



6 December 2023

Dear Shareholder

NON-RENOUNCABLE PRO-RATA ENTITLEMENT OFFER – NOTICE TO ELIGIBLE SHAREHOLDERS

On 29 November 2023, Titan Minerals Limited (ASX: TTM) (**Titan** or the **Company**) announced that it was conducting an accelerated non-renounceable pro rata entitlement offer to eligible shareholders on the basis of one (1) new Titan share (**New Share**) for every six (6) existing Titan shares held at an offer price of \$0.03 per New Share, to raise approximately \$7.6 million (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders will also receive one (1) free attaching option for every New Share issued, exercisable at \$0.035 per option and expiring 31 January 2025 (**Attaching Option**). For every two (2) Attaching Options subscribed for and issued, eligible shareholders will also receive, for nil consideration, one (1) additional option exercisable at \$0.07 per option and expiring 31 January 2027 (**Bonus Option**).

The Bonus Options are subject to a vesting condition that each Bonus Option will only vest and become exercisable if the eligible shareholder exercises two (2) Attaching Options on or before 31 January 2025, being the expiry date of the Attaching Options. The Company will not seek quotation of the Attaching Options or Bonus Options.

The New Shares, Attaching Options and Bonus Options together comprise the **New Securities**.

The Entitlement Offer consists of an accelerated institutional component to eligible institutional shareholders (**Institutional Entitlement Offer**), and a retail component to eligible retail shareholders (**Retail Entitlement Offer**).

The Institutional Entitlement Offer completed on 30 November 2023 and raised approximately \$4.1 million. Please see the Company's ASX announcement dated 1 December 2023 for further information about the outcome of the Institutional Entitlement Offer.

Any New Securities under the Entitlement Offer that are not applied for will form the **Shortfall Securities**. The offer to issue Shortfall Securities is a separate offer under the Prospectus and will be made on the same basis as the Entitlement Offer. The Shortfall Securities will be allocated at the Directors' discretion within three months from the closing date of the Retail Entitlement Offer.

Details of the Entitlement Offer are contained in the prospectus that was lodged with ASIC and the ASX on 29 November 2023 (**Prospectus**). The Company lodged a supplementary prospectus with ASIC and the ASX on 30 November 2023 (**Supplementary Prospectus**) to amend the terms of the of the Attaching Options and the Bonus Options, such that the Attaching Options will expire on 31 January 2025 and the Bonus Options will expire on 31 January 2027 (rather than 12 months and three years from the date of issue, respectively).

The Prospectus and the Supplementary Prospectus are available on the Company's website at: <https://www.titanminerals.com.au/> and on the ASX website at www.asx.com.au. The Company intends to use the proceeds to be raised under the Entitlement Offer primarily to fund exploration activities, including to continue resource drilling at the Company's Dynasty Gold Project. The Company will also attribute funds raised towards working capital, corporate and administrative expenses. Refer to the Company's ASX announcement on 29 November 2023 and the Prospectus for further details regarding the Company's proposed use of proceeds from the Entitlement Offer.

Details of the Retail Entitlement Offer

As an Eligible Retail Shareholder (defined below), you are able to subscribe for one (1) New Share for every six (6) existing Titan shares held at the Record Date (defined below), together with one (1) Attaching Option for every one (1) New Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued (**Entitlement**). The New Shares will have an offer price of \$0.03 per New Share (**Offer Price**).

Eligible Retail Shareholders can choose to take up all, part or none of their Entitlement under the Retail Entitlement Offer.

The New Shares issued under the Retail Entitlement Offer (and any shares which may be issued upon exercise of the Attaching Options or Bonus Options) will rank equally with Titan's existing shares on issue. Fractional Entitlements will be rounded up or down to the nearest whole number, with Entitlements to more than half of a New Security rounded up.

Application Procedure

This letter is to notify you that the Retail Entitlement Offer is now open and provide you with instructions as to how to obtain a copy of the Prospectus (together with the Supplementary Prospectus) and your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**).

You should read the Prospectus (together with the Supplementary Prospectus) carefully and in its entirety before deciding whether to participate in the Retail Entitlement Offer.

How to obtain a copy of the Prospectus (together with the Supplementary Prospectus) and your personalised Entitlement and Acceptance Form

- **Online:** The Prospectus (together with the Supplementary Prospectus) and your personalised Entitlement and Acceptance Form can be accessed online at <https://investor.automic.com.au/#/home>.
- **Paper:** You can request a paper copy of the Prospectus (together with the Supplementary Prospectus) and your personalised Entitlement and Acceptance Form by calling Automic Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 5.30am to 4.00pm (AWST), Monday to Friday (excluding public holidays) or email corporate.actions@automicgroup.com.au.

*The Retail Entitlement Offer is scheduled to close Wednesday, 20 December 2023 at 5.00pm (AWST) (**Closing Date**). Payment must be received before this time.*

"**Eligible Retail Shareholders**" are those persons who:

- are registered as a holder of Titan shares as at 4.00pm (AWST) on 1 December 2023 (**Record Date**);
- have a registered address in Australia or New Zealand or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Securities under the Retail Entitlement Offer;

- are not located in the United States and are not, and are not acting for the account or benefit of, a person in the United States (to the extent such a person holds Shares for the account or benefit of such a person in the United States); and
- are not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and are not treated as an Ineligible Institutional Shareholder (as defined in the Prospectus) under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are unable to participate in the Retail Entitlement Offer.

Options available to Eligible Retail Shareholders

1. If you wish to take up all of your Entitlement

If you decide to take up all of your Entitlement, please either:

- make a payment of the number of New Shares you are entitled to multiplied by the Offer Price per New Share via BPAY® by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at <https://investor.automic.com.au/#/home>; or
- if you are an Eligible Retail Shareholder registered in New Zealand, make a payment of the number of New Shares you are entitled to multiplied by the Offer Price per New Share via EFT by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at <https://investor.automic.com.au/#/home>,

in each case, so that funds are received by the Share Registry by no later than the Closing Date.

2. If you wish to take up part of your Entitlement and allow the remaining balance to lapse

If you decide to take up part of your Entitlement, and allow the balance to lapse, please either:

- make a payment of the number of New Shares you are entitled to multiplied by the Offer Price per New Share via BPAY® by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at <https://investor.automic.com.au/#/home>; or
- if you are an Eligible Retail Shareholder registered in New Zealand, make a payment of the number of New Shares you are entitled to multiplied by the Offer Price per New Share via EFT by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at <https://investor.automic.com.au/#/home>,

in each case, so that funds are received by the Share Registry by no later than the Closing Date.

The Company will treat you as applying for as many New Shares as your payment will pay for in full. The Company's decision on the number of New Securities to be issued to you will be final.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in the Company reduced by the Entitlement Offer.

You will not receive any value for the Entitlements you choose not to take up and they will lapse and become Shortfall Securities.

3. If you take no action

If you take no action, you will not be allocated New Securities and your Entitlement will lapse and become Shortfall Securities. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Retail Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in the Company reduced by the Entitlement Offer.

Payment by BPAY® or EFT

When paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you have more than one holding of shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

When paying by EFT, please make sure you use the unique reference number on your personalised Entitlement and Acceptance Form. If you have more than one holding of shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the unique reference number specific to the Entitlement on that Entitlement and Acceptance Form.

Please note that should you choose to pay by BPAY® or EFT:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and under the Prospectus; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies; and
- any application monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any application monies received or refunded.

Indicative Timetable

Further details of the Entitlement Offer timetable are outlined below:

Event	Date
Announcement of results of the Institutional Entitlement Offer	Friday, 1 December 2023
Trading Halt lifted and Shares recommence trading on ASX on an “ex-Entitlement basis”	
Record Date for the Retail Entitlement Offer (at 4.00pm AWST)	Friday, 1 December 2023
Prospectus (together with the Supplementary Prospectus) made available to Eligible Shareholders	Wednesday, 6 December 2023

Event	Date
Retail Entitlement Offer Opening Date	Wednesday, 6 December 2023
Settlement of New Securities under the Institutional Entitlement Offer	Wednesday, 6 December 2023
Issue of New Securities under the Institutional Entitlement Offer and commencement of trading of New Shares issued under the Institutional Entitlement Offer	Thursday, 7 December 2023
Last day to extend the Retail Entitlement Offer Closing Date	Friday, 15 December 2023
Retail Entitlement Offer Closing Date (at 5.00pm AWST)	Wednesday, 20 December 2023
Announcement results of Retail Entitlement Offer	Wednesday, 27 December 2023
Settlement of New Securities under the Retail Entitlement Offer	Thursday, 28 December 2023
Issue of New Securities under the Retail Entitlement Offer	Friday, 29 December 2023
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Tuesday, 2 January 2024

Note: This timetable is indicative only and subject to change. The Company reserves the right to amend the timetable for the Entitlement Offer without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Titan reserves the right to extend the closing date for the Retail Entitlement Offer at any time, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date for the Retail Entitlement Offer will have a consequential effect on the issue date of New Securities under the Retail Entitlement Offer. The commencement of quotation of New Shares is subject to confirmation from ASX. The Company also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the relevant New Securities. In that event, the relevant application monies (without interest) must be returned in full to applicants.

Further Information

If you have any questions in relation to the Entitlement Offer, please contact Automic Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 5.30am to 4.00pm (AWST), Monday to Friday or email corporate.actions@automicgroup.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Zane Lewis
Company Secretary
Titan Minerals Limited