takeover Bid be accepted;
- (b) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or
- (c) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

11. Dealing restrictions

11.1 Options

Any Dealing in respect of an Option is prohibited, unless the Board determines otherwise or the Dealing is required by law.

11.2 Shares

Subject to the overriding restriction below, the Optionholder will be free to Deal in the Shares which are delivered on vesting and exercise of your Options.

12. Definitions:

Dollar means an Australian dollar.

Relevant Interest has the meaning given to it in the Corporations Act.

Scheme of Arrangement has the meaning given to it in the Corporations Act.

Takeover Bid has the meaning given to it in the Corporations Act.

SCHEDULE 3 - OPTIONS TO BE ISSUED UNDER EMPLOYEE INCENTIVE PLAN

1. Entitlement

- (a) Each of the 2,500,000 Options entitles the holder (**Optionholder**) to subscribe for one Share at the exercise price specified in clause 3, during the option period specified in clause 4 of these Option Terms.
- (b) Options will be granted to the Optionholder free of charge and may only be granted in the Optionholder or the Optionholder's nominee's name.
- (c) The Options are not transferrable.

2. Issue price

No amount is payable on issue of the Options.

3. Exercise price, Option period and vesting

- (a) The exercise price and vesting of the Options are as follows:

Number of Options	Vesting after Year	Option strike Price (\$)
500,000	1	\$0.80
600,000	2	\$1.20
600,000	3	\$1.60
800,000	4	\$2.00

- (b) The Options may be exercised in part or in whole at any time.
- (c) The Options automatically expire 5 years from the date of issue.

4. Participation rights, bonus issues, rights issues and reorganisations

4.1 Participation

The Optionholder is not entitled to participate in any new issue to existing shareholders of securities in the Company unless he has exercised his Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding shares.

4.2 Notice of new issue

The Company must give the Optionholder, in accordance with the ASX Listing Rules, notice of:

- (a) the proposed terms of the issue or offer proposed under clause 5.1 of these Option Terms; and
- (b) where the option can be exercised by the Optionholder, the right to exercise his option under clause 5.1 of these Option Terms.

4.3 Bonus issues

If the Company makes a bonus issue of shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the option before

the record date for determining entitlements to the issue, then the number of underlying Shares over which the option is exercisable is increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the option before the record date for determining entitlements to the issue.

4.4 Pro rata issues

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the option before the record date for determining entitlements to the issue, the exercise price of each option is reduced in accordance with the ASX Listing Rules.

4.5 Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Optionholder (including the number of options to which the Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

4.6 Calculations and adjustments

Any calculations or adjustments which are required to be made under clause 5 of this Schedule will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Optionholder.

4.7 Notice of change

The Company must within a reasonable period give to the Optionholder notice of any change under clause 5 of these Option Terms to the exercise price of any options held by the Optionholder or the number of shares which the Optionholder is entitled to subscribe for on exercise of an option.

5. Method of exercise of options

5.1 Method and payment

To exercise options, the Optionholder must give the Company or its share registry, at the same time:

- (a) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of options being exercised and shares to be issued; and
- (b) payment of the exercise price for the Shares the subject of the exercise notice by way of bank cheque or by other means of payment approved by the Company.

5.2 Exercise of Options

- (a) The Optionholder may exercise the Options in part or in whole.
- (b) Options will be deemed to have been exercised on the date the application is lodged with the directors of the Company.

5.3 Issue of Shares

Within 10 business days after receiving an application for exercise of options and payment by the Optionholder of the exercise price, the Company must issue the Optionholder the number of Shares specified in the application.

6. Ranking of Shares issued on exercise of options

Subject to the Company's constitution, all Shares issued on the exercise of Options rank in all respects (including rights relating to dividends) *pari passu* with the existing Shares at the date of issue.

7. Quotation

- (a) The Company will not apply to ASX Limited for official quotation of the Options.
- (b) The Company will apply to ASX Limited for official quotation of the Shares issued on exercise of Options.

8. Deferral of Exercise if resulting in a prohibited acquisition of Shares

- (a) If the exercise of an Option would result in any person being in contravention of section 606(1) of the Corporations Act (**Prohibition**), the exercise of those Options shall be deferred until such time or times when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of an Option would result in any person being in contravention of the Prohibition:
- (b) Optionholders may give written notice to the Company if they consider that the exercise of an Option may result in contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of an Option will not result in any person being in contravention of the Prohibition.
- (c) the Company may (but is not obliged to) by written notice to an Optionholders request that an Optionholders provides the written notice referred to in paragraph (b) within 7 days if the Company considers that the exercise of an Option may result in the contravention of the Prohibition. The absence of such written notice from the Optionholders will entitle the Company to assume that the exercise of an Optionholders will not result in any person being in contravention of the Prohibition.

9. Control events

Options issued to an Option Holder may be immediately exercised and Shares issued to the Holder at the total discretion of the Board of the Company on the occurrence of any of the following events:

- (a) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to shareholders that the Takeover Bid be accepted;
- (b) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or
- (c) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

10. Definitions:

Dollar means an Australian dollar.

Relevant Interest has the meaning given to it in the Corporations Act.

Scheme of Arrangement has the meaning given to it in the Corporations Act.

Takeover Bid has the meaning given to it in the Corporations Act.



ABN 77 602 793 644

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

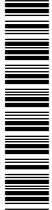


Online:

www.investorcentre.com/contact

TTT

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Titomic Limited Annual General Meeting

The Titomic Limited Annual General Meeting will be held on Wednesday, 15 December 2021 at 2:00pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 2:00pm (AEDT) on Monday, 13 December 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/384651331

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ABN 77 602 793 644

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Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Monday, 13 December 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Titomic Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Titomic Limited to be held as a virtual meeting on Wednesday, 15 December 2021 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 9, 10, 11, 12 and 13 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of 2021 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of Issue of Options under the Employee Incentive Plan to Director - Ms Mira Ricardel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Professor Richard Fox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Placement Shares, Attaching Options and Bonus Options to Professor Richard Fox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Jeffrey Lang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Placement Shares, Attaching Options and Bonus Options to Mr Dag Stromme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Ms Mira Ricardel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Issue of Placement Shares, Attaching Options and Bonus Options to Ms Mira Ricardel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of prior issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Issue of Placement Shares, Attaching Options and Bonus Options to Dr Andreas Schwer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of issue of Attaching Options and Bonus Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval of additional capacity to issue securities under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of issue of Shares, Attaching Options and Bonus Options to Repkon Makina ve Kalip	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval of issue of Attaching Options and Bonus Options to the Joint Lead Managers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

