

2 September 2026

Titomic: Manufacturing & Sustainment at Speed

**SCALING MISSION-CRITICAL MANUFACTURING AND SUSTAINMENT
FOR DEFENSE, AEROSPACE, MARITIME, AND ENERGY**



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Investment Thesis | Reindustrializing America

Structural Manufacturing Crisis

- Long lead times persist
- Aging fleets drive demand
- Fragile global supply chains

Differentiated Manufacturing Platform

- Mission-critical manufacturing at speed
- Embedded with U.S. primes
- Production, repair & sustainment

Recurring Production Growth

- Qualification → LRIP → Production
- Multi-year service agreements
- Operating leverage through scale



¹ Straits Research - Aerospace Defense MRO Market Size & Outlook, 2025-2033

Titomic proudly supports over 100 leading companies throughout aerospace, defense, oil & gas, transport, and energy



Competitive differentiation

A differentiated manufacturing platform built for defense production at scale.

01

Cost Advantage

- Repair over replace reduces lifecycle costs
- 30–60% lower total ownership cost
- Less material waste and machining required

02

Speed Advantage

- Manufacture and repair in weeks
- Faster response to mission requirements
- Improves fleet readiness and availability

03

Supply-Chain Advantage

- Eliminates reliance on foreign castings
- Uses domestic and allied materials
- Strengthens secure defense supply chains

04

Scalability Advantage

- Qualification progressing into LRIP programs
- Capacity scales alongside customer demand
- Positioned for recurring production revenue

Delivering mission-critical components faster, at lower cost, through a scalable domestic manufacturing platform.

Experienced leadership and senior advisory team

BOARD OF DIRECTORS



Dag W.R. Stromme
Executive Chairman



Humphrey Nolan
Non-Executive Director



Hon. Mira Ricardel
Non-Executive Director



Jim Chilton
Non-Executive Director



Lt. Gen (Ret.) John Frewen
AO, DSC
Non-Executive Director



Lt Gen (Ret.) Henry 'Trey' Obering
Non-Executive Director

LEADERSHIP TEAM



Jim Simpson
CEO / Managing Director



Geoff Hollis
CFO & Company Secretary



Dr. Patti Dare
President, USA



Sarah Neeley
Chief Business Officer, USA



Aude Vignelles
President, APAC



Chris Myers
President, EMEA



Kirk Pysher
Sr VP, Global Manufacturing

STRATEGIC ADVISORY GROUPS (U.S. & EU)



Michael Kirkpatrick
Chairman of DESE
Research, Inc.,
Huntsville, Alabama



John P. Stopher (PhD)
Former Principal Assistant to
the Secretary of the Air Force
for Space; former Budget
Director on the U.S. House
Special Select Committee on
Intelligence



John Schumacher
Former NASA Chief of
Staff and Vice President
at Aerojet Rocketdyne



LTC (Ret.) Rich Choppa
President DellaCioppa Inc.;
Former Senior Director for
Business Development,
Boeing Defense; Retired
U.S. Army Ranger



Doug Graham
Former Vice President
Lockheed Martin



**Lt. Gen Sir Charlie
Stickland**
Served 38 years in the
Armed Forces including
as Chief of Joint
Operations



Lt. Gen Dennis Luyt
Former Commander of
the Royal Netherlands Air
Force



B.G. Wolfgang Richter
Served more than four
decades in the German
Armed Forces and NATO



**COL (ret.) Andrew
Haeuptle**
Former Director Room;
Former Chief of Navy Staff;
Former Special Assistant to
the President and Senior
Director of the White House
Situation Staff

Path to Commercialization

A decade of technology development, refocused since 2024 into a U.S.-led defense industrial manufacturer.



**We are no longer trying to prove cold spray works —
we are industrializing it.**

Platform

Mission-critical manufacturing, repair, and production solutions for defense, aerospace, and industrial customers.

01

Mission-Critical Products

- Components for missiles, hypersonics & space
- Refractory alloys and large-format parts
- Replaces existing production methods

Eliminates long-lead castings & forgings

02

Sustainment & Repair Services

- Aircraft, naval & industrial repair
- Extends asset life without replacement
- Depot and in-field repair capabilities

30–60% lower lifecycle cost

03

Low-Rate to Scaled Production

- Qualification through LRIP to production
- Domestic ITAR-aligned manufacturing
- Built for recurring production programs

Production-ready—not R&D

End Markets

Large, mission-critical markets supported by long-term production and sustainment demand.

Defense Primes & OEMs

Missiles Hypersonics
Propulsion Space

US\$500B+

Long-term global TAM across
defense & aerospace



Government Depots & MROs

Naval sustainment Aircraft MRO
Depot repair

US\$60 – 100B

Global aerospace & defense MRO market¹



Energy & Industrial Operators

Oil & gas Energy infrastructure
Pressure vessels

US\$10 – 100B

Serviceable markets within 2–5 years



Commercialization Roadmap

From qualification activity to recurring sustainment and positive free cash flow — a staged portfolio of defense, aerospace, maritime and energy opportunities.

FY26	1Q27	2Q27	FY27
Commercialization	Production Ramp	Commercial Expansion	Production Scale
- Customer qualifications - Prime & government validation - Commercial contract awards	- LRIP programs begin - Pressure vessel qualification - Missile component ramp	- Initial production orders - Naval & defense ramps - Production capacity expansion	- Multi-year production contracts - Scale across defense & energy - EBITDA breakeven objective

LARGEST NEAR-TERM OPPORTUNITIES		
PROGRAM	STAGE	POTENTIAL
PAC-3 components	In Discussions	US\$40–60M
Tomahawk components	NDA exercised	US\$30–50M
Aircraft MRO	Pilot Project implemented	US\$25–50M
Standard missile components	Proposal Submitted	US\$25–40M
Hypersonic structures	Risk Reduction/Next Phase proposal submitted	US\$25–40M
Top 5 combined		US\$145–240M

TOTAL ILLUSTRATIVE REVENUE POTENTIAL		
13 programs	US\$250–430M+ illustrative 2026–2030E potential ¹	2027 EBITDA breakeven objective
Commercialization Pathway: Qualification programs are converting into LRIPs, production orders, and recurring revenue across a diversified portfolio of defense, aerospace, maritime, and energy opportunities.		

1. Management's illustrative estimates across the top 13 conversion programs. Not forecasts or contracted revenue; actual results may materially vary.

Equity Raising Overview

Offer Structure & Size	• Non-underwritten institutional placement of fully paid ordinary shares in Titomic (New Shares) to sophisticated and professional investors to raise \$16.5 million (Placement or the Offer) via the issue of ~126.9 million New Shares, utilising the Company's existing placement capacity under ASX Listing Rules 7.1
Offer Price	• \$0.13 per New Share (Offer Price) representing a: • 23.5% discount to the last close price of \$0.170 on Friday, 28 August 2026; and • 22.7% discount to the 15-day VWAP of \$0.168, up to and including Friday, 28 August 2026.
Ranking	• New Shares issued under the Placement will rank equally with Titomic's existing shares on issue
Use of Proceeds	• Proceeds will fund the next phase of Titomic's commercialisation, including supporting production scale-up, equipment and facility expansion, and progression towards management's 2027 cash-flow breakeven objective
Joint Lead Managers & Bookrunners	• Canaccord Genuity (Australia) Limited (Canaccord) • Peloton Capital Pty Ltd (Peloton)

Financial Highlights & Milestones

USE OF PROCEEDS (A\$M)

16.5m 2026 RAISE

Facility & equipment expansion	6.0
Working capital & reserve	6.0
Technical hires for production ramp	1.1
Technology, automation & digital	2.3
Other expansionary hires	1.1

Total **16.5**

5 FINANCIAL POSITION

Cash at 30-Jun-26	A\$14.3M
September equity placement	A\$16.5M
Total available funds	A\$30.8M
Potential additional non-dilutive funding:	
EXIM non-dilutive financing ²	A\$14M
OSC non-dilutive financing ²	A\$36M

Equity proceeds accelerate expansion through to target cash-flow breakeven during 2027 — **credibility converting to production revenue.**

NEAR-TERM MILESTONES

Q3–Q4 2026	EXIM US\$10M facility; further prime & government awards
1Q 2027	LRIP programs commence
2Q–2H 2027	Initial production orders; ramp across defense programs
FY 2027	Production scale; EBITDA breakeven objective

PATH TO 2027 EBITDA BREAKEVEN

1	Active qualification programs	Prototypes & customer validations
2	LRIP ramp	First orders and revenue conversion
3	Production contracts	Scale to multi-year production
4	Recurring sustainment	Long-term services & supply

Investment impact: high-value programs, recurring sustainment revenue, domestic supply chain, lower lifecycle cost and a high-margin production pathway.

2. No certainty the Export-Import Bank of the United States Loan or Office of Strategic Capital funding will proceed on illustrated terms or be completed as contemplated.

Timetable

Event	Date
Trading Halt	Monday, 31 August 2026
Placement bookbuild conducted	Tuesday, 1 September 2026
Trading halt lifted, announce completion of Placement	Wednesday, 2 September 2026
Settlement of New Shares under the Placement	Monday, 7 September 2026
Allotment and Quotation of New Shares under the Placement	Tuesday, 8 September 2026

Summary

THE OPPORTUNITY

- **Structural manufacturing & sustainment bottleneck**
- **Long lead times and constrained supply chains**
- **Mission-critical production in weeks, not months**

OUR CUSTOMERS

U.S. & allied defense primes
Government depots & MROs
100+ leading commercial & industrial customers

OUR PLATFORM

- **U.S.-led manufacturing footprint**
- **Huntsville HQ embedded with defense ecosystem**
- **Global capacity across the U.S., Europe & Australia**

THE INFLECTION POINT

- **Prime & government validation complete**
- **LRIPs transitioning into production**
- **Targeting EBITDA breakeven during FY27**

A differentiated U.S. manufacturing platform entering commercial scale at a pivotal point in defense reindustrialization.

APPENDIX A



Potential EXIM Non-Dilutive Financing

Potential non-dilutive financing with EXIM Bank for a US\$10 Million Debt Facility Under "Make More in America" Initiative

Key Proposed Terms as at the date of this Investor Presentation:

- Potential US\$10 million debt facility from the Export-Import Bank of the United States (EXIM Bank) under its "Make More in America" initiative
- Application for direct loan has advanced further in EXIM's internal underwriting and approval process.
- ~5 to 7 year terms
- Funding to support expansion of Titomic's Huntsville, Alabama manufacturing facility throughout the remainder of 2026 and 2027
 - Proceeds intended to fund:
 - Advanced manufacturing equipment
 - Facility expansion and production capability
 - Working capital associated with growth initiatives
 - Other qualifying expansion expenditures
- Strengthens Titomic's balance sheet through attractive, non-dilutive growth capital while supporting increased manufacturing capacity to meet growing U.S. industrial demand and export opportunities
- A leading global financial services corporation has been engaged by Titomic to advise on and potentially serve as Lender, Arranger and Operating Bank for the potential EXIM debt facility

APPENDIX B: KEY RISKS



Key risks

COMPANY SPECIFIC RISKS

A list of the key risk factors affecting the Company is provided **below**. The occurrence of any one of the risks below could adversely impact the Company's operating and financial performance and prospect.

FAILURE TO ATTRACT NEW CUSTOMERS	The success of the Company's business relies on its ability to attract new business from existing customers and attract new customers across the regions where it operates. The capacity to attract new customers and attract new business from existing customers will be dependent on many factors including the capability, cost-effectiveness and value of the Company's products and services compared to competing technologies. If the Company fails to execute on its business strategy, its business, financial condition and results of operations could be materially and adversely affected.
PRODUCT QUALITY AND MANUFACTURING RISKS	Risks are involved in the ability to translate customer technical objectives into a solution that provides the expected quality of product in a cost-effective manner. The products and technology supplied by the Company may not be functional or not meet customers' expectations. This may lead to requirements for the Company to improve or refine its products, which may diminish operating margins or lead to losses. The products and technology supplied by the Company, while extensively tested prior to collection, can be damaged in transit. While this risk is insurable, it may diminish operating margins. Some solutions in development need further qualification and testing to achieve required certification levels or may not be developed in a timely manner which could negatively impact the Company's financial performance.
PRODUCT LIABILITY AND WARRANTY RISK	The Company's products are subject to customers' manufacturing standards. There is a risk that the Company's products may have actual or perceived safety or quality failures or defects which could result in: (a) litigation or claims alleging negligence, product liability or breach of warranty against the Company; (b) regulatory action; (c) damage to the Company's brand and reputation; and/or (d) the Company being forced to terminate or delay sales or operations. Despite best practice by the Company with respect to the manufacture and supply of its products and any insurance that the consolidated entity may hold, the risk of defective products remains and may negatively impact the Company's reputation, operations and financial prospects.
SUPPLY CHAIN RISK	The Company sources certain key components for its systems from third party suppliers. The delivery of such components may be delayed, or a specific supplier may not be able to deliver at all, which may lead to a longer sales cycle. The goods received may not meet the specifications requested or be of the appropriate quality which may also lead to a longer sales cycle. Mitigation approaches include quality assurance testing and multiple supplier arrangements to enable a shift to another supplier when and if required. In relation to metal powders, a key component, the Company has contractual arrangements with many of the key global powder suppliers to help ensure consistent and timely supply.

Key risks (cont'd)

REGULATION AND COMPLIANCE RISK	The Company is subject to regulation relating to export control compliance and quality regulations applicable to the manufacture of its products and various reporting regulations. There can be no guarantee that the regulatory environment in which the Company or its customers currently operates may not change in the future which may impact on the Company's existing products. Depending upon the severity of any failure of the Company or its customers to comply with any applicable regulations, the Company or its customers could be subject to enforcement actions. If any such actions are imposed against the Company they could harm the Company's reputation, and depending upon the severity, could have significant adverse impact upon the Company's ability to provide services and on its financial condition.
GOVERNMENT CONTRACTS	A portion of the Company's revenues may depend on the Company's ability to do business with the USA, Australian, Netherlands as well as other foreign governments and their various agencies, whether directly or indirectly. Such customers may: • Award or terminate contracts at their convenience; • Terminate, reduce or modify contracts or subcontracts if its requirements or budgetary constraints change; • Cancel multi-year contracts and related orders if funds become unavailable; • Shift their spending priorities, adjust contract costs and fees on the basis of audits done by its agencies; • Use intellectual property developed in the performance of a government contract or subcontract and/or, claim rights to intellectual property not properly protected pursuant to applicable contract terms; • Seek penalties and fines exceeding the value of a contract for contract activity that results in the submission of a false claim to the government; • Debar the Company or its subsidiaries because of legal and other actions undertaken by or against the Company, the Company's officers, directors, shareholders, employees and affiliates, or convictions of the Company's officers, directors, shareholders, employees or affiliates; • Inquire about and investigate business practices and audit compliance with applicable rules and regulations.
KEY PERSONNEL RISK	The Company's operational success will substantially depend on the continued employment of key executives, technical staff and other key personnel who have substantial strategic, technical, functional, marketing and customer expertise and who are well versed in the Company's technology, business and structure. Although these individuals have entered into contracts with the Company, there is no assurance that such contracts will not be terminated. If such contracts are terminated or breached, or if these individuals no longer continue in their current roles, new personnel will need to be employed, which in some cases, may adversely affect the business. The Company is substantially dependent on the continued service of its existing key personnel because of the complexity of its services and technologies. The departure of certain key personnel may also lead to disruptions of customer relationships or delays in the manufacturing and product development efforts. There is no assurance that the Company will be able to retain the services of these persons indefinitely.

Key risks (cont'd)

DEVELOPMENT RISKS	The Company is currently investing into new research and development initiatives and new technologies. While the Company is not presently aware of any potential problems, the commerciality of new technologies and products based on innovative and new technology is uncertain. There are no guarantees that the outcomes of the research and development by the Company will be successful. Failure to effectively manage and oversee critical research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately may adversely affect the Company's results and viability.
CYBER SECURITY RISKS	The Company is continuously strengthening its cyber and digital health to address the growing demand and requirements for information security in its clientele. In particular, defense and aerospace customers possess high value and confidential information which shall have significant impact on businesses and governments from both economical and geopolitical standpoints. The Company might be privileged to this information via commercial contracts with said customers. Depending on the level of sensitivity of the information provided, the Company shall ensure measures are in place so that only appropriate personnel have access to certain information, communications are encrypted properly and cyber attack threats are kept at a minimum.
CURRENCY RISKS	With operations in USA, Europe and Australia, the Company is exposed to foreign exchange risk from currency exposure due to fluctuations and volatility in exchange rates. In particular, while the Company continues to be in a pre-cash flow positive phase, it is difficult to hedge against this foreign exchange exposure other than by having bank accounts in, and holding cash balances in, the countries in which the Company operates to form a natural hedge for part of the currency risk exposure. Exchange rate fluctuations or volatility could have an adverse effect on the Company's future financial performance and position.
ABILITY TO HAVE ADEQUATE LIQUIDITY TO CONTINUE AS A GOING CONCERN	Although the Directors consider that the Company will, following the completion of the current capital raising and recent successful previous capital raises, have sufficient working capital to carry out its stated objectives and to satisfy the anticipated current working capital and other capital requirements, there can be no assurance that such objectives can continue to be met in the future without securing further funding. The future capital requirements of the Company will depend on many factors, including the planned increase of its current business activities and sales. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all, or the terms of financing might involve substantial dilution to shareholders. Any inability to obtain additional financing, if required, would have a material adverse effect on the consolidated entity's business, financial condition and results of operations.
WORKPLACE HEALTH AND SAFETY	The Company's staff work in an environment subject to potential workplace health and safety risks. The Company and its staff must comply with various workplace health and safety laws. While the Company continues to comply with existing workplace laws and regulations, changes and the discovery of new risks may give rise to claims against the consolidated entity.

Key risks (cont'd)

GENERAL RISKS

PRICE OF SHARES	The Company is subject to general market risk that is inherent in all securities listed on a stock exchange. This may result in fluctuations in the share price that are not explained by the Company's fundamental operations and activities. The price at which shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the shares to trade at prices below the Offer Price. There is no assurance that the price of the shares will increase, even if the Company's earnings increase.
TRADING AND LIQUIDITY IN SHARES	There can be no guarantee that there will be an active trading market for the shares or that the price of the shares will increase. There may be relatively few potential buyers or sellers of the shares on the ASX at any given time. This may increase the volatility of the market price of the shares. It may also affect the prevailing market price at which shareholders are able to sell their shares.
SHAREHOLDER DILUTION	In the future, the Company may elect to issue shares or engage in further capital raisings to facilitate employee share plans, fund acquisitions, or undertake other strategic initiatives. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a twelve-month period (other than where exceptions apply), shareholders at the time may be diluted as a result of such issues of shares and capital raisings.
INABILITY TO PAY DIVIDENDS OR MAKE OTHER DISTRIBUTIONS	There is no guarantee that dividends will be paid on shares in the future, as this is a matter to be determined by the board of the Company in its discretion and any decision by the board will have regard to, amongst other things, the financial performance and position of the Company, relative to its capital expenditure and other liabilities. Moreover, to the extent that the Company pays any dividends, its ability to offer fully franked dividends is contingent on making taxable profits. The Company's taxable profits may be volatile, making the payment of dividends unpredictable. The value and availability of franking credits to a shareholder will differ depending on the shareholder's particular tax circumstances.
CHANGES IN LAWS AND GOVERNMENT POLICY	Any material adverse changes in government policies or legislation of Australia, the United States of America or the Netherlands or any other country where the Company may acquire or operate economic interests may affect the viability and profitability of the Company. Also, some of the Company's products are highly regulated and may be affected by regulatory changes where its suppliers are located, or where it manufactures or it sells the products.

Key risks (cont'd)

ESG RISKS	The Company is exposed to risks resulting in changes to legal or regulatory requirements around ESG issues. ESG issues have had increasing focus and where the Company is required to meet or implement certain ESG standards, it could have adverse effect on the business, financial condition and results of the Company.
CHANGES IN TAX LAW	Changes in tax law (including goods and services taxes and stamp duties), or changes in the way taxation laws are interpreted may impact the Company's tax liabilities or the tax treatment of a shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in the shares involves tax considerations that may differ for each shareholder. Each prospective shareholder is encouraged to seek professional tax advice in connection with any investment in the Company.
POSSIBILITY OF FORCE MAJEURE EVENTS	Events may occur within or outside Australia that could impact upon the Australian economy, the Company's operations and the price of the shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for the Company's products and its ability to conduct business. While the Company seeks to maintain insurance in accordance with industry practice to insure against the risks it considers appropriate, no assurance can be given as to the Company's ability to obtain such insurance coverage in the future at reasonable rates or that any coverage arranged will be adequate and available to cover any and all potential claims. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.
INSURANCE	The Company maintains and will maintain insurance for its operations within a coverage range in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or only partially covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Additionally, any claim may cause the Company's premiums to rise or the Company to be uninsurable after the relevant policy period.
DISPUTES	The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, competitors, regulators, partners, distributors, customers, directors, officers and employees, and service providers. The Company may incur substantial costs in connection with such disputes.
LITIGATION	The Company is exposed to possible litigation risks including, but not limited to, intellectual property infringement claims, vendor and customer contractual and common law claims, environmental claims, occupational health and safety claims, and employee claims. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

Key risks (cont'd)

STRATEGIES	There are no limits on strategies that the Company may pursue. The strategy may evolve over time for reasons including but not limited to, market developments and trends, technical challenges, the emergence of new or enhanced technology, changing regulation and/or industry practice. As a result, the strategy, approaches, markets and products at present may not reflect the strategies, approaches, markets and products relevant to, or pursued by, the Company in the future. Further, a change in strategy may involve material and as yet unanticipated risks.
FINANCIAL ENVIRONMENT	Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company and the value of its assets. Factors which contribute to that general economic climate include: • contractions in the world economy or increases in rates of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity); • international currency fluctuations and changes in interest rates; • the demand for and supply of capital and finance; • changes in government legislation and regulatory policy, including with regard to rates and types of taxation; and • domestic and international economic and political conditions. Additionally, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by factors such as: • general economic outlook; • interest rates and inflation rates; • currency fluctuations; • changes in investor sentiment toward particular market sectors; • the demand for, and supply of, capital; and • terrorism, pandemics, political instability, or other illegal acts.
OTHER	Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company. There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. Accordingly, an investment in the Company should be regarded as highly speculative. This information does not purport to be a comprehensive statement of all risks; an investor should seek and obtain professional advice prior to deciding whether or not to invest in the Company.

Key risks (cont'd)

EXIM / OSC CONDITIONAL FUNDING RISK	The Company is pursuing potential non-dilutive funding from the Export-Import Bank of the United States (EXIM Bank) under its "Make More in America" initiative, and also from the Office of Strategic Capital (OSC). These discussions remain ongoing, and no binding commitment or executed facility agreement exists between the Company and either of these parties at this stage. Other than the equity placement the subject of this presentation, the Company does not currently have commitments for future external funding of this nature. There can be no assurance that the EXIM Bank facility or OSC funding will proceed on the terms illustrated in this presentation, or at all. The completion of these facilities is subject to a number of factors outside the control of the Company, including lender credit approval processes, due diligence requirements and satisfaction of conditions precedent. If either or both facilities do not proceed, the Company may need to seek alternative funding sources (which may include additional equity financing on terms that are dilutive to shareholders) or may need to reduce or delay its planned expansion activities. Failure to obtain the anticipated non-dilutive funding could have a material adverse effect on the Company's ability to execute its business plan within the anticipated timeframe.
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APPENDIX C: INTERNATIONAL OFFER RESTRICTIONS



International Offer Restrictions

This document does not constitute an offer of new ordinary shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

HONG KONG	WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance). No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.
NEW ZEALAND	This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the FMC Act). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who: • is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; • meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; • is large within the meaning of clause 39 of Schedule 1 of the FMC Act; • is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or • is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.
UNITED STATES	This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the New Shares will be offered and sold in the United States only to dealers or other professional fiduciaries organised in the United States that are acting for a discretionary or similar account held for the benefit or account of non-US persons (Eligible US Fund Managers) in compliance with Regulation S under the US Securities Act.

International Offer Restrictions *(cont'd)*

SINGAPORE

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

UNITED KINGDOM

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (“relevant persons”). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.



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