



TITOMIC LIMITED

(ASX: TTT)

Monday, 26 June 2023

Renounceable Entitlement Offer and Placement

MELBOURNE – Titomic Limited (**ASX:TTT, Titomic or the Company**), a company dedicated to bringing together new and novel materials, cold spray systems, software, robotics and automated metals manufacturing, today advises that it will be conducting a fully underwritten pro rata accelerated renounceable entitlement offer to existing eligible shareholders (**Entitlement Offer**) and a non-underwritten placement offer (**Placement** and, together with the Entitlement Offer, the **Capital Raising**).

Funds raised under the Capital Raising will be used to develop increased manufacturing capacity, enhance capability for increased sales opportunities of current products and new business opportunities and to provide additional general working capital to advance the Company's business.

Placement

In relation to the Placement, the Company advises that it has received firm commitments from professional and sophisticated investors to subscribe for 100,000,000 new fully paid ordinary shares in the Company (**Shares**) at an issue price of \$0.01 per Share to raise \$1 million before costs.

The issue price for each of the Placement and the Entitlement Offer represents an 81.13% discount to the closing price of the Company's shares on Friday, 23 June 2023, being the last trading day before this announcement.

Entitlement Offer

The Entitlement Offer will be fully underwritten by Gleneagle Securities (Aust) Pty Ltd (**Gleneagle**), who has been appointed lead manager of the Capital Raising. The Company is seeking to raise approximately \$5.5 million (before costs) through the offer of 2.3 Shares for every 1 Share held by eligible shareholders registered at 7.00pm (AEST) on Wednesday, 28 June 2023 at an issue price of \$0.01 per Share. The Entitlement Offer is underwritten and there is no minimum subscription.

The Entitlement Offer comprises the following components:

- **Institutional Entitlement Offer** - Eligible institutional shareholders as determined by the Company and Gleneagle are invited to take up all or part of their entitlement under the institutional component of the Entitlement Offer.

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- **Retail Entitlement Offer** - Eligible retail shareholders will be issued with their entitlements under the Retail Entitlement Offer which can be taken up in whole or in part.

The Retail Entitlement Offer will open on Tuesday, 4 July 2023. A retail offer booklet containing information in respect of the Retail Entitlement Offer will be lodged with ASX on Tuesday, 4 July 2023 (**Retail Offer Booklet**) and will be made available to eligible retail shareholders along with a personalised Entitlement and Acceptance Form.

The Entitlement Offer will be made on the following terms:

1. The Entitlement Offer comprises 2.3 new Shares for every 1 Share held by existing eligible shareholders at 7.00pm AEST on Wednesday, 28 June 2023 (**Record Date**) at \$0.01 per Share.
2. Eligible retail shareholders will comprise those shareholders with a registered address in Australia or New Zealand, and certain other jurisdictions in which the Company decides to extend the offer, at the Record Date, and who are not invited to participate in the Institutional Entitlement Offer (**Eligible Shareholders**).
3. The Entitlement Offer is fully underwritten and there is no minimum subscription.
4. Share entitlements are renounceable and will be tradeable on the ASX or otherwise transferable.
5. Approximately 549,676,897 Shares will be issued pursuant to the Entitlement Offer. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
6. Any fractional entitlements arising from the Entitlement Offer will be rounded up.
7. Shares issued under the Entitlement Offer will rank equally with existing Shares on issue on the Record Date. The Company will make application for official quotation of the new Shares proposed to be issued under the Entitlement Offer.

The Retail Offer Booklet to be lodged on Tuesday, 4 July 2023 will contain a more detailed description of the matters set out above.

Lead Manager and Underwriter

The Company has engaged Gleneagle to act as Corporate Advisor, Lead Manager and Underwriter. Gleneagle may at any time in consultation with the Company, appoint sub-underwriters to sub-underwrite all or any part of the Entitlement Offer. Any fees payable to such are to be borne by the Gleneagle. The Company has agreed to pay the following fees to Gleneagle on completion of each component of the Capital Raising:

- a "Transaction Management and Advisory Fee" of 2% the Gross Proceeds (being \$129,935); and
- a "Placement and Underwriting Fee" of 4% (being \$259,870) of the Gross Proceeds, which

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amount is inclusive of all amounts to be by paid by Gleneagle to all sub-underwriters, and to any broking firms which Gleneagle mandates to assist in the Transaction.

“Gross Proceeds” means the aggregate proceeds received from the issue of Shares under the Capital Raising. If the transaction does not proceed, Gleneagle or its sub-underwriters do not receive any fees.

Timetable of the Entitlement Offer

Outlined below is a timetable of relevant events and dates relating to the Entitlement Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and other applicable laws, the Company’s Board of Directors reserves the right to modify all dates, including the Retail Entitlement Offer closing date.

| Event | Date |
|--|--|
| Announcement of results of Placement and Institutional Entitlement Offer Trading halt lifted and shares resume trading on an ex-entitlement basis, rights trading begins on a deferred settlement basis | Pre-market open, Wednesday, 28 June 2023 |
| Record Date to determine Entitlements under the Offer | 7.00pm (AEST), Wednesday, 28 June 2023 |
| Issue shares under Institutional Offer and Placement | Monday, 3 July 2023 |
| Lodge Retail Offer Booklet with ASX Despatch of Retail Offer Booklet and Entitlement and Acceptance Form to Eligible Retail Shareholders Opening Date of Retail Offer | Tuesday, 4 July 2023 |
| Rights commence trading on the ASX on normal settlement basis | Wednesday, 5 July 2023 |
| Rights trading ends at close of trading | Thursday, 6 July 2023 |
| If agreed by ASX, securities quoted on a deferred settlement basis from market open | Friday, 7 July 2023 |

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| Event | Date |
|--|-------------------------|
| Last date to extend Closing Date for Retail Offer | Monday, 10 July 2023 |
| Retail Offer Closing Date | Thursday, 13 July 2023 |
| Announcement of results of the Retail Offer Retail Shortfall Bookbuild (for Entitlements not taken up by Eligible Retail Shareholders and Entitlements of Ineligible Shareholders) | Tuesday, 18 July 2023 |
| Announcement of results of Retail Shortfall Bookbuild | Wednesday, 19 July 2023 |
| Settlement of New Shares under the Retail Offer | Friday, 21 July 2023 |
| Issue shares under Retail Offer | Monday, 24 July 2023 |
| Trading of new shares under Retail Offer expected to commence (T+2) | Tuesday, 25 July 2023 |
| Payment of Retail Premium (if any) | Wednesday, 26 July 2023 |

Applications for new Shares under the Retail Entitlement Offer may only be made by following instructions on the Entitlement & Acceptance Form which will be made accessible to Eligible Shareholders. Shareholders eligible to participate in the Retail Entitlement Offer should read the Retail Offer Booklet carefully and consult their professional advisers as necessary.

This announcement has been authorised for release by the Board of Titomic Limited.

-ENDS-

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ABOUT TITOMIC LIMITED

Titomic Limited (ASX: TTT) is an Australian public company specialising in large integrated solutions for industrial-scale metal additive manufacturing, using its patented cold spray additive manufacturing (Cold Spray AM) technology. Titomic provides Cold Spray AM

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solutions, OEM production and R&D services to the global Aerospace, Defence, Shipbuilding, Oil & Gas, Mining and Automotive industries. Titomic also offers global sales and support for all of its Cold Spray AM activities from its Melbourne Head Office, as well as through local presence in the USA and Europe. Titomic delivers competitive advantages in metal additive manufacturing at every stage in the product value chain. For more information, please visit www.titomic.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this release are forward-looking statements and are based on Titomic's current expectations, estimates and projections. Words such as "anticipates", "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. Although Titomic believes the forward-looking statements are based on reasonable assumptions, they are subject to certain risks and uncertainties, some of which are beyond Titomic's control, including those risks or uncertainties inherent in the process of both developing and commercialising technology. As a result, actual results could materially differ from those expressed or forecasted in the forward-looking statements. The forward-looking statements made in this release relate only to events as of the date on which the statements are made.

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