

ASX Announcement

24 October 2025

Notice of 2025 Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, Titomic Limited attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting; and
3. Proxy Form.

This announcement has been authorized for release by Titomic's Board of Directors.

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ABOUT TITOMIC LIMITED

Titomic Limited (ASX: TTT) is a leading American manufacturing company specializing in large integrated solutions for industrial-scale metal additive manufacturing, coating, and repairs using its patented kinetic fusion cold spray (Titomic Kinetic Fusion™) technology. Titomic Kinetic Fusion™ cold spray solutions provide OEM production and R&D services to the global Aerospace, Defense, Shipbuilding, Oil & Gas, Mining and Automotive industries. Titomic also offers global sales and support for all its Titomic Kinetic Fusion™ cold spray AM activities from its Huntsville, Alabama Head Office, as well as through local presence in the Australia 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 commercializing 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. Titomic will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

24 October 2025

Dear Shareholder

Re: Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Titomic Limited (**Titomic** or **Company**) will be held virtually via the online platform <https://meetnow.global/M5CYDRP> on Tuesday 25 November 2025 at 9.00am (AEDT) (Melbourne time).

The AGM will be held as a virtual only meeting, whereby shareholders can attend via the online platform at <https://meetnow.global/M5CYDRP>. Registration opens from 8.30am (AEDT) on the day of the Meeting. Accordingly, shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

In order to provide shareholders with the opportunity to fully participate in the Meeting, the Company announces that shareholders can attend virtually via the online platform at <https://meetnow.global/M5CYDRP>. To do this you will need a desktop or mobile/tablet device with internet access, you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a security holder or proxy holder. The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

Whilst live voting will now be available, shareholders are still strongly recommended to submit their votes by proxy. Instructions on how to submit votes by proxy are contained within the 'Proxies' section within the Notice of Meeting.

VOTING IS NOW OPEN. To vote online in relation to the following account, please follow the instructions below:

STEP 1: Visit <https://www.investorvote.com.au>

STEP 2: Enter your Control Number, your SRN / HIN and your PIN as per the Proxy Form

STEP 3: Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards the meeting please ensure your online lodgment is received no later than 9.00am (AEDT) on Sunday 23 November 2025. Voting instructions received after this time will not be valid for the scheduled meeting.

The Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Memorandum (**Notice of Meeting**). The Notice of Meeting will be made available to shareholders electronically as follows:

1. Online on the Titomic Limited website – <https://www.titomic.com>
2. At our share registry website <https://www.investorcentre.com.au> by logging in and selecting Company Announcement from the main menu.
3. A copy of the Notice of Meeting has also been lodged on the Company's ASX market announcements platform.

Enclosed is a Voting Form and Reply-Paid envelope.



Shareholders who have provided an email address will receive an email to their nominated email address with a link to an electronic copy of the Notice of Meeting and the Voting Form. If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.investorcentre.com.au>.

If you are unable to access the Notice of Meeting online, please contact our share registry Computershare Investor Services Pty Ltd at +61 (0)3 9415 4000 (outside Australia) or 1300 850 505 (within Australia) during business hours to arrange a copy.

Please sign up to our Investor Hub via the below:



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Yours sincerely

Geoff Hollis
Company Secretary
Titomic Limited

For personal use only



Titomic Limited

ACN: 602 793 644

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: 25 November 2025

Time of Meeting: 9.00am (AEDT)

Place of Meeting: We will be holding our AGM as a virtual meeting via the Computershare Meeting Platform. Shareholders will not be able to attend the meeting at any physical location. You can access the online platform by entering the following URL <https://meetnow.global/M5CYDRP>

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 is hereby given that the 2025 Annual General Meeting of Shareholders of the Company will be held on 25 November 2025 commencing at 9.00am (AEDT) as a virtual meeting.

As the Meeting will be held virtually, Shareholders will be able to attend online. Instructions on how to attend the meeting are contained in this Notice of Meeting.

The Board encourages shareholders to monitor the ASX and the Company's website for any updates in relation to the Annual 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.

Dear Shareholder,

Titomic Limited ACN 602 793 644 (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 25 November 2025 and we invite you to attend.

The AGM will be held virtually and is to commence at 9.00am (AEDT) to consider, in summary, the following items of business:

1. 2025 Annual Financial Statements;
2. Resolution 1 - Adoption of 2025 Remuneration Report;
3. Resolution 2 - Election of Mr John Frewen;
4. Resolution 3 - Election of Mr Jim Simpson;
5. Resolution 4 – Re-election of Dr Andreas Schwer;
6. Resolution 5 - Ratification of prior issue of Tranche 1 Placement Shares to investors under the July 2025 Placement;
7. Resolution 6 – Approval of issue of Tranche 2 Placement Shares to investors under the July 2025 Placement;
8. Resolution 7 – Approval of issue of Rights and Options to Jim Simpson;
9. Resolution 8 – Approval of issue of Shares to Jim Simpson;
10. Resolution 9 – Approval of issue of Options to John Frewen;
11. Resolution 10 – Renewal of approval of Equity Incentive Plan; and
12. Resolution 11 - Appointment of Auditor.

You can participate online using your smartphone, tablet or computer. You will be able to view a live webcast of the meeting, ask questions online and submit your votes in real time. You can access the online platform by entering the following URL <https://meetnow.global/M5CYDRP> in your browser.

Online registration will open 30 minutes before the meeting. If you wish to vote in advance of the meeting you can lodge a proxy vote online at www.investorvote.com.au.

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 or prefer to vote by proxy, we encourage you to vote using the Proxy Form, which is also enclosed.

Thank you for your continued support.

Yours faithfully



Geoff Hollis
Company Secretary
Titomic Limited

Dated: 24 October 2025

TITOMIC LIMITED

ACN: 602 793 644

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting of Titomic Limited ACN 602 793 644 will be held at 9.00am (AEDT) on 25 November 2025 as a virtual meeting only.

The attached Explanatory Memorandum 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 Memorandum 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.

Virtual Meeting Attendance

Online registration will open from 8:30am (AEDT) on Tuesday, 25 November 2025. We recommend that shareholders and proxyholders log in at least 15 minutes prior to the meeting. Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting online, following the instructions below:

1. Enter the following URL <https://meetnow.global/M5CYDRP> on your computer, tablet or smartphone. Click on 'Join Meeting Now'.
2. Enter your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). Proxyholders will need to enter a unique email invitation link obtained before the meeting day (see the attached Online Meeting Guide, also available at www.computershare.com.au/virtualmeetingguide).
3. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions via a live text facility or verbally, and cast votes while the meeting is in progress.

1. Agenda - Ordinary Business

2025 Annual Financial Statements

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 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 the Company's Auditor, RSM Australia 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 2025 Annual Report can be viewed online at the Company's website <http://www.titomic.com> on the "Investor Centre" page under "Announcements", then "Annual Reports".

Resolution 1 Adoption of 2025 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 2025 in accordance with section 250R(2) of the Corporations Act."

Voting Exclusion Statement:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel or a Closely Related Party of those members (each a **KMP**). However, the KMP may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a KMP and either:

- (a) the KMP is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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.

Resolution 2 Election of Mr John Frewen

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 14.4, the Company's Constitution and for all other purposes, Mr John Frewen, AO, DSC, being eligible, be elected as a 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 Mr Jim Simpson

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of the Company's Constitution and for all other purposes, Mr Jim Simpson, being eligible, be elected as a 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 Re-election of Dr Andreas Schwer

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 14.4, the Company's Constitution and for all other purposes, Dr Andreas Schwer, retires by rotation and being eligible to be re-elected, be re-elected as a 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 Placement Shares to investors (July 2025 Placement)

To consider, and if thought fit, to pass the following resolution 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 200,000,000 Placement Shares to investors on 31 July 2025, on the terms and conditions described in the Explanatory Memorandum.”

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 Placement Shares in the July 2025 Placement; 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 5 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 6 Approval of issue of Tranche 2 Placement Shares to investors (July 2025 Placement)

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,400,000 Tranche 2 Placement Shares to Directors of the Company under the July 2025 Placement, on the terms and conditions described in the Explanatory Memorandum.”

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, the proposed issue of the Tranche 2 Placement Shares under the July 2025 Placement (except a benefit solely by reason of being a holder of ordinary securities in the entity); 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 6 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 7 Approval of issue of Rights and Options to Jim Simpson

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Rights and 25,000,000 Options to Managing Director, Mr Jim Simpson, on the terms and conditions and as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Mr Jim Simpson and any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of the Rights or Options); 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.

Voting Prohibition Statement: 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 Resolution 7 if:

1. the proxy is either:
 - a. a member of the Company's Key Management Personnel; or
 - b. a closely related party of a member of the Company's Key Management Personnel; and
2. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

1. the proxy is the Chair of the Meeting; and
2. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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 Shares to Jim Simpson

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 804,518 Shares to Director, Mr Jim Simpson, on the terms and conditions and as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Mr Jim Simpson and any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder 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 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.

Voting Prohibition Statement: 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 Resolution 8 if:

1. the proxy is either:
 - a. a member of the Company's Key Management Personnel; or
 - b. a closely related party of a member of the Company's Key Management Personnel; and
2. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

1. the proxy is the Chair of the Meeting; and
2. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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 John Frewen

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Options to Director, Mr John Frewen, on the terms and conditions and as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Mr John Frewen and any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of the Options); 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.

Voting Prohibition Statement: 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 Resolution 9 if:

1. the proxy is either:
 - a. a member of the Company's Key Management Personnel; or
 - b. a closely related party of a member of the Company's Key Management Personnel; and
2. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

1. the proxy is the Chair of the Meeting; and
2. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Further details in respect of Resolution 9 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 10 Renewal of approval of Equity Incentive Plan

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, Shareholders renew the approval of, and approve the issue of securities under, the Company's existing Equity Incentive Plan, on the terms and conditions described in the Explanatory Memorandum which accompanies this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme or their relevant associates.

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

Resolution 11 Appointment of Auditor

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, RSM Australia Partners, having been nominated by a Shareholder and consented in writing to act as Auditor of the Company, be appointed Auditor of the Company, effective immediately."

Further details in respect of Resolution 11 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

2. 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 proxy need not be a Shareholder.
- 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.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote. Voting will take place by poll and not a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- 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.
- 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.
- 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.

The Proxy Form (together with any relevant authority) must be received by no later than 9.00am (AEDT) on Sunday, 23 November 2025, **48 hours** before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

(j) 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, Victoria 3001

(k) The Chairman of the meeting intends to vote all available proxies in favour of all Resolutions.

3. Undirected Proxies

The Chairman of the meeting will vote undirected proxies on, and in favour of, proposed Resolutions 2 to 9.

4. 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.

5. 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 9.00am (AEDT) on 23 November 2025.

6. Votes

Every resolution will be conducted by 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.

7. 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 2025 or the content of its audit report. Please send your questions via email to:

Geoff Hollis

Chief Financial Officer and Company Secretary

Titomic Limited

geoff.hollis@titomic.com

Written questions for the Company's Auditor must be received by no later than 5.00PM (AEDT) on 18 November 2025. 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 2025.

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 RSM Australia Partners will be available to provide answers to questions at the Meeting.

For and on behalf of the Board of Directors,



Geoff Hollis
Company Secretary
Titomic Limited

Dated: 24 October 2025

TITOMIC LIMITED

ACN: 602 793 644

EXPLANATORY MEMORANDUM

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

1. 2025 ANNUAL FINANCIAL STATEMENTS

In accordance with the Company's Constitution and the Corporations Act, the business of the meeting will include receipt and consideration of the Company's Financial Report together with the Remuneration Report, Director's Declaration and the reports of the Directors and company Auditor.

No resolution is required in relation to this item. 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.

The Titomic Limited 2025 Annual Report can be viewed online at the Company's website <http://www.titomic.com> on the "Investor Centre" page under "Announcements", then "Annual Reports".

ORDINARY RESOLUTIONS

2. Resolution 1 Adoption of 2025 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 2025. 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.

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report.

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 (**KMP**) (as set out in the Company's 2025 Annual Report and which includes the Chair), 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. Further information on voting restrictions, including details on proxy votes, is set out below.

Sections 250U to 250Y of the Corporations Act details 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 2026 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 2025 Annual Report which is available at the Company's website <http://www.titomic.com> on the "Investor Centre" page under "Announcements", then "Annual Reports".

Voting Restrictions

KMP whose details are included in the Remuneration Report, 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 2025. '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 vote as 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, or otherwise, expressly authorise 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.

3. Resolution 2 Election of Mr John Frewen

ASX Listing Rule 14.4 requires that 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.

Mr Frewen was appointed to the Board on 1 July 2025 by the Directors pursuant to article 19.4(a) of the Company's Constitution. In accordance with article 19.4(b) of the Company's Constitution, Mr Frewen may only hold office until the next annual general meeting of the Company and is then eligible for election at that meeting.

Mr John Frewen offers himself for election in accordance with the Listing Rules and article 19.4(b) of the Company's Constitution.

Appointed to the Board	1 July 2025
Last elected by shareholders	N/A
Experience	Lieutenant General (Ret.) John Frewen, AO, DSC served over 40 years in the Australian Defence Force, commanding at every level from Infantry Platoon to all Australian Forces in the Middle East. He later held senior roles including Principal Deputy Director General of the Australian Signals Directorate, Chief of Joint Capabilities, and Coordinator General of the National COVID-19 Vaccine Task Force. Honoured with the AO and DSC, Mr. Frewen now advises leading defence and technology organisations.
Other Listed Current Directorships	None
Committees	Audit and Risk Committee member, Remuneration and Nomination Committee member.

Board Recommendation

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

4. Resolution 3 Election of Mr Jim Simpson

ASX Listing Rule 14.4 requires that 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. Although, this rule does not apply to the Managing Director of the entity.

Mr Simpson was appointed to the Board as Managing Director on 10 January 2025 by the Directors pursuant to article 19.4(a) of the Company's Constitution.

In accordance with article 19.4(b) of the Company's Constitution, Mr Simpson may only hold office until the next annual general meeting of the Company and is then eligible for election at that meeting. The Constitution does not explicitly state that article 19.4(b) does not apply to a Managing Director.

Mr Jim Simpson offers himself for election in accordance with article 19.4(b) of the Company's Constitution.

Appointed to the Board	10 January 2025
Last elected by shareholders	N/A
Experience	<p>Jim Simpson brings more than 40 years of experience in the satellite, aerospace, and defense sectors, holding executive leadership positions across prestigious organisations.</p> <p>His career highlights include serving as CEO of Saturn Satellite Networks and ABS Corporation, as well as senior leadership roles at Virgin Orbit, Aerojet Rocketdyne, and Boeing. With a deep understanding of U.S. national security, international, commercial, and civil space operations, Jim is recognised as a visionary leader in the industry.</p> <p>Mr. Simpson holds a B.S. and M.S. in Engineering from UCLA and an M.B.A. from USC. He is a distinguished member of the American Institute of Aeronautics and Astronautics (AIAA) and the Beta Gamma Sigma Business Honor Society.</p> <p>As Managing Director and CEO of Titomic, Mr. Simpson is spearheading efforts to accelerate the commercial adoption of Titomic's cutting-edge cold spray technology, particularly within the defence and aerospace sectors. His leadership is driving strategic partnerships and positioning Titomic as a transformative force in advanced manufacturing, delivering innovative solutions to meet the evolving needs of mission-critical industries.</p>
Other Listed Current Directorships	None
Committees	None

Board Recommendation

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

5. Resolution 4 Re-election of Dr Andreas Schwer

ASX Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Article 20.2 of the Company Constitution requires that each Director of the Company must not hold office (without re-election) past the third annual general meeting following that Director's appointment or election, or three years, whichever is longer, after which that Director must retire from office.

Further, in accordance with article 20.3 of the Company's Constitution, one third of the Directors, must retire at each AGM. Article 20.3 of the Company Constitution does not apply to the Managing Director.

Article 20.4 of the Company's Constitution states that a Director who retires from office under the Constitution will be eligible for re-election to the Board.

Dr Schwer was appointed as a Director of the Company on 1 July 2020 and was last re-elected as a Director of the Company at the 2022 annual general meeting.

Dr Andreas Schwer retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for re-election.

Appointed to the Board	1 July 2020
Last elected by shareholders	21 November 2022
Experience	<p>Through his extensive 25-year executive career across the global defense and aerospace industries, Dr. Schwer has gained a wealth of experience, insight and a deep understanding, which he brings to the board of Titomic Limited. Dr. Schwer's executive track record is world-class, holding executive positions across a multitude of high-value industries, including Saudi Arabian Military Industries' inaugural CEO, where he grew the business from a greenfield operation to become a prominent entity in the international defence market.</p> <p>Prior to this achievement, Dr. Schwer held the role of Chairman, President, and CEO of Rheinmetall International and CEO of Combat Systems Division, both branches of international defence prime, Rheinmetall AG. Prior to joining Rheinmetall, Dr. Schwer held various executive management positions, including 12 years at Airbus Group's Defense & Space and Helicopters divisions and an executive role at the equipment manufacturing group, The Manitowoc Company. Dr. Schwer is the Managing Director of Electro Optic Systems Ltd.</p>
Other Listed Current Directorships	Managing Director - Electro Optic Systems Limited (ASX:EOS) (appointed 11 December 2023)
Committees	None

Board Recommendation

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

6. Resolution 5 Ratification of prior issue of Placement Shares to investors (July 2025 Placement)

6.1. Background

On 25 July 2025, the Company announced that it had received firm commitments from institutional and sophisticated investors to subscribe for approximately 201.4 million Shares at an issue price of \$0.25 per Share to raise approximately \$50 million (before costs) (**July 2025 Placement**). Funds raised under the July 2025 Placement will be used for hiring, facility and equipment expansion, certification acceleration and R&D, business development acceleration, working capital and capital reserve for new opportunities and development initiatives.

Under the July 2025 Placement:

- an aggregate of 200,000,000 Shares were issued to non-related institutional and sophisticated investors on 31 July 2025 pursuant to the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A (**Tranche 1 Placement Shares**) – being the subject of this Resolution 5; and
- an aggregate of 1,400,000 Shares are to be issued to Directors of the Company, subject to the Company receiving shareholder approval under ASX Listing Rule 10.11 (**Tranche 2 Placement Shares**) – being the subject of Resolution 6.

Of the 200,000,000 Tranche 1 Placement Shares:

- 198,363,760 Shares were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1 – being the subject of this Resolution 5; and
- 1,636,240 Shares were issued under the Company's 10% placement capacity under ASX Listing Rule 7.1A.

6.2. ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

In addition, ASX Listing Rule 7.1A provides that where a company has received shareholder approval by special resolution at an annual general meeting, in addition to issues under ASX Listing Rule 7.1, a company may, subject to certain conditions, issue equity securities in the 12 month period following the approval, an additional amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

At last year's annual general meeting, the Company sought and obtained approval of its Shareholders under listing rule 7.1A the additional 10% capacity described above.

As the issue of Tranche 1 Placement Shares does not fall within any of the specified exceptions to ASX Listing Rules 7.1 and 7.1A, and has not yet been approved by Shareholders, the issue of the Tranche 1 Placement Shares utilised the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A. This reduces the Company's capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

By ratifying the issue of the Tranche 1 Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Note, as the Company does not satisfy the requirement to seek shareholder approval for the additional 10% placement capacity under ASX Listing Rule 7.1A at the date of this Notice of Meeting, it will not be seeking such shareholder approval at this time.

Listing Rule 7.4 allows Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If Shareholders approve, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 200,000,000 Tranche 1 Placement Shares the subject of Resolution 5.

If Resolution 5 is passed, 200,000,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 over the 12 months from the issue date, to allow a higher number of equity securities to be issued by the Company without prior Shareholder approval.

If Resolution 5 is not passed, 200,000,000 Tranche 1 Placement Shares will be included in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 over the 12 months from the issue date, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

6.3. Information required by ASX 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:

Recipients of issue	Institutional and Sophisticated investors introduced by the joint lead managers Barrenjoey Markets Pty Limited and Bell Potter Securities Limited
Number and class of the securities issued	200,000,000 Shares
Material terms of the securities	Fully paid ordinary shares
Date on which the securities were issued	31 July 2025
Issue price	\$0.25 per Share
Purpose of the issue	The purpose of the July 2025 Placement (including the Tranche 1 Placement Shares and the Tranche 2 Placement Shares) was to raise approximately \$50 million in aggregate (before costs)
Intended use of funds	The Company intends to apply the funds raised from the July 2025 Placement for hiring, facility and equipment expansion, certification acceleration and R&D, business development acceleration, working capital and capital reserve for new opportunities and development initiatives
If the securities were issued under an agreement, a summary of any other material terms of the agreement	The Tranche 1 Placement Shares were not issued under an agreement
Voting exclusion	A voting exclusion statement is included in Resolution 5 of this Notice

6.4. Board Recommendation

The Directors do not currently have any specific intention to make any further issue of securities without approval of shareholders under ASX Listing Rules 7.1 in the next 12 months, unless such issue falls under a relevant exception. However, the Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 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 Resolution 5.

7. Resolution 6 Approval of issue of Tranche 2 Placement Shares to investors (July 2025 Placement)

7.1. Background

Please refer to section 6.1 of this Explanatory Memorandum for background information in relation to the July 2025 Placement. Directors of the Company applied to participate in the July 2025 Placement, subject to shareholder approval.

The purpose of this resolution is to see approval for the issue of 1,400,000 Shares, being the Tranche 2 Placement Shares, to Directors of the Company as described in this Explanatory Memorandum.

7.2. ASX Listing Rule 10.11

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.

The Directors, described below, are related parties of the Company. Accordingly, approval for the issue of 1,400,000 Tranche 2 Placement Shares, as set out below, is required pursuant to ASX Listing Rule 10.11. As approval of Shareholders is being sought pursuant to ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required.

Director	Number of Shares
Dag Stromme	400,000
Humphrey Nolan	400,000
Jim Simpson	400,000
Mira Ricardel	120,000
John Frewen	80,000
Total	1,400,000

7.3. Information required by ASX Listing Rule 10.13

Recipients of issue	Dag Stromme, Director of the Company Humphrey Nolan, Director of the Company Jim Simpson, Director of the Company Mira Ricardel, Director of the Company John Frewen, Director of the Company
Category under ASX Listing Rule 10.11	ASX Listing Rule 10.11.1 Dag Stromme, Humphrey Nolan, Jim Simpson, Mira Ricardel and John Frewen are Directors of the Company, and are therefore related parties of the Company.
Number and class of the securities to be issued	1,400,000 Shares
Material terms of the securities	Fully paid ordinary shares
Date on which the securities will be issued	Within one month from the date of this Meeting
Issue price	\$0.25 per Share
Purpose of the issue	The purpose of the July 2025 Placement (including the Tranche 1 Placement Shares and the Tranche 2 Placement Shares) was to raise approximately \$50 million in aggregate (before costs)
Intended use of funds	The Company intends to apply the funds raised from the July 2025 Placement for hiring, facility and equipment expansion, certification acceleration and R&D, business development acceleration, working capital and capital reserve for new opportunities and development initiatives.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement	The Tranche 2 Placement Shares are not being issued under an agreement
Voting exclusion	A voting exclusion statement is included in Resolution 6 of this Notice

7.4. Board Recommendation

The Directors (with Dag Stromme, Humphrey Nolan, Jim Simpson, Mira Ricardel and John Frewen abstaining) unanimously recommend that Shareholders vote in favour of Resolution 6.

8. Resolution 7 Approval of issue of Rights and Options to Jim Simpson

8.1. Background

This Resolution seeks Shareholder approval to issue 5,000,000 Rights and 25,000,000 Options (together, the **Incentive Securities**) to Mr Jim Simpson, Managing Director of the Company.

As part of his remuneration package, the Company agreed with Mr Jim Simpson to award long term incentive securities to align his interests with growth in the Company's value.

It is important to note that the terms of these Incentive Securities were determined and agreed by the Board in September 2024 prior to Jim Simpson's commencement with Titomic Limited and prior to the Company's October 2024 capital raise at \$0.12 per share.

8.2. Incentive Securities: summary and key terms

The Incentive Securities proposed to be issued to Mr Simpson are summarised as follows:

1. 5,000,000 Rights, which vest on 18 November 2025;
2. 5,000,000 Options, which vest on 18 November 2025 and are subject to the share price performance hurdle described below (**Tranche 1 Options**);
3. 10,000,000 Options, which vest on 18 November 2026 and are subject to the share price performance hurdle described below (**Tranche 2 Options**); and
4. 10,000,000 Options, which vest on 18 November 2027 and are subject to the share price performance hurdle described below (**Tranche 3 Options**).

Share Price performance hurdles

The 25,000,000 Options have both time based and performance based vesting hurdles. The time based vesting hurdles are described above, with the performance based vesting as follows:

Tranche 1 Options – at any time between 18 November 2024 and 18 November 2025, the Company closing price on the ASX is equal to or above \$0.15 AUD (rounded to the nearest cent, adjusted for any stock splits) for at least fifteen consecutive trading days.

Tranche 2 Options – at any time between 18 November 2024 and 18 November 2026, the Company closing price on the ASX is equal to or above \$0.18 AUD (rounded to the nearest cent, adjusted for any stock splits) for at least fifteen consecutive trading days.

Tranche 3 Options – at any time between 18 November 2024 and 18 November 2027, the Company closing price on the ASX is equal to or above \$0.30 AUD (rounded to the nearest cent, adjusted for any stock splits) for at least fifteen consecutive trading days.

For the respective Options to vest, both the time based hurdle and performance based hurdles are to be satisfied. Mr Simpson is required to continue to be an employee of the Company for each Incentive Securities to vest on each of the respective vesting dates.

The Options have an effective expiry date of 18 November 2031.

The proposed Incentive Securities to be awarded to Mr Simpson were described in the announcement confirming his appointment and most recently in the Company's 2025 Annual Report.

8.3. ASX Listing Rule 10.11

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. Mr Simpson is a Director and therefore a related party of the Company.

At the time of Mr Simpson's appointment to the Board, the Incentive Securities had not been issued. As is appropriate, the Company has waited to seek Shareholder approval at this annual general meeting for the issuance of these incentive securities. Accordingly, approval for the issue of 5,000,000 Rights and 25,000,000 Options is required pursuant to ASX Listing Rule 10.11. As approval of Shareholders is being sought pursuant to ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required.

8.4. Information required by ASX Listing Rule 10.13

Recipients of issue	Mr Jim Simpson
Category under ASX Listing Rule 10.11	ASX Listing Rule 10.11.1 Mr Simpson is a Director of the Company, and is therefore a related party of the Company.
Number and class of the securities to be issued	5,000,000 Rights, issued on the terms set out in section 8.2 above 25,000,000 Options, issued on the terms set out in section 8.2 above
Material terms of the securities	Set out in section 8.2 above
Date on which the securities will be issued	Within one month from the date of this Meeting
Issue price	Nil
Purpose of the issue	To form part of Mr Simpson's remuneration package
Intended use of funds	No funds will be raised from the issue of the Options or Rights
Remuneration Package	See section 8.5 below
Voting exclusion	A voting exclusion statement is included in Resolution 7 of this Notice
Executive Employment Agreement (additional information)	Mr Simpson was appointed to the role of President of Titomic USA, Inc. on 14 October 2024 and became CEO on 1 January 2025 and Managing Director on 10 January 2025. Mr Simpson has been appointed for an initial term of three years with the ability to extend subject to mutual agreement. Mr Simpson's remuneration and short term and long term incentives are discussed at 8.5. Mr Simpson's Agreement can be terminated by: the Company (without cause) with six months notice; the Company (with cause) with no notice period; and by Mr Simpson (for good reason) with six months notice.

8.5. Director remuneration

The table below sets out Mr Simpson's total annual remuneration packages (including equity based remuneration) pursuant to his Executive Employment Agreement which commenced in October 2024. Please note, this is remuneration does not include long term incentives, which are dealt with in more detail below.

Director	Remuneration component	Year ending 30 June 2025
Jim Simpson	Base salary	US\$375,000
	Short term incentive ¹	US\$281,250
	Total	US\$656,250

1 – Note that the amount shown for the short term incentive is the total determined by the board for the period ending 30 June 2025, of which 50% will be paid in cash and 50% to be paid in Shares, with the Share issue being subject to

shareholder approval under Resolution 8 of this Notice of Meeting. The short term incentive pursuant to Mr Simpson's employment agreement allows for an annual short term incentive of up to 100% of Mr Simpson's base salary, payable in 50% cash and 50% as Shares, with an issue of Shares being subject to Shareholder approval.

In addition to Mr Simpson's annual remuneration (comprising cash and short term incentives), it is proposed that Mr Simpson will have the opportunity to earn a long term incentive, being the Incentive Securities subject to this Resolution. The long term incentive is intended to complement Mr Simpson's annual base salary and short term incentives. It is not proposed to review the long term incentive on an annual basis, although it may be reviewed periodically.

8.6. 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.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Mr Simpson is a Director of the Company, Mr Simpson is a "related party" of the Company. Therefore, the proposed issue of Incentive Securities to Mr Simpson requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11.

8.7. Information Required by Chapter 2E of the Corporations Act

Identity of the related party

1. The related party is Mr Jim Simpson, a Director of the Company.

Nature of the financial benefit and other remuneration to be received by the related party

2. The nature of the financial benefit to be given is the issue of 5,000,000 Rights and 25,000,000 Options, which is an equity-related financial benefit. A summary of the material terms of the Incentive Securities is set out above, in the Explanatory Statement for this Resolution.
3. The Incentive Securities are proposed to be issued to remunerate and incentivise Mr Simpson to provide ongoing dedicated services to the Company. The terms of the Incentive Securities have been designed to assist in aligning the interests of Mr Simpson with Shareholders of the Company.
4. The number of Incentive Securities (which affects the value of the proposed financial benefit) was determined after considering a number of factors, including the responsibilities held by Mr Simpson in the Company.
5. If this Resolution is approved by Shareholders of the Company, the financial benefit to be conferred on Mr Simpson via the issue of the Incentive Securities will be in addition to the other remuneration received by Mr Simpson which is summarised above at section 8.5 in the Explanatory Statement for this Resolution.

Directors' recommendation and basis of financial benefit

6. Mr Simpson has a material personal interest in the outcome of this Resolution (as it concerns the proposed issue of Incentive Securities to him), accordingly, Mr Simpson did not consider the matters set out in this Resolution, and does not provide a recommendation to Shareholders.
7. The non-conflicted Directors of the Company (being Mr Dag W.R. Stromme, Mr Humphrey Nolan, Dr Andreas Schwer, Ms Mira Ricardel and Mr John Frewen, AO, DSC) carefully considered the issue of these Incentive Securities to Mr Simpson, and formed the view that:
 - a. the issue of Incentive Securities are a cost effective and efficient reward and incentive to be provided to Mr Simpson, as opposed to alternative forms of incentive, such as the payment of additional cash consideration or additional bonuses; and
 - b. the quantity and value of the Incentive Securities together with the terms in each case constitute an appropriate number to reflect the duties and obligations demanded by the role of Mr Simpson, as a Managing Director and Chief Executive Officer of the Company.

8. For the above reasons, the non-conflicted Directors of the Company recommends that Shareholders vote in favour of this Resolution.

Dilutionary effect to existing Shareholders' interests

9. If Shareholder approval is obtained for the Resolution, the issue of the Incentive Securities will not have any immediate dilutionary effect to existing Shareholders' interests. There may be a dilutionary effect in the future if the Incentive Securities vest and are exercised to Shares pursuant to their terms.

Existing and potential interest in the Company

10. As of the date of this Notice of Meeting, Mr Simpson does not have any existing interest in the Company.
11. The impact of the issue of Incentive Securities to Mr Simpson's potential interest in the Company can be summarised as follows. Note the following table includes the Incentive Securities, which are the subject of this Resolution, along with the Short Term Incentive which are the subject of Resolution 8, and the issue of 400,000 Tranche 2 Placement Shares subject to Resolution 6, to ensure that Shareholders have a complete view of the overall potential interest Mr Simpson may hold in the Company, subject to Shareholder approval.

Holder	Current Holdings	Projected holdings upon issue of Shares, Options and Rights under Resolutions 6, 7 & 8	Potential interest (fully diluted) (%) ^(a)
Mr Jim Simpson	Nil	1,204,518 Shares 5,000,000 Rights 25,000,000 Options	1.72%

Notes:

- (a) This percentage has been calculated on a fully diluted basis, based on the Company's projected capital structure (assuming that Shareholder approval is obtained for Resolutions 6 to 9) which is projected to consist of 1,539,400,057 Shares, 65,892,858 Rights and 204,313,286 Options. This percentage sets out the projected holding if all of the Options and Rights are exercised, of which, there is no guarantee.

Valuation of financial benefit

12. Incentive Securities (which are unlisted Options and Rights) are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Incentive Securities could be exercised into Shares (subject to satisfaction of its terms), the Incentive Securities may have a present value at the date of their issue.

Mr Simpson's rights and options have been valued using the share price as of 27 October 2025 being \$0.275. This is considered an appropriate valuation method given the 5,000,000 Rights and 5,000,000 Tranche 1 Options will have met all their vesting conditions if this resolution is approved. The Tranche 2 Options and Tranche 3 Options have been valued at current pricing as this provides a material approximation of their value at this point in time when considering remaining vesting conditions.

13. Based on the inputs, the Incentive Securities have been valued as follows:

Recipient	Number of Incentive Securities	Total value
Jim Simpson	5,000,000 Rights	\$1,375,000
	25,000,000 Options	\$6,875,000
	Total	\$8,250,000

Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors

14. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass this Resolution.

8.8. Board Recommendation

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

9. Resolution 8 Approval of issue of Shares to Jim Simpson

9.1. Background

This Resolution seeks Shareholder approval to issue 804,518 Shares (**Short Term Incentive**) to Mr Jim Simpson, Managing Director of the Company.

9.2. Short Term Incentive securities: summary

Under Mr Simpson's employment contract, the Board of the Company is able to make a short term incentive award based on Mr Simpson's performance during the period ending 30 June 2025.

The Board has decided to award Mr Simpson a short term incentive in recognition of his performance in building a talented and experienced global team; the fast track establishment of the Company's global HQ and manufacturing facility in Huntsville, Alabama; the pivot from machine sales to manufacturing & services; and positive traction with U.S. defense primes.

The award determined to be issued to Mr Simpson is for a total of US\$281,250. 50% of the award is to be paid in cash, with the remaining 50% to be paid in Shares.

The price at which the shares will be issued is \$0.265, which has been determined based on the market price of the shares on the Board approval date of 21 September 2025.

The 804,518 Short Term Incentive shares will be fully paid ordinary shares, and will rank equally with the other Shares on issue.

9.3. ASX Listing Rule 10.11

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. Mr Simpson is a Director and therefore a related party of the Company.

Accordingly, approval for the issue of 804,518 Shares is required pursuant to ASX Listing Rule 10.11. As approval of Shareholders is being sought pursuant to ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required.

9.4. Information required by ASX Listing Rule 10.13

Recipients of issue	Mr Jim Simpson
Category under ASX Listing Rule 10.11	ASX Listing Rule 10.11.1 Mr Simpson is a Director of the Company, and is therefore a related party of the Company.
Number and class of the securities to be issued	804,518 Shares
Material terms of the securities	The Short Term Incentive Shares will be fully paid on issue and rank equally in all respect with all existing fully paid ordinary shares previously issued by the Company.
Date on which the securities will be issued	Within one month from the date of this Meeting
Issue price	The Short Term Incentive Shares will be issued at a deemed issued price of \$0.265, which has been calculated using the market price on 21 September 2025 being the date of board approval.
Purpose of the issue	To form part of Mr Simpson's remuneration package
Intended use of funds	No funds will be raised from the issue of the Short Term Incentive Shares
Remuneration Package	See section 8.5 under Resolution 7 of this Explanatory Statement.
Voting exclusion	A voting exclusion statement is included in Resolution 8 of this Notice

9.5. 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.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As Mr Simpson is a Director of the Company, Mr Simpson is a “related party” of the Company. Therefore, the proposed issue of Short Term Incentive Shares to Mr Simpson requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11.

9.6. Information Required by Chapter 2E of the Corporations Act

Identity of the related party

1. The related party is Mr Jim Simpson, a Director of the Company.

Nature of the financial benefit and other remuneration to be received by the related party

2. The nature of the financial benefit to be given is the issue of 804,518 Shares, which is an equity-related financial benefit.
3. The Short Term Incentive Shares are proposed to be issued as an award to Mr Simpson for achievements for the period ending 30 June 2025, which were set out in section 9.2 of this Explanatory Statement.
4. The number of Short Term Incentive Shares was determined based on the total short term incentive award determined by the Board of the Company, where 50% was payable in Shares. The price per Short Term Incentive Share was calculated by using the market price on 21 September 2025 being \$0.265.
5. The total short term incentive was determined after considering a number of factors, including the achievements of Mr Simpson since his commencement with the Company in October 2024 and the responsibilities held by Mr Simpson in the Company.
6. If this Resolution is approved by Shareholders of the Company, the financial benefit to be conferred on Mr Simpson via the issue of the Short Term Incentive Shares will be in addition to the other remuneration received by Mr Simpson which is summarised above at section 8.5 in the Explanatory Statement for Resolution 7.

Directors’ recommendation and basis of financial benefit

7. Mr Simpson has a material personal interest in the outcome of this Resolution (as it concerns the proposed issue of Short Term Incentive Shares to him), accordingly, Mr Simpson did not consider the matters set out in this Resolution, and does not provide a recommendation to Shareholders.
8. The non-conflicted Directors of the Company (being Mr Dag W.R. Stromme, Mr Humphrey Nolan, Dr Andreas Schwer, Ms Mira Ricardel and Mr John Frewen, AO, DSC carefully considered the issue of Short Term Incentive Shares to Mr Simpson, and formed the view that:
 - a. the issue of Short Term Incentive Shares is a cost effective and efficient reward to be provided to Mr Simpson, as opposed to alternative forms of incentive, such as the payment of additional cash consideration or additional bonuses; and
 - b. the quantity and value of the Short Term Incentive Shares constitute an appropriate number to reflect the duties and obligations demanded by the role of Mr Simpson, as a Managing Director and Chief Executive Officer of the Company.
9. For the above reasons, the non-conflicted Directors of the Company recommends that Shareholders vote in favour of this Resolution.

Dilutionary effect to existing Shareholders’ interests

10. If Shareholder approval is obtained for this Resolution, the issue of the Short Term Incentive Shares to Mr Simpson will result in existing Shareholders’ interests being diluted by approximately 0.0523%.

Existing and potential interest in the Company

11. As of the date of this Notice of Meeting, Mr Simpson does not have any existing interest in the Company.

12. The impact of the issue of Short Term Incentive Shares to Mr Simpson's potential interest in the Company can be summarised as follows. Note the following table includes the Short Term Incentive Shares, which are the subject of this Resolution, along with the Incentive Securities which are the subject of Resolution 7, and the issue of 400,000 Tranche 2 Placement Shares subject to Resolution 6, to ensure that Shareholders have a complete view of the overall potential interest Mr Simpson may hold in the Company, subject to Shareholder approval.

Holder	Current Holdings	Projected holdings upon issue of Shares, Options and Rights under Resolutions 6, 7 & 8	Potential interest (fully diluted) (%) (a)
Mr Jim Simpson	Nil	1,204,518 Shares 5,000,000 Rights 25,000,000 Options	1.72%

Notes:

- (a) This percentage has been calculated on a fully diluted basis, based on the Company's projected capital structure (assuming that Shareholder approval is obtained for Resolutions 6 to 9) which is projected to consist of 1,539,400,057 Shares, 65,892,858 Rights and 204,313,286 Options. This percentage sets out the projected holding if all of the Options and Rights are exercised, of which, there is no guarantee.

Valuation of financial benefit

13. The Short Term Incentive (which are Shares) will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. As Shares of the Company are quoted on ASX, they have an easily identifiable market value. As at 21 September 2025, the closing price of the Company's Share on ASX was \$0.265. Based on this price, the value of the Short Term Incentive Shares will be US\$140,625. In the 12 months prior to this date, the highest closing price was \$0.325 and the lowest closing price was \$0.11.

Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors

14. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass this Resolution.

9.7. Board Recommendation

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

10. Resolution 9 Approval of issue of Options to John Frewen

Background

Options are being issued to Mr Frewen as part of his remuneration package.

Resolution 9 seeks Shareholder approval to issue and allot 5,000,000 Options to Director, Mr John Frewen (**Director Options**).

10.1. Summary and terms of proposed Director Options

Director	Options	Exercise price	Vesting period	Hurdle (15-day trading)	Expiry
John Frewen	1,250,000	Nil	12 months	\$0.44	Seven years from vesting
	1,750,000	Nil	24 months	\$0.77	Seven years from vesting
	2,000,000	Nil	36 months	\$1.00	Seven years from vesting
Total	5,000,000				

10.2. ASX Listing Rule 10.11

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. As Mr John Frewen is a Director, he is a related party of the Company.

Accordingly, approval for the issue of 5,000,000 Options to Mr Frewen is required pursuant to ASX Listing Rule 10.11. As approval of Shareholders is being sought pursuant to ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required.

10.3. Information required by ASX Listing Rule 10.13

Recipients of issue	Mr John Frewen
Category under ASX Listing Rule 10.11	ASX Listing Rule 10.11.1 Mr Frewen is a Director of the Company, and is therefore a related party of the Company.
Number and class of the securities to be issued	5,000,000 Options, issued on the terms set out below
Material terms of the securities	<p>Tranche 1 The Options will vest after a period of 12 months from the issue date if the Company achieves a performance hurdle of \$0.44 (for 15 consecutive trading days), and have an expiry date of seven years from vesting. After vesting, the Options may be exercised by the holder at an exercise price of nil. Upon exercise of the Options, the holder will be issued with Shares on a 1 for 1 basis. The options will lapse if the holder ceases to be engaged by the Company and all vesting conditions have not been met.</p> <p>Tranche 2 The Options will vest after a period of 24 months from the issue date if the Company achieves a performance hurdle of \$0.77 (for 15 consecutive trading days), and have an expiry date of seven years from vesting. After vesting, the Options may be exercised by the holder at an exercise price of nil. Upon exercise of the Options, the holder will be issued with Shares on a 1 for 1 basis. The options will lapse if the holder ceases to be engaged by the Company and all vesting conditions have not been met.</p> <p>Tranche 3 The Options will vest after a period of 36 months from the issue date if the Company achieves a performance hurdle of \$1.00 (for 15 consecutive trading days), and have an expiry date of seven years from vesting. After vesting, the Options may be exercised by the holder at an exercise price of nil. Upon exercise of the Options, the holder will be issued with Shares on a 1 for 1 basis. The options will lapse if the holder ceases to be engaged by the Company and all vesting conditions have not been met.</p>
Date on which the securities will be issued	Within one month from the date of this Meeting
Issue price	Nil
Purpose of the issue	To form part of Mr Frewen's remuneration package
Intended use of funds	No funds will be raised from the issue of the Options
Remuneration Package	See section 10.4 below
Voting exclusion	A voting exclusion statement is included in Resolution 9 of this Notice
Agreement	These shares were not issued pursuant to an agreement.

10.4. Director remuneration

Mr John Frewen's total remuneration package includes annual cash based remuneration of \$75,000 inclusive of superannuation. In addition to this will be equity remuneration as per this resolution if approved.

10.5. 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.

The proposed issue of Director Options to Mr Frewen constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As Mr John Frewen is a Director of the Company, Mr Frewen is a “related party” of the Company. Therefore, the proposed issue of Options to Mr Frewen requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11.

10.6. Information Required by Chapter 2E of the Corporations Act

Identity of the related party

1. The related party is John Frewen, Director of the Company.

Nature of the financial benefit and other remuneration to be received by the related party

2. The nature of the financial benefit to be given is the issue of 5,000,000 Options, which is an equity-related financial benefit.
A summary of the material terms of the Director Options is set out above, in the Explanatory Statement for this Resolution.
3. The Director Options are proposed to be issued to remunerate and incentivise Mr Frewen to provide ongoing dedicated services to the Company. The terms of the Director Options have been designed to assist in aligning the interests of Mr Frewen with Shareholders of the Company.
4. The number of Director Options (which affects the value of the proposed financial benefit) was determined after considering a number of factors, including the responsibilities held by Mr Frewen in the Company.
5. If Resolution 9 is approved by Shareholders of the Company, the financial benefit to be conferred on Mr Frewen via the issue of the Director Options will be in addition to the other remuneration received by Mr Frewen which is summarised above at section 10.4 in the Explanatory Statement.

Directors’ recommendation and interest in the outcome

6. Mr Frewen has a material personal interest in the outcome of this Resolution (as it concerns the proposed issue of Director Options to him), accordingly, Mr Frewen did not consider the matters set out in this Resolution, and does not provide a recommendation to Shareholders.
7. The non-conflicted Directors of the Company (being Mr Dag W.R. Stromme, Mr Humphrey Nolan, Mr Andreas Schwer, Ms Mira Ricardel and Mr Jim Simpson) carefully considered the issue of these Director Options to Mr Frewen, and formed the view that:
 - a. the issue of Director Options are a cost effective and efficient reward and incentive to be provided to Mr Frewen, as opposed to alternative forms of incentive, such as the payment of additional cash consideration; and
 - b. the quantity and value of the Director Options together with the terms in each case constitute an appropriate number to reflect the duties and obligations demanded by the role of Mr Frewen, as a Director of the Company.
8. For the above reasons, the non-conflicted Directors of the Company recommends that Shareholders vote in favour of this Resolution.

Dilutionary effect to existing Shareholders’ interests

9. If Shareholder approval is obtained for this Resolution, the issue of the Director Options will not have any immediate dilutionary effect to existing Shareholders’ interests. There may be a dilutionary effect in the future if the Director Options vest and are exercised to Shares pursuant to their terms.

Existing and potential interest in the Company

10. As of the date of this Notice of Meeting, the existing interest of each of Mr Frewen in the Company is set out in the table below.

11. The impact of the issue of Director Options to Mr Frewen's potential interest in the Company can be summarised as follows.

Holder	Current Holdings	Current interest (%) (a)	Projected holdings upon issue of Director Options	Potential interest (fully diluted) (%) (b)
John Frewen	Nil	Nil	5,000,000	0.28%

Notes:

- (a) This percentage has been calculated on a fully diluted basis, based on the Company's current capital structure which consists of 1,537,195,539 Shares, 60,892,858 Rights and 174,313,286 Options.
- (b) This percentage has been calculated on a fully diluted basis, based on the Company's projected capital structure (assuming that Shareholder approval is obtained for Resolution 9) which is projected to consist of 1,539,400,057 Shares, 65,892,858 Rights and 204,313,286 Options. This percentage sets out the projected holding if all of the Options and Rights are exercised, of which, there is no guarantee.

Valuation of financial benefit

12. Director Options are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Director Options could be exercised into Shares (subject to satisfaction of its terms), the Director Options may have a present value at the date of their issue.

13. The Company has used a director's valuation using inputs from an external valuer. The method used to value the Director Options was the Monte-Carlo Model, which is a commonly used and recognised model for valuing Options. The value of an Option calculated by this model is a function of the relationship between a number of variables and inputs, which can be summarised as follows:

Valuation input	Assumption
Valuation date	16-Oct-25
Share price at valuation date	\$0.285
Dividend yield	0.00%
Risk-free rate	3.55%
Volatility measure	110%
Number of iterations per tranche	75,000
Value for one Incentive Security – Tranche 1	\$0.225
Value for one Incentive Security – Tranche 2	\$0.201
Value for one Incentive Security – Tranche 3	\$0.203

14. Based on the inputs, the Director Options have been valued as follows:

Recipient	Number of Director Options	Total value
John Frewen	5,000,000 Options	\$1,039,275

Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors

15. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass this Resolution.

10.7. Board Recommendation

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

11. Resolution 10 Renewal of approval of Equity Incentive Plan

Background

The Company has previously adopted its Equity Incentive Plan (**EIP**) to assist in the motivation and retention of selected Company employees. The EIP is designed to align the interests of eligible employees more closely with the interests of the Company by providing an opportunity for eligible employees to receive an equity interest in the Company.

The EIP was last approved by Shareholders of the Company at the 2022 annual general meeting on 21 November 2022. The Company seeks Shareholder approval to re-adopt the EIP for the purposes set out in this Explanatory Statement.

A summary of the Key terms of the EIP is set out below.

The Company desires to maintain flexibility to raise capital in accordance with ASX Listing Rule 7.1 without seeking prior shareholder approval. Accordingly, the Board seeks further shareholder approval of the Company's existing Equity Incentive Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b).

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount that represents 15% of the number of fully paid ordinary securities on issue on the commencement of that 12 month period.

One of the exceptions to Listing Rule 7.1 is Listing Rule 7.2 (Exception 13(b)), which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

If this Resolution is passed, the Company will be able to issue performance rights, options, loan shares, deferred share awards or exempt share awards to eligible participants (in the case of Directors which will require separate Shareholder approval in accordance with Listing Rule 10.14 at the relevant time), pursuant to the EIP during the period of 3 years after the Meeting (or a longer period, if allowed by ASX), and to issue Shares to those persons if they achieve the vesting conditions of the performance rights, options, loan shares, deferred share awards or exempt share awards issued, without using the Company's 15% rolling 12 month placement capacity.

Information required for Listing Rule 7.2 Exception 13(b)

Listing Rule 7.2 Exception 13(b) requires the information detailed in sections (a) to (d) below to be provided to members for approval under this resolution:

a) Summary of the terms of the EIP

The key terms of the Equity Incentive Plan are summarised below.

i. Awards

Under the Equity Incentive Plan, the Company may offer or issue to eligible employees, the following Awards:

- **performance rights:** a right to be issued or provided with a Share at nil issue price on specific vesting conditions being achieved;
- **options:** a right to be issued or provided with a Share on payment of an exercise price and which can only be exercised if specific vesting conditions are achieved;
- **loan shares:** Shares issued subject to a limited recourse loan and at nil interest rate, subject to specific vesting conditions;
- **deferred share awards:** Shares issued to employees:
 - who elect to receive Shares in lieu of any wages, salary, director's fees, or other remuneration; or
 - by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; or
- **exempt share awards:** Shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 (or such other amount

which is exempted from tax under the Income Tax Assessment Act 1936 (Cth) or the Income Tax Assessment Act 1997 (Cth) from time to time) of the total value or discount received by each employee will be exempt from tax.

ii. Eligible employees

Awards may be granted at the discretion of the Board to any person who is an employee, officer, director or consultant of a member of the Company or its subsidiaries.

iii. Price

The Board has discretion to determine the issue price and/or exercise price for the Awards.

iv. Vesting and exercise of Awards

The Awards offered to and held by a participant will vest in and become exercisable by that participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the Equity Incentive Plan. Vesting conditions may be waived at the discretion of the Board.

v. Change of control

If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired. The Board may, in its discretion, waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of such a takeover or other transaction.

vi. Claw-back

If any vesting conditions of an Awards are mistakenly waived or deemed satisfied when in fact they were not satisfied, then in accordance with the terms of the Equity Incentive Plan, the Board may determine that the relevant Awards expire (if not yet exercised), or it may otherwise recover from the participant some or all Shares issued upon exercise of the Employee Rights or any proceeds received from the sale of those shares.

vii. Variation of Share capital

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the Participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.

b) Securities issued under the scheme

The Company has issued the following securities pursuant to the Equity Incentive Scheme since the last approval of the EIP (at the 2022 Annual General Meeting):

i. Performance Rights issued to employees:

5,892,858 issued on 16 July 2025

28,375,738 issued on 8 September 2023

ii. Options issued to employees

44,500,786 issued on 16 July 2025 (with vesting conditions including share price hurdles of \$0.33, \$0.44 and \$0.77 across three tranches)

iii. Shares issued to employees

150,000 issued on 17 February 2023

150,000 issued on 17 March 2023

450,000 issued on 13 September 2023

12,260,000 issued on 7 August 2024

c) The maximum number of equity securities proposed to be issued under the EIP following approval

The maximum number of securities proposed to be issued under the EIP from time to time is an amount equal to 10% of the issued capital of the Company (currently 1,537,195,539 Shares) at the time of the relevant offer. Based on the current issued capital, this is a maximum of 153,719,554 securities. The maximum provided does not necessarily indicate the number of securities the company expects to issue under the EIP, it is intended to

provide a cap on the number of securities that may be issued under the EIP for the purposes of Listing Rule 7.2 exception 13(b).

d) Voting exclusion statement

The applicable voting exclusion statement for the purposes of Listing Rule 7.2 exception 13, under this Resolution 10 appears in the Notice of Meeting.

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

12. Resolution 11 Appointment of Auditor

12.1. Background

On 20 December 2024, pursuant to section 327C(1) of the Corporations Act, RSM Australia Partners was appointed as auditor of the Company to fulfil a casual vacancy.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporation Act, the Company received a valid notice of nomination which nominated RSM Australia Partners to be appointed as the new auditor of the Company. A copy of the *notice of nomination* is set out in **Annexure A** of this Notice of Meeting.

RSM Australia Partners has provided the Company its written consent to act, subject to Shareholder approved being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution 11, Shareholder approval is being sought to appoint RSM Australia Partners as auditor of the Company.

12.2. Board Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

GLOSSARY

In the Notice of Meeting and Explanatory Memorandum 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.

Explanatory Memorandum means the explanatory memorandum to this Notice of Meeting.

July 2025 Placement means the share placement conducted by the Company to raise \$50 million through the issue of 200 million new Shares at an offer price of \$0.25 per Share, as announced to ASX on 25 July 2025.

Key Management Personnel 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 2025 Annual General Meeting of the Shareholders of the Company to be held virtually at 9.00am AEDT on 25 November 2025, to which the Notice of Meeting and Explanatory Memorandum relate.

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

Option means an option to acquire a Share.

Placement Shares means Shares issued under the FY24 Placement.

Resolution means a resolution referred to in the Notice.

Right means a right to be issued with a Share at nil issue price on specific vesting conditions being achieved.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Tranche 1 Placement Shares means Shares which have been issued under the July 2025 Placement.

Tranche 2 Placement Shares means Shares to be issued under the July 2025 Placement, subject to Shareholder approval.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

Annexure A – Nomination of Auditor

23 October 2025

Geoff Hollis
Company Secretary
Titomic Limited
1/371 Ferntree Gully Road
Mount Waverley VIC 31449

I, Humphrey Nolan, being a member of Titomic Limited (ACN 602 793 644) (**Company**) hereby nominate RSM Australia Partners to fill the office of auditor of the Company in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act.

Yours sincerely,



Humphrey Nolan

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

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

Titomic Limited Annual General Meeting

The Titomic Limited Annual General Meeting will be held on Tuesday, 25 November 2025 at 9:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:00am (AEDT) on Sunday, 23 November 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/M5CYDRP>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



TITOMIC LIMITED
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 5000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Sunday, 23 November 2025.**

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/au and select "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



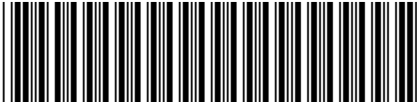
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 as a virtual meeting on Tuesday, 25 November 2025 at 9:00am (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 Items 1 and 7 to 10 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 7 to 10 is 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 Items 1 and 7 to 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
Item 1	Adoption of 2025 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8	Approval of issue of Shares to Jim Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Election of Mr John Frewen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 9	Approval of issue of Options to John Frewen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr Jim Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10	Renewal of approval of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Dr Andreas Schwer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Ratification of prior issue of Tranche 1 Placement Shares to investors under the July 2025 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 6	Approval of issue of Tranche 2 Placement Shares to investors under the July 2025 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 7	Approval of issue of Rights and Options to Jim Simpson	<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





TITOMIC LIMITED
ABN 77 602 793 644

TTTRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

For personal use only

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Titomic Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Titomic Limited