Information Memorandum

for an application for admission to the official list of ASX Limited

Titomic, Inc.

1 Purpose of this Information Memorandum

This Information Memorandum is dated 30 November 2026 and has been prepared by Titomic, Inc., a corporation incorporated in the State of Delaware in the United States with file number 10618216 (**Titomic US HoldCo**) in connection with its application for:

(1) admission to the official list of the ASX Limited (ACN 008 642 691) (**ASX**); and

(2) official quotation of CHESS Depositary Interests (**CDIs**) in respect of its common stock (**Titomic US HoldCo CDIs**) on ASX.

The Titomic US HoldCo CDIs are to be issued in connection with the proposed scheme of arrangement between Titomic Ltd (ASX:TTT) (**Company**) and its shareholders under Part 5.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Scheme**).

This Information Memorandum is not a prospectus or disclosure document complying with the Corporations Act and will not be lodged with the Australian Securities and Investments Commission (**ASIC**) under the Corporations Act.

This Information Memorandum does not constitute or contain any offer for sale or issue of Titomic US HoldCo's securities or any invitation to subscribe or apply for the issue of Titomic US HoldCo's securities.

Neither ASIC or ASX, nor any of their officers, take any responsibility for the contents of this Information Memorandum.

2 Incorporation of documents by reference

Capitalised and defined terms in the scheme booklet issued by the Company dated 21 October 2026 (**Scheme Booklet**) have the corresponding meaning when used in this Information Memorandum unless stated otherwise. However, any capitalised or defined terms in this Information Memorandum prevails to the extent that there is any conflict or inconsistency with those in the Scheme Booklet.

This Information Memorandum should be read in conjunction with the Scheme Booklet issued by the Company in respect of the Scheme.

The Scheme Booklet is incorporated into this Information Memorandum by reference.

To request a copy of the Scheme Booklet, please contact the Titomic Scheme Information Line on 1300 867 053 (within Australia) or +61 3 9415 4002 (outside Australia) Monday to Friday between 8:30am and 5:00pm (Sydney time). A copy of the Scheme Booklet can also be viewed on the Company's website (https://titomic.com/) and ASX's website (www.asx.com.au).

3 Matters in relation to the Scheme

Titomic US HoldCo confirms that the Scheme Implementation Deed dated 13 May 2026 between the Company and Titomic US HoldCo relating to the Scheme remains in force and effect.

On the Implementation Date, Scheme Shareholders (other than Ineligible Foreign Holders) will receive one Titomic US HoldCo CDI for each Titomic Share they hold on the Record Date (1 December 2026). Refer to paragraph 5 for further information.

Holding statements in respect of the Titomic US HoldCo CDIs will be despatched on or about 10 December 2026.

4 ASX Listing

On 12 March 2026, the Company announced that it is proposing to re-domicile the Company and its subsidiaries from Australia to the State of Delaware in the United States by way of the Scheme pursuant to Part 5.1 of the Corporations Act.

This Information Memorandum has been issued by Titomic US HoldCo in order to satisfy certain content and admission requirements prescribed in Chapter 1 of the Listing Rules. An application was made to ASX on 29 September 2026 for Titomic US HoldCo to be admitted to the official list of ASX and for Titomic US HoldCo CDIs to be granted official quotation on the securities exchange operated by ASX.

The fact that ASX may admit Titomic US HoldCo to the official list of ASX is not to be taken in any way as an indication of the merits of Titomic US HoldCo.

5 Scheme Consideration and Titomic US HoldCo CDIs

Scheme Shareholders (other than Ineligible Foreign Holders) will be entitled to receive the Scheme Consideration of one Titomic US HoldCo CDI in exchange for every Titomic Share held as at the Record Date. One Titomic US HoldCo CDI will confer a beneficial interest in 1/25th of an Titomic US HoldCo Share. The Titomic US HoldCo Shares underlying such Titomic US HoldCo CDIs will be held on behalf of CHESS Depositary Nominees Pty Limited (ACN 071 346 506) (**CDN**), a subsidiary of ASX.

As at 17 November 2026, the Company has 1,811,953,394 Titomic Shares on issue and no Ineligible Foreign Holders. Subject to there being no further changes to the Company's share register until the Record Date, Titomic US HoldCo will issue a total of 1,811,953,394 Titomic US HoldCo CDIs to Scheme Shareholders on the Implementation Date. Accordingly, CDN will hold 72,478,136 Titomic US HoldCo Shares. Given fractional Titomic US HoldCo Shares cannot be issued, an additional 6 Titomic US HoldCo CDIs will be issued to and held by a fractional holder account maintained by Titomic US HoldCo to ensure that the total number of Titomic US HoldCo CDIs on issue immediately following implementation of the Scheme is wholly divisible by 25.

Annexure F of the Scheme Booklet provides a description of the rights and entitlements attaching to CDIs generally, including in relation to voting, dividends, takeovers, liquidation and winding up. As stated in section 3.5 of Annexure F of the Scheme Booklet, Titomic US HoldCo CDIs can be converted into Titomic US HoldCo Shares and vice versa at any time following the Implementation Date. Since the transmutation ratio is 25:1, the number of Titomic US HoldCo CDIs to be converted into Titomic US HoldCo Shares at any given time must be equally divisible by 25. Accordingly, any cancellation of Titomic US HoldCo CDIs must be fully divisible by 25, and any fractional entitlement or portion of such Titomic US HoldCo CDIs which is not fully divisible by 25 will remain as Titomic US HoldCo CDIs on the Australian Titomic US HoldCo CDI Register. If Titomic US HoldCo Shares are being transmuted into Titomic US HoldCo CDIs, then 25 Titomic US HoldCo CDIs will be issued for each Titomic US HoldCo Share held.

6 Rights of Titomic US HoldCo CDI Holders

As stated in section 3.1 of Annexure F of the Scheme Booklet, Titomic US HoldCo CDIs Holders will receive all of the economic benefits of actual ownership of the underlying Titomic US HoldCo Shares. A summary of the rights attaching to Titomic US HoldCo CDIs, including in respect of voting, dividends, takeovers, liquidation and winding up, is set out in sections 3.9, 3.10, 3.11 and 3.12 of Annexure F of the Scheme Booklet.

In addition, as each Titomic US HoldCo CDI represents 1/25th of a Titomic US HoldCo Share, a Titomic US HoldCo CDI Holder will be entitled to one vote for every 25 Titomic US HoldCo CDIs that they hold. However, in the case of Titomic US HoldCo CDI Holders who hold an amount of Titomic US HoldCo CDIs that is not fully divisible by 25 (and who therefore have a fractional entitlement to Titomic US HoldCo Shares), such Titomic US HoldCo CDI Holder's 'fractional' votes will still be counted by CDN and aggregated with all of the other votes of Titomic US HoldCo CDI Holders in accordance with the procedure set out below.

Under the ASX Settlement Rules, CDN will appoint two proxies (one to vote in favour of, and the other to vote against) for each resolution of Titomic US HoldCo Shareholders. The number of underlying Titomic US HoldCo Shares for each proxy is calculated by taking the number of Titomic US HoldCo CDIs in favour of or against the relevant resolution (as the case may be) and applying the transmutation ratio to those Titomic US HoldCo CDIs, and then entering the resultant number of underlying Titomic US HoldCo Shares on the appropriate proxy. Where the resultant number of Titomic US HoldCo Shares is not a whole number, such number will be rounded down to the nearest whole number. This means that fractional votes of individual Titomic US HoldCo CDI Holders will not be truncated at a Titomic US HoldCo CDI Holder level (that is, prior to aggregation of all other votes of Titomic US HoldCo CDI Holders).

Under the ASX Settlement Rules, the entitlement of a Titomic US HoldCo CDI Holder to a dividend is calculated using the Titomic US HoldCo CDI Holder's cumulative entitlement balance as at the end of the day on the record date for the dividend and applying the transmutation ratio. Any millicents included in a Titomic US HoldCo CDI Holder's entitlement to a dividend will be disregarded.

7 Supplementary information announced to ASX

The Company will announce to ASX if it becomes aware of any of the following between the date of this Information Memorandum and the date on which Titomic US HoldCo CDIs are quoted:

(1) a material statement in this Information Memorandum is misleading or deceptive;

(2) there is a material omission from this Information Memorandum;

(3) there has been a significant change affecting a matter included in this Information Memorandum; or

(4) a significant new circumstance has arisen and it would have been required to be included in this Information Memorandum if it had arisen prior to the date of this Information Memorandum.

8 Titomic Scheme Information Line

If you have any questions about the Scheme, please contact the Titomic Scheme Information Line on 1300 867 053 (within Australia) or +61 3 9415 4002 (outside Australia) Monday to Friday between 8:30am and 5:00pm (Sydney time).

9 Authorisation

Each director of Titomic US HoldCo has approved and authorised the release of this Information Memorandum and has given written authorisation to the Chairman to sign and deliver this Information Memorandum.



Jim Simpson
CEO and Managing Director
Titomic, Inc.