



## TERMS AND CONDITIONS OF OPTIONS

All options have the following terms and conditions:

1. Each option entitles the holder (Option Holder) to subscribe for one (1) share.
2. The issue price of the options is nil.
3. The exercise price of each option is \$2.10 (Exercise Price).
4. Each option may be exercised at any time before 5.00pm (WST) on the date falling three (3) years from the issue date of the option (Expiry Date). Any option not exercised by the Expiry Date will automatically expire.
5. It is not intended that application will be made to ASX for quotation of the options. Titan will apply to ASX for official quotation of the shares issued on the exercise of the options.
6. The options and shares issued on the exercise of options are transferrable subject to compliance with the Corporations Act and the Listing Rules. To the extent that the Corporations Act or the Listing Rules applies restrictions on the transfer of a share issued on the exercise of an option, Titan may apply a holding lock over that share.
7. The Option Holder is not entitled to participate in any new issue to existing shareholders unless they have exercised their options before the eligibility date for determining entitlements to the new issue of securities and participate as a result of holding shares. Titan must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
8. If Titan 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 an option before the record date for determining entitlements to the bonus issue, then the number of underlying shares over which the option is exercisable is increased by the number of shares which the Option Holder would have received if the Option Holder had exercised the option before the record date for determining entitlements to the bonus issue.
9. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of Titan:
  - 9.1 the rights of the Option Holder (including the number of options to which the Option Holder is entitled to and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation;
  - 9.2 any calculations or adjustments which are required to be made will be made by Titan's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on Titan and the Option Holder; and
  - 9.3 Titan will, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any options held by the Option Holder or the



number of shares which the Option Holder is entitled to subscribe for on exercise of an option.

10. To exercise options, the Option Holder must give Titan or its share registry, at the same time:
  - 10.1 a written exercise notice (in the form approved by the Board of Titan from time to time) specifying the number of options being exercised and shares to be issued; and
  - 10.2 payment of the Exercise Price for the options, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by Titan.
11. Within ten (10) days after receiving an application for exercise of options and payment by the Option Holder of the Exercise Price, Titan will issue the Option Holder the number of shares specified in the application.
12. Subject to Titan's constitution, all shares issued on the exercise of options will rank equally in all respects (including rights relating to dividends) with the existing shares at the date of issue.