



Titomic Limited

ACN: 602 793 644

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Thursday, 28 January 2021

Time of Meeting: 4:00pm AEDT

Place of Meeting: To be held virtually only

Following modifications brought to the *Corporations Act 2001 (Cth)* and the *Corporations Regulations 2001 (Cth)* under the *Corporations (Coronavirus Economic Response) Determination (no.3) 2020*, **no hard** copies of the Notice of Annual General Meeting and Explanatory Notes will be circulated.

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 OF 2020 ANNUAL GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of the Company will be held virtually on 28 January 2021 commencing at 4:00pm (Melbourne time) 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 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: **306 744 031**.

To join the webinar facility shareholder need to follow the following information:

- Link: **<https://web.lumiagm.com>**
- Meeting ID: **306 744 031**

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 3:30pm (Melbourne time) 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 peter.v@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 4pm on 26 January 2021 or by appointing a proxy prior to 4pm on Tuesday, 26 January 2021.



Dear Shareholder,

Titomic Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 28 January 2021 and we invite you to attend.

The meeting will be held via a webinar teleconferencing facility to commence at 4:00pm (AEDT) with registration open from 3:30pm (AEDT) to consider, in summary, the following items of business:

- The 2020 Annual Report;
- Adoption of the Remuneration Report for the period ended 30 June 2020;
- The appointment of Non-Executive Director/Chairman - Dr Andreas Schwer;
- The appointment of Non-Executive Director - Mr Dag W.R. Stromme;
- The appointment of Non-Executive Director - Mr Humphrey Nolan;
- Ratification of prior issue of share and options;
- Approval of the issue of options to Composite Technology and Evans & Partners;
- Approval of the issue of Performance Share Rights the Directors of the Company; and
- Approval of additional 10% placement capacity to issue equity 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 via the webinar.

Thank you for your continued support.

Yours sincerely;

Peter Vaughan
Company Secretary
Titomic Limited

TITOMIC LIMITED

ACN: 602 793 644

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of Titomic Limited ACN 602 793 644 will be held at 4:00 pm (AEDT) on 28 January 2021 virtually only via a live webinar teleconferencing facility.

The attached Explanatory Statement 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 Statement 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**2020 Annual Financial Statements**

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2020 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 2020 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 2020 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 2020 in accordance with 250R(2) of the Corporations Act."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1:

- a) by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- b) as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

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

- a person as proxy or attorney for a person who 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 even though Resolution 1 is connected with the remuneration of the KMP; 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.

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.

NOTICE OF 2020 ANNUAL GENERAL MEETING

Resolution 2 Election of Non-Executive Director – Dr Andreas Schwer

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 of the Constitution and for all other purposes, Dr Andreas Schwer, being eligible, be 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 Election of Non-Executive Director – Mr Dag W.R. Stromme

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 of the Constitution and for all other purposes, Mr Dag W.R. Stromme, being eligible, be elected as a Non-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 Non-Executive Director – Mr Humphrey Nolan

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 of the Constitution and for all other purposes, M. Humphrey Nolan, 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 to investors

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 23,750,000 Shares to investors on 10 March 2020."

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 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.

NOTICE OF 2020 ANNUAL GENERAL MEETING

Resolution 6 Ratification of prior issue of Options to Evans & Partners

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 500,000 options to Evans & Partners on such terms and conditions more particularly 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:

- Evans & Partners; and
- any associates of Evans & Partners.

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

- a person as proxy or attorney for a person who 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 Ratification of prior issue of options to Composite Technology

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 7,500,000 Options to Composite Technology and, on such terms and conditions more particularly 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:

- Composite Technology; and
- any associates of Composite Technology.

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

- a person as proxy or attorney for a person who 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 options to Evans & Partners

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 500,000 options to Evans & Partners, on such terms and conditions more particularly 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:

- Evans & Partners; and
- any associates of Evans & Partners.

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

- a person as proxy or attorney for a person who 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 to Composite Technology

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 and ratify the issue of 7,500,000 options, on such terms and conditions more particularly 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:

- Composite Technology; and
- any associates of Composite Technology.

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

- a person as proxy or attorney for a person who 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 9 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

NOTICE OF 2020 ANNUAL GENERAL MEETING

Resolution 10 Approval of issue of Performance Share Rights

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 10.14, Chapter 2E and sections 200B and 200E of the Corporations Act and for all other purposes approval is given for the granting of 6,050,000 Performance Share Rights to the directors of the Company, 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, Mr Jeffrey Lang, Prof Richard Fox, Mr Richard Willson, Mr Dag W.R. Stromme and Mr Humphrey Nolan (or their respective nominees); 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 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.

Voting Prohibition:

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 KMP or a Director of the Company; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.
- However, the above prohibition does not apply if:
 - the proxy is the Chair of the Meeting; and
 - the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

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

NOTICE OF 2020 ANNUAL GENERAL MEETING

Resolution 11 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 Statement."

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 Facility (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 11 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

NOTICE OF 2020 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 4pm (Melbourne time) on 26 January 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 9 and 11 (inclusive).

If you appoint the Chairman of the meeting as your proxy (or if he may be appointed by default), but you do not direct the Chairman how to vote in respect of Resolutions 1 to 10 (inclusive) your election to appoint the Chairman as your proxy will be deemed to constitute an express authorisation by you directing the Chairman to vote your proxy in favour of Resolutions 2 to 9 and 11 (inclusive) (unless you have exercised your right to direct the Chairman otherwise in respect of a particular Resolution by marking the 'against' or 'abstain' column in respect of any of the relevant resolutions). Failing to direct the Chairman on how to vote on Resolution 1 and 10 will result in that shareholder's vote on those Resolutions being disregarded.

NOTICE OF 2020 ANNUAL GENERAL MEETING

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 7.00 pm on 26th January 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 2020, or the content of its audit report. Please send your questions via email to:

Peter Vaughan
Company Secretary
Titomic Limited
peter.v@titomic.com

Written questions for Company Auditor must be received by no later than 5.00pm (Melbourne time) on 26 January 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 2020.

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;

Peter Vaughan
Company Secretary

Dated: Tuesday 22nd December 2020.

TITOMIC LIMITED

ACN: 602 793 644

EXPLANATORY STATEMENT

This Explanatory Statement 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 Statement in full before making any decision in relation to the Resolutions.

RECEIPT OF ANNUAL FINANCIAL REPORT

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 2020.

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**Resolution 1 Adoption of 2020 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 2020.

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 (as set out on page 13 of the Company's 2020 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 2020 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 2020 Annual Report which can be viewed online at the Company's website, www.titomic.com on the "Financials" page under "Investors & Press".

EXPLANATORY STATEMENT

Voting Restrictions

Key Management Personnel (**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 2020. '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.

Resolution 2 Election of Non-Executive Director/Chairman – Dr Andreas Schwer

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, the Company may appoint a person as a Director by Resolution passed in a general meeting.

Dr Andreas Schwer was initially appointed to the Board on 1 July 2020. He retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	1 July 2020.
Last elected by shareholders	Not Applicable.
Experience	Dr Andreas Schwer has had a 25-year career across defence, manufacturing, and aviation, Dr Schwer brings a wealth of experience, insight and a deep understanding of the needs of Titomic as the Company moves into its commercialisation and global expansion phase. Dr Schwer joined SAMI as their inaugural CEO and has held roles of Chairman of the Board & President of Rheinmetall International, and CEO of Rheinmetall's Combat Systems Division - both arms of Rheinmetall AG, a major internal defence prime. Prior to joining Rheinmetall, Dr Schwer held various executive management position within Airbus Group and the Manitowoc Company.
Other Current Directorships	Dr Schwer does not hold any current directorships .
Committees	Board Chairman.

Board Recommendation

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

Resolution 3 Election of Non-Executive Director – Mr Dag W.R. Stromme

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, the Company may appoint a person as a Director by Resolution passed in a general meeting.

Mr Dag W.R. Stromme was initially appointed to the Board on 1 July 2020. He retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	1 July 2020.
Last elected by shareholders	Not Applicable.
Experience	<p>Mr Dag W.R. Stromme is a professional investor and entrepreneur with close to 30 years of experience from successful private ownership and leading European, as well as global, financial institutions. Until 2015, Mr Stromme was a senior industry advisor to Triton, an investment firm with €17B under management. He joined Morgan Stanley in New York in 1990 and was a Managing Director of Morgan Stanley London from 2001 to 2007 and Co-Head of Nordic Investment Banking from 2000 to 2007.</p> <p>Mr Stromme has been a director of various public and non-public companies. He is currently controlling shareholder and Chairman of Racom AS, a technology company for public and private institutions, and a director of Arundo Analytics Inc, a US Ilo software Company. Mr Stromme is an active investor in several healthcare and technology companies, including EXACT Therapeutics, RemovAid and Iterate, a leading technology venture builder.</p>
Other Current Directorships	Mr Stromme does not hold any current directorships.
Committees	Remuneration & Nomination Committee Member.

Board Recommendation

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

Resolution 4 Election of Non-Executive Director – Mr Humphrey Nolan

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, the Company may appoint a person as a Director by Resolution passed in a general meeting.

Mr Humphrey Nolan was initially appointed to the Board on 1 July 2020. He retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	1 July 2020.
Last elected by shareholders	Not Applicable.
Experience	<p>Mr Humphrey Nolan is a seasoned Board Director and CEO with 30 years' experience driving strategic and operational change across industrial, logistics and distribution industries. Mr Nolan has held senior leadership positions within global logistics companies, including at the P&O Group.</p> <p>Mr Nolan is currently Chairman of both the Nolan Group and Tapex Group; both leading distributors of technical and industrial textiles operating across Australia and New Zealand.</p>
Other Current Directorships	Mr Nolan does not hold any current directorships.
Committees	Audit & Risk Committee Member.

Board Recommendation

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

Resolutions 5, 6 and 7
Ratification of prior issue of Shares and options

The Company seeks Shareholder ratification of a previous issue of Share and options (see Appendix 2A on 10 March 2020), including 23,750,000 fully paid ordinary Shares at an issue price of \$0.80 per Share (**Issued Shares**), 500,000 options exercisable at \$0.88, expiring on 25 February 2021 and 7,500,000 options exercisable at \$0.88, expiring on the 25 February 2022 pursuant to ASX Listing Rule 7.4 (together the **Issued Options**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval.

ASX Listing Rule 7.4 sets out an exception to ASX Listing rule 7.1 by permitting the ratification of previous issues of securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the 15% threshold set out by Listing Rule 7.1. If shareholders of a company approve the ratification of such previous issues of securities at a general meeting, those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

Accordingly, if Shareholders ratify the Company's previous issue of securities (made under Listing Rule 7.1) by way of approving Resolutions 5, 6 and 7, those shares and options will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% placement capacity.

As per the announcement released on 26 February 2020, the Issued Shares and Issued Options were issued under the Company's 15% placement capacity.

In order to restore the Company's capacity to use equity securities, it is proposed that the Shareholders ratify the issue of the Issued Shares and Issued Options as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

As advised in the Company's ASX announcement on 26 February 2020, the proceeds raised from the issue of the Issued Shares will be used to:

- provide additional capabilities to existing TKF Melbourne Bureau production facility which will allow the development of further innovative additive manufacturing solutions, technology and techniques;
- secure additional human resources and business capabilities, to support the expansion of the scale and scope of the business operations. This will include technical, business development, and operations management personnel;
- establishment of Titomic's offshore operations, including staffing, marketing and other key launch costs; and
- additional working capital to support sales growth in TKF systems and powder inventory.

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:

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Issued Shares - 23,750,000 fully paid ordinary Shares

Recipients of Issue	The recipients of the new shares were new and existing institutional funds and international long-term investors selected by the relevant broker.
Number and Class of the Securities issued	23,750,000 Shares.
Material terms of the Securities	Fully Paid Ordinary Shares.
Date on which the Securities were issued	10 March 2020.
Issue Price	\$0.80 per Share.
Purpose of the issue	Additional capabilities, additional human resources, establishment of offshore operations and additional working capital as outlined above in further detail.
Intended use of funds	Any amount raised on the exercise of the options will be used for general working capital purposes
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Issued Options - 500,000 options

Recipients of Issue	Evans & Partners.
Number and Class of the Securities issued	500,000 options.
Material terms of the Securities	Options exercisable at \$0.88, expiring on 25 February 2021.
Date on which the Securities were issued	10 March 2020.
Issue Price	Nil.
Purpose of the issue	Granted to Evans & Partners as part of providing capital market advisory services.
Intended use of funds	Any amount raised on the exercise of the options will be used for general working capital purposes
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Issued Options - 7,500,000 options

Recipients of Issue	Composite Technology.
Number and Class of the Securities issued	7,500,000 options.
Material terms of the Securities	Options exercisable at \$0.88, expiring on 25 February 2022.
Date on which the Securities were issued	10 March 2020.
Issue Price	Nil.
Purpose of the issue	Granted to Composite Technology as part of their Equipment Sale Agreement.
Intended use of funds	Any amount raised on the exercise of the options will be used for general working capital purposes
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Board Recommendation

As explained above, the effect of shareholder approval for Resolutions 5, 6 and 7 is the reinstatement of the Company's 15% Placement Capacity. 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 in the next 12 months, unless such issue falls under an exception to the 15% threshold in ASX Listing Rule 7.2. However, the Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 15%

EXPLANATORY STATEMENT

Placement Capacity, 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, 6 and 7.

Resolutions 8 and 9 Approval of issue of new options to Composite Technology and Evans & Partners

The Company seeks shareholder approval of future issue of 8,000,000 Options pursuant to ASX Listing Rule 7.1. The Options to be issued on the following terms:

- 500,000 options to Evans & Partners, exercisable at \$0.88 on or before 25 February 2021; and
- 7,500,000 options to Composite Technology, exercisable at \$1.12 on or before 25 February 2022.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Shares during any 12-month period in excess of 15% of the number of shares on issue at the commencement of that 12-month period without shareholder approval.

The Company proposes to grant options to Evans & Partners as part of its agreement for receiving capital market advisory services from Evans & Partners, and, as part of the Equipment Sale Agreement with Composite Technology, a summary of the material terms were previously announced on the ASX. The Company is seeking Shareholder approval under ASX Listing rule 7.1. The effect of Resolutions 8 and 9 will be to allow the Company to issue the securities the subject of the Resolutions following the meeting but in any event by no later than 3 months after the date of the Meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1

Each of Resolutions 8 and 9 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Information required by Listing Rule 7.3

500,000 options to Evans & Partners

Recipients of Issue	Evans & Partners.
Number and Class of the Securities issued	500,000 options.
Material terms of the Securities	Options exercisable at \$0.88, expiring on 25 February 2021.
Date by which the securities will be issued	Following the meeting but no later than 3 months after the date of the Meeting.
Issue Price	Nil.
Purpose of the issue	Granted to Evans & Partners as part of providing capital market advisory services.
Intended use of funds	Any amount raised on the exercise of the options will be used for general working capital purposes.
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

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7,500,000 Options to Composite Technology

Recipients of Issue	Composite Technology.
Number and Class of the Securities issued	7,500,000 options.
Material terms of the Securities	Options exercisable at \$1.12, expiring on 25 February 2022.
Date by which the securities will be issued	Following the meeting but no later than 3 months after the date of the Meeting.
Issue Price	Nil.
Purpose of the issue	Granted to Composite Technology as part of their Equipment Sale Agreement.
Intended use of funds	Any amount raised on the exercise of the options will be used for general working capital purposes.
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 8 and 9.

Resolution 10 Approval of issue of Performance Share Rights

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.

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.

Each of Dr Andreas Schwer, Mr Jeffrey Lang, Prof Richard Fox, Mr Richard Willson, Mr Dag W.R. Stromme, and Mr Humphrey Nolan are directors of the Company for the purposes of ASX Listing Rule 10.14.1. Being a director of the Company, each is also a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

Section 200B

As detailed in the section titled 'Material terms of Performance Share Rights' below, in certain circumstances, the vesting of unvested Performance Share Rights may be accelerated, in particular where a recipient 'leaves' their position and is a 'good leaver'.

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the special provisions of s 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

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The terms of the Performance Share Rights will allow, subject to the Listing Rules, an acceleration of vesting of share entitlements on a retirement, which could constitute a benefit otherwise prohibited under Section 200B). In order to give the Company the ability to comply with the proposed terms of the Performance Share Rights, to the extent that an acceleration of vesting could be regarded as providing a person a benefit in connection with that person's retirement from an office or position of employment (**Employment Retirement Benefit**), Shareholder approval for the purposes of sections 200B and 200E of the Corporations Act is being sought.

Insofar as this Resolution 10 could relate to the provision of an Employment Retirement Benefit, in accordance with section 200E(2A) of the Corporations Act, a vote on Resolution 10 must not be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from a managerial or executive office in the Company (or any related body corporate), or an associate of that person. However, a person is entitled to cast a vote if:

- (i) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- (ii) it is not cast on behalf of the retiree or an associate of that person.

Proposed grant of Performance Share Rights:

It is proposed that the Company issues, in aggregate 6,050,000 Performance Share Rights to its Directors as follows:

- (a) 3,000,000 Performance Share Rights to Dr Andreas Schwer (Non-Executive Director / Chairman);
- (b) 550,000 Performance Share Rights to Mr Richard Willson (Non-Executive Director);
- (c) 1,250,000 Performance Share Rights to Mr Dag W.R. Stromme (Non-Executive Director); and
- (d) 1,250,000 Performance Share Rights to Mr Humphrey Nolan (Non-Executive Director).

These Performance Share Rights are intended to form part of each director's remuneration package, with respect to Dr Andreas Schwer for the 3 years starting 1 July 2020, and with respect to the others, the 4 year period from 1 July 2020.

Each Performance Share Rights, once satisfied, will entitle the holder to one Share in the capital of the Company. Vesting will occur monthly on a pro-rata basis, subject to the relevant director;

- a) remaining in his or her current role with the Company at each relevant vesting periods; and
- b) the target share price hurdle requirement being achieved at each relevant time of vesting during the vesting period,

as detailed below.

Approvals

Shareholder approval is sought for the purposes of both ASX Listing Rule 10.11, Chapter 2E and sections 200B and 200E of the Corporations Act with respect to the issue of the Performance Share Rights to the directors pursuant to the employee incentive scheme and relevant terms of issue.

The issue of the Performance Share Rights to Dr Andreas Schwer is conditional on the passing of Resolution 2, the issue of the Performance Share Rights to Mr Dag W.R. Stromme is conditional on the passing of Resolution 3, the issue of the Performance Share Rights to Mr Humphrey Nolan is conditional on the passing of Resolution 4.

Technical information required by Chapter 2E and section 200E 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
Dr Andreas Schwer (or nominee)	Dr Schwer is the Non-Executive Director and Chairman of the Company	Dr Schwer's total remuneration with respect the financial year ending 30 June 2021 is \$300,000 (inclusive of superannuation) payable in cash plus 3,000,000 Performance Share Rights.	3,000,000 Performance Share Rights.
Mr Richard Willson (or nominee)	Mr Willson is a Non-Executive director of the Company.	Mr Willson's total remuneration with respect the financial year ending 30 June 2021 is \$75,000 (inclusive of superannuation) payable in cash plus 550,000 Performance Share Rights.	550,000 Performance Share Rights.

EXPLANATORY STATEMENT

Name of person	Relationship of person	Remuneration package	Number and class of securities to be issued
Mr Dag W.R. Stromme (or nominee)	Mr Stromme is a Non-Executive director of the Company.	Mr Stromme's total remuneration with respect the financial year ending 30 June 2021 is \$20,000 (inclusive of superannuation) payable in cash plus 1,250,000 Performance Share Rights.	1,250,000 Performance Share Rights.
Mr Humphrey Nolan	Mr Nolan is a Non-Executive director of the Company.	Mr Nolan's total remuneration with respect the financial year ending 30 June 2021 is \$20,000 (inclusive of superannuation) payable in cash plus 1,250,000 Performance Share Rights.	1,250,000 Performance Share Rights.

For a section 200B benefit to be allowed, section 200E requires that this Notice provide Shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matters, events and circumstances that will, or are will likely to, affect the calculation of the value.

In the circumstances of a possible Employment Retirement Benefit, the value of the benefits that may be given cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is to be awarded (if at all). Specifically, the value of an Employment Retirement Benefits will depend on a number of factors, including the Company's share price at the time and the number of unvested Performance Share Rights.

Material terms of Performance Share Rights

Name of person	Timing of entitlement	Expiry	Vesting and Performance Hurdle
Dr Andreas Schwer (or nominee)	Dr Schwer becomes entitled for a portion of the total Performance Share Rights to vest subject to the achievement of the Performance Hurdle. These entitlements accrue until such time that the relevant Performance Share Rights are either vested or expire. The entitlement accrues equally each month over the 3 financial years starting on 1 July 2020 - ie approximately 83,333 Performance Share Rights each month, being 1,000,000 for each relevant year.	1 July 2025	The aggregate accrued entitlement of the recipient at any time will vest if the Company's VWAP share price is \$0.80 or more with respect to any 5 consecutive trading day period on and from 1 July 2020 (Vesting Event). If a Vesting Event occurs, the accrued entitlement to Performance Share Rights for the period ending on the last day of the previous month will vest. Any Performance Share Rights which the recipient is not yet entitled to shall not vest until such time that a further Vesting Event occurs.
Mr Richard Willson (or nominee)	Mr Willson becomes entitled for a portion of the total Performance Share Rights to vest subject to the achievement of the Performance Hurdle. These entitlements accrue until such time that the relevant Performance Share Rights are either vested or expire. The entitlement accrues equally each month over the 4 financial years starting on 1 July 2020 - ie approximately 11,458 Performance Share Rights each month, being 137,500 each relevant year.	1 July 2025	The aggregate accrued entitlement of the recipient at any time will vest if the Company's VWAP share price is \$0.80 or more with respect to any 5 consecutive trading day period on and from 1 July 2020 (Vesting Event). If a Vesting Event occurs, the accrued entitlement to Performance Share Rights for the period ending on the last day of the previous month will vest. Any Performance Share Rights which the recipient is not yet entitled to shall not vest until such time that a further Vesting Event occurs.
Mr Dag W.R. Stromme (or nominee)	Mr Stromme becomes entitled for a portion of the total Performance Share Rights to vest subject to the achievement of the Performance Hurdle. These entitlements accrue until such time that the relevant Performance Share Rights are either vested or expire.	1 July 2025	The aggregate accrued entitlement of the recipient at any time will vest if the Company's VWAP share price is \$0.80 or more with respect to any 5 consecutive trading day period on and from 1 July 2020 (Vesting Event). If a Vesting Event occurs, the accrued entitlement to Performance Share Rights for the period ending on the last day of the previous month will vest.

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Name of person	Timing of entitlement	Expiry	Vesting and Performance Hurdle
Mr Dag W.R. Stromme (or nominee) (Continued...)	The entitlement accrues equally each month over the 4 financial years starting on 1 July 2020 - ie approximately 26,042 Performance Share Rights each month, being 312,500 each relevant year.		vest. Any Performance Share Rights which the recipient is not yet entitled to shall not vest until such time that a further Vesting Event occurs.
Mr Humphrey Nolan (or nominees)	Mr Nolan becomes entitled for a portion of the total Performance Share Rights to vest subject to the achievement of the Performance Hurdle. These entitlements accrue until such time that the relevant Performance Share Rights are either vested or expire. The entitlement accrues equally each month over the 4 financial years starting on 1 July 2020 - ie approximately 26,042 Performance Share Rights each month, being 312,500 each relevant year.	1 July 2025	The aggregate accrued entitlement of the recipient at any time will vest if the Company's VWAP share price is \$0.80 or more with respect to any 5 consecutive trading day period on and from 1 July 2020 (Vesting Event). If a Vesting Event occurs, the accrued entitlement to Performance Share Rights for the period ending on the last day of the previous month will vest. Any Performance Share Rights which the recipient is not yet entitled to shall not vest until such time that a further Vesting Event occurs.

The following information applies with respect to all Performance Share Rights to be issued:

Why Performance Share Rights are being used	Performance Share Rights 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 Performance Share Rights.
Value of Performance Share Rights	The estimated accounting value of all of the Performance Share Rights 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'. The assumptions used in the black & Scholes calculation to value the Performance Share Rights were as follows: <ul style="list-style-type: none"> Life of instrument 3 years Expiry Period 5 years Risk-free interest rate* 0.35% Current Share Price** \$0.54 Hurdle Strike Price \$0.80 Volatility 120% * 5-year Government Bond Rate (rba.gov.au) ** As at 17 December 2020 (www.commsec.com)
Accelerated Vesting	Vesting of the Performance Share Rights will be accelerated in certain circumstances, including where the recipient is a good leaver or where a change of control event occurs with respect to the Company.
Dates on which the entity will issue the Performance Share Rights	The Company intends to issue the Performance Share Rights by no later than 1 month following Shareholder approval. It is difficult to determine when the Shares resulting from the Performance Share Rights are likely to be issued, however, if the performance hurdles are met, the resulting Shares will be issued following vesting of the relevant Performance Share Rights and prior the associated expiry dates set out above.
Price at which Performance Share Rights are to be issued	The Performance Share Rights will be issued for a \$Nil issue 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 obtained under ASX Listing Rule 10.14.

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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.

Board Recommendation

Given their interest in the outcome of this resolution, the Board does not make a recommendation to Shareholders with respect to this resolution.

SPECIAL RESOLUTION

Resolution 11 Approval of additional capacity to issue equity 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 11 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 7.1A 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.

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:

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- 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:

- 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 classes 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 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.
- 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.
- Equity securities under the 10% Placement Capacity may be issued until the earlier of:
 - 28 January 2022; 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 or such longer period if allowed by the ASX.
- Any approval of the 10% Placement Capacity at this Meeting will cease to be valid if and from the date that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- 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

EXPLANATORY STATEMENT

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 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.
- During the previous 12 months prior to the date of the meeting the Company issued 23,750,000 Shares to investors who participated in the Private Placement under rule 7.1A.2 Placement Capacity announced on 26 February 2020. This issue represented 15.70% of the total issued share capital on issue as at 17 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.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A/3B	Date of Issue: 10 March 2020 Date of Appendix 2A/3B: 10 March 2020 and 26 February 2020 (respectively)
Recipients	Professional and sophisticated investors as part of the capital raising announced on 26 February 2020. The placement participants were professional and sophisticated investors who are clients of Evans & Partners as lead manager of the placement. The recipients were identified through a bookbuild process, which involved the lead manager seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company.
Number and Class of Equity Securities Issued	12,756,987 Shares
Issue Price and discount to Market Price (if any)	\$0.80
Total Cash Consideration and Use of Funds	<p>Amount raised: \$19,000,000 before costs from entire capital raising, of which \$10,205,589.60 is attributable to the 7.1A capacity.</p> <p>Amount of raised funds spent to date: \$7.6M</p> <p>Funds raised have been spent in accordance with the proposed use of funds for the relevant capital raising:</p> <ul style="list-style-type: none"> - provide additional capabilities to the existing TKF Melbourne Bureau production facility which will allow the development of further innovative additive manufacturing solutions, technology and techniques; - secure additional human resources and business capabilities, to support the expansion of the scale and scope of the business operations. This will include technical, business development, and operations management personnel; - establishment of Titomic's offshore operations, including staffing, marketing and other key launch costs; and - additional working capital to support sales growth in TKF systems and powder inventory.

EXPLANATORY STATEMENT

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.

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

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		50% Decrease in Issue Price \$0.27	Issue Price \$0.54	100% Increase in Issue Price \$1.08
Variable A 151,319,865 Shares	10% Voting Dilution	15,131,987 Shares	15,131,987 Shares	15,131,987 Shares
	Funds Raised	\$4,085,636	\$8,171,273	\$16,342,546
50% increase in Variable A 226,979,798 Shares	10% Voting Dilution	22,697,980 Shares	22,697,980 Shares	22,697,980 Shares
	Funds Raised	\$6,128,455	\$12,256,909	\$24,513,818
100% increase in Variable A 302,639,730 Shares	10% Voting Dilution	30,263,973 Shares	30,263,973 Shares	30,263,973 Shares
	Funds Raised	\$8,171,273	\$16,342,545	\$32,685,091

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 \$0.54 was the closing price of Shares as traded on ASX as at 5:00pm on Thursday, 17 December 2020. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

Board Recommendation

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

EXPLANATORY STATEMENT

GLOSSARY

In the Notice of Meeting and Explanatory Statement 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.

Evans & Partners means E&P Corporate Advisory Pty Ltd.

Explanatory Statement means the explanatory statement 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 2020 Annual General Meeting of the Shareholders of the Company to be held at 4:00pm on Thursday, 28 January 2021, to which the Notice of Meeting and Explanatory Statement relate.

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

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.



ABN 77 602 793 644

TTT

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



Need assistance?



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 **4:00pm (AEDT)**
Tuesday, 26 January 2021.

Titomic Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Titomic Limited will be a virtual meeting, which will be conducted online on Thursday, 28 January 2021 at 4:00pm (AEDT).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/306744031 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at <http://www.computershare.com.au/virtualmeetingguide>

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and 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



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



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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 **4:00pm (AEDT) on Tuesday, 26 January 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 under the help tab, "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 virtually on Thursday, 28 January 2021 at 4:00pm (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 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 10 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 and 10 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
Resolution 1	Adoption of 2020 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Ratification of prior issue of options to Composite Technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Non-Executive Director – Dr Andreas Schwer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval of issue of options to Evans & Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Non-Executive Director – Mr Dag W.R. Stromme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval of issue of options to Composite Technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Non-Executive Director – Mr Humphrey Nolan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval of issue of Performance Share Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Shares to investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval of Additional Capacity to issue securities under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Options to Evans & Partners	<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