

28 November 2023

**By ASX Online Platform**

The Manager  
Market Announcements Office  
ASX Limited  
Level 40, Central Park  
152-158 St George's Terrace  
PERTH WA 6000

Dear Sir / Madam

**Off-market takeover bid by Zhaojin Capital (Hong Kong) Limited for Tietto Minerals Limited –  
Despatch of Target's Statement to Tietto security holders**

Tietto Minerals Limited ACN 143 493 118 (ASX:TIE) (**Tietto**) refers to the unsolicited conditional off-market takeover bid by Zhaojin Capital (Hong Kong) Limited (**Zhaojin Capital**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the fully paid ordinary shares in Tietto not already owned by Zhaojin Capital.

In accordance with section 110D and item 12 of section 633(1) of the Corporations Act, Tietto has today despatched the Target's Statement to Tietto security holders, by the following means:

- Tietto security holders who have provided Tietto with an electronic address for the purposes of receiving electronic copies of shareholder communications will, unless they have validly elected to receive hard copies of shareholder communications, be sent to their registered postal address a letter providing a link to an electronic copy of the Target's Statement (**Access Letter**); and
- Tietto security holders who have not provided Tietto an electronic address for the purposes of receiving electronic copies of shareholder communications, and Tietto shareholders who have validly elected to receive hard copies of shareholder communications, will be sent a hard copy of the Target's Statement to their registered postal address.

A copy of the Access Letter is attached to this announcement.

This announcement has been approved and authorised for release by the board of Tietto.

Yours sincerely,

Mr Matthew Foy  
Company Secretary  
Tietto Minerals Limited

28 November 2023

Dear Fellow Shareholder

**Unsolicited Conditional Off-market Takeover Offer from Zhaojin Capital (Hong Kong) Limited for Tietto Minerals Limited – Target’s Statement**

This letter sets out how you can access Tietto Minerals Limited’s Target’s Statement. The Target’s Statement is an important document and requires your immediate attention. The Target’s Statement sets out Tietto Minerals Limited’s formal response to the unsolicited conditional off-market takeover offer from Zhaojin Capital (Hong Kong) Limited.

The Directors unanimously recommend that you **REJECT** the Offer. To **REJECT** the Offer, simply **DO NOTHING** and **TAKE NO ACTION** in relation to all documents sent to you by Zhaojin.

On 30 October 2023, Zhaojin Capital (Hong Kong) Limited (**Zhaojin**) released its Bidder’s Statement in relation to an unsolicited conditional off-market takeover offer for all of the issued shares in Tietto Minerals Limited (**Tietto**) that it does not already own (**Unsolicited Offer**). The Bidder’s Statement contains the detailed terms of the Unsolicited Offer and has been mailed to all Tietto security holders with an accompanying personalised acceptance form.

The purpose of this letter is to inform you that Tietto has now released its Target’s Statement and, in accordance with section 110D of the *Corporations Act 2001* (Cth), to provide instructions as to how you can access it. The Target’s Statement sets out Tietto’s response to, and important information about, the Unsolicited Offer, including the Tietto directors’ unanimous recommendation in respect of the Unsolicited Offer and reasons for that recommendation. The Target’s Statement also contains an independent expert’s report prepared in connection with the Unsolicited Offer.

You should read this Target’s Statement in its entirety for further information on the reasons why the Directors unanimously recommend that Shareholders should **REJECT** the Offer.

You can access the Target’s Statement on the ASX website at the following link:

<https://www.asx.com.au/markets/company/tie>

Please note Tietto will not be sending you a hard copy of the Target’s Statement. You may request a hard copy via email to [admin@tietto.com](mailto:admin@tietto.com) or by calling +61 (8) 6331 6182. If you request a hard copy of the Target’s Statement, it will be printed and mailed to you as follows:

- i. if the holder is in Australia – by pre-paid post or by courier; or
- ii. if the holder is outside of Australia – by pre-paid airmail post or by courier.

A copy of Zhaojin’s Bidder’s Statement is available on the Australian Securities Exchange at the following link: [https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02739183-6A1180216?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02739183-6A1180216?access_token=83ff96335c2d45a094df02a206a39ff4).

Thank you for your continued support of Tietto.

Yours faithfully



Francis Harper  
Chairman  
Tietto Minerals Limited