

# Target Market Determination

**Made by:** Titan Minerals Limited (ACN 117 790 897) of Suite 1, 295 Rokeby Road, Subiaco WA 6008  
(**Company**)

**Product:** Options comprising:

- unlisted options to acquire fully paid ordinary shares in the capital of the Company (**Shares**), exercisable at \$0.035 each, expiring on 31 January 2025 (**Attaching Options**); and
- unlisted options to acquire Shares, exercisable at \$0.07 each, expiring on 31 January 2027 and subject to a vesting condition that each option will only vest and become exercisable if two (2) Attaching Options are exercised on or before 31 January 2025, being the expiry date of the Attaching Options (**Bonus Options**),

(together, the **Options**).

**Effective Date:** 30 November 2023

## 1. About this document

This target market determination (**TMD**) has been prepared by the Company in relation to the offers to issue Options under the transaction specific prospectus pursuant to section 713 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and dated 29 November 2023 and supplementary prospectus dated 30 November 2023 (together, the **Prospectus**).

This is an update to the TMD published on 29 November 2023. As outlined in the supplementary prospectus dated 30 November 2023, the Company has determined to amend the terms of the of the Attaching Options and the Bonus Options, such that the Attaching Options will expire on 31 January 2025 and the Bonus Options will expire on 31 January 2027 (rather than 12 months and three years from the date of issue, respectively).

Under the Prospectus, each Eligible Shareholder (defined below) is entitled to subscribe for one (1) new Share (**New Share**) for every six (6) existing Shares held, together with one (1) Attaching Option for every New Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued under the Company's accelerated pro-rata non-renounceable entitlement offer (**Entitlement Offer**). The Entitlement Offer comprises an accelerated institutional component to Eligible Institutional Shareholders (defined below) (**Institutional Entitlement Offer**) and a retail component open to Eligible Retail Shareholders (defined below) (**Retail Entitlement Offer**).

The Prospectus also contains a shortfall offer (which will be conducted on the same terms as the Entitlement Offer) (**Shortfall Offer**) and an offer to Canaccord Genuity (Australia) Limited ACN 075 071 466 (**Lead Manager**) in connection with lead manager and bookrunner services provided pursuant to the Entitlement Offer (**Lead Manager Offer**).

The Entitlement Offer, Shortfall Offer and Lead Manager Offer together comprise the **Offers**.

A copy of the Prospectus is available on the Company's website, <http://www.titanminerals.com.au>.

This TMD sets out the class of consumers for which the Options would likely be consistent with their financial objectives, the distribution conditions and restrictions imposed on the distribution of the Options as well as reporting requirements for distributors in accordance with the requirements of section 994B of the Corporations Act.

The Offers will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. Any recipient of this TMD who wants to acquire

Options under the Offers will need to complete the application form that will be in, or will accompany, the Prospectus. There is no cooling off period in respect of the issue of the Options. This TMD is not a disclosure document for the purposes of the Corporations Act, and, therefore, has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**).

This TMD does not take into account what you currently have, or what you want and need, for your financial future. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the Options.

Unless otherwise defined in this TMD, capitalised terms have the meaning given to them in the Prospectus.

## 2. Target Market

The table below summarises the overall class of consumers that fall within the target market for Options, based on the product key attributes and the objectives, financial situation and needs that it has been designed to meet.

Factor		Target Market
<b>Investment Objective</b>	Institutional Entitlement Offer	<p>The Company expects that an investment in the Options under the Institutional Entitlement Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> <li>• who have the right, but not the obligation, to gain further exposure to equities in a small cap mining exploration company listed on Australian Securities Exchange (<b>ASX</b>) by participating in the Institutional Entitlement Offer; and</li> <li>• who are Eligible Institutional Shareholders, being persons who the Company and the Lead Manager determine may receive an offer to subscribe for New Shares and Options under the Institutional Entitlement Offer on the basis that: <ul style="list-style-type: none"> <li>○ if in Australia, are persons who are either a 'sophisticated investor' or a 'professional investor' in accordance with section 708(8) or section 708(11) of the Corporations Act respectively; or</li> <li>○ if outside Australia, are an institutional or professional investor in New Zealand, Canada (British Columbia, Ontario and Quebec), Mexico, Hong Kong, Singapore and the United Kingdom to whom the Lead Manager has reasonable grounds to believe that offers under the Institutional Entitlement Offer can be made without any prospectus, lodgement, approval with or by any government agency or any other formality.</li> </ul> </li> </ul>
	Retail Entitlement Offer	<p>The Company expects that an investment in the Options under the Retail Entitlement Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> <li>• who have the right, but not the obligation, to gain further exposure to equities in a small cap mining exploration company listed on ASX by participating in the Retail Entitlement Offer;</li> </ul>

		<ul style="list-style-type: none"> <li>• who are Eligible Retail Shareholders, being persons who: <ul style="list-style-type: none"> <li>○ are registered as a holder of Shares as at 4:00pm (AWST) on 1 December 2023;</li> <li>○ have a registered address in Australia or New Zealand or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Shares and Options under the Retail Entitlement Offer;</li> <li>○ are not located in the United States and are not, and are not acting for the account or benefit of, a person in the United States (to the extent such a person holds Shares for the account or benefit of such a person in the United States); and</li> <li>○ are not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and are not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and</li> </ul> </li> <li>• who are in a position to pay any subscription amounts required to take up their entitlements under the Retail Entitlement Offer, in order to be entitled to Options.</li> </ul>
	Shortfall Offer	<p>The Company expects that an investment in the Options under the Shortfall Offer will be suitable to investors:</p> <ul style="list-style-type: none"> <li>• that are invited to invest in the Company and who have the right, but not the obligation, to gain further exposure to equities in a small cap mining exploration company listed on ASX; and</li> <li>• who are in a position to pay any subscription amounts required to subscribe for New Shares under the Shortfall Offer, in order to be entitled to Options.</li> </ul>
	Lead Manager Offer	<p>The Company expects that an investment in the Options under the Lead Manager Offer will be suitable to Canaccord Genuity (Australia) Limited, being the Lead Manager to the Entitlement Offer.</p>
<b>Investment Timeframe</b>	Attaching Options	<p>The target market of investors will take a short to medium term outlook in relation to their investment in the Company and are in a financial position that is sufficient for them to invest their funds until the 31 January 2025 expiry of the Attaching Options, should they wish to exercise their Attaching Options. The Company will not apply for quotation of the Attaching Options on the ASX.</p> <p>Holders of Attaching Options will also have an ability to exercise such Options and trade the underlying Shares issued on exercise, however, investors should be aware that such a dealing is only likely to be commercially viable in the event the trading price of the Shares exceeds the exercise price of the Attaching Options and sale of the underlying Shares.</p> <p>Given the need to pay the exercise price in order to acquire Shares, investors in the target market are in a financial</p>

	<p>position that is sufficient for them to invest their funds on exercise of the Attaching Options over an approximate 12 month time horizon, during which their ability to liquidate their Attaching Options may be limited by a lack of liquidity and by the trading price of Shares.</p>
Bonus Options	<p>The target market of investors will take a short to medium term outlook in relation to their investment in the Company and are in a financial position that is sufficient for them to invest their funds over the period from the exercise of the Attaching Options until the 31 January 2027 expiry of the Bonus Options, should they wish to exercise their Bonus Options. The Company will not seek quotation of the Bonus Options on the ASX.</p> <p>Holders of Bonus Options will also have an ability to exercise such Options and trade the underlying Shares issued on exercise, however, investors should be aware that such a dealing is only likely to be commercially viable in the event the trading price of the Shares exceeds the exercise price of the Bonus Options and sale of the underlying Shares.</p> <p>Given the need to pay the exercise price in order to acquire Shares, investors in the target market are in a financial position that is sufficient for them to invest their funds on exercise of the Bonus Options an approximate three (3) year time horizon, during which their ability to liquidate their Bonus Options may be limited by a lack of liquidity and by the trading price of Shares.</p>
<b>Investment Metrics</b>	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potentially large fluctuations and the potential for the losses in the value of their investment. The Options offer no guaranteed income or capital protection.</p>
<b>Risks</b>	<p>The Company considers that an investment in the Options is high risk and speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment.</p> <p>Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the high risks of investing in Options as an asset class generally and the high risks of investing in the Company.</p>

### 3. Distribution Conditions

The Options will also be subject to a distribution condition that investors be provided with a copy of the Prospectus and access to this TMD before they apply for Options. The offer of Options under the Entitlement Offer is being made to Eligible Retail Shareholders and Eligible Institutional Shareholders as at 4:00pm (AWST) on 1 December 2023 (together, the **Eligible Shareholders**).

For an investment in the Options by investors, the applicable application form which accompanies the Prospectus will require investors to confirm that they meet the eligibility criteria of the expected target market outlined in this TMD. The Prospectus includes jurisdictional conditions on eligibility.

The Company considers that these distribution conditions will ensure that persons who invest in Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

### 4. Review Triggers

The Options are only being offered for limited offer periods detailed in the Prospectus, after the conclusion of which the Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period between the commencement of the offer of the Options and the issue of the securities under the Offers (**Offer Period**), after which the TMD will be withdrawn.

To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Offers and should be reviewed, the following review triggers apply for the Offer Period:

- (a) there is a material change to the Options key attributes that make it no longer consistent with the likely objectives, financial situation and needs of clients in the target market;
- (b) the Company lodges with ASIC a supplementary or replacement prospectus in relation to the Prospectus;
- (c) the occurrence of a significant dealing in Options that is not consistent with this TMD. The Company does not consider that an on-sale of the Options on market is a significant dealing;
- (d) the Company identifies a substantial divergence in how the Options are being distributed and purchased from this TMD;
- (e) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the Options or this TMD; and
- (f) material changes to the regulatory environment that applies to an investment in the Options.

The Company may also amend this TMD at any time.

## 5. Review Period

If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD in light of the review trigger as soon as reasonably practicable and, in any case, within five (5) business days of the review trigger occurring.

The Company will otherwise complete a review of the TMD immediately prior to the issue of Options under the Entitlement Offer.

Periodic reviews of the TMD will not occur during the Offer Period, noting that the Offer Period is (subject to any decision to extend) less than one month. If the Offer Period is extended for more than one month, the TMD will be reviewed on a monthly basis.

## 6. Information Reporting

The reporting requirements of all distributors is detailed in the table below:

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
Whether the distributor received complaints about the Options.	<ul style="list-style-type: none"> <li>• For such time as the Offer Period remains open, within five (5) business days after the end of each quarter.</li> <li>• Within five (5) business days after the end of the Offer Period.</li> </ul>	<ul style="list-style-type: none"> <li>• The number of complaints received.</li> <li>• A summary of the nature of each complaint or a copy of each complaint.</li> </ul>
A significant dealing of the Options that is not consistent with this TMD.	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than five (5) business days after the significant dealing occurs.	<ul style="list-style-type: none"> <li>• Details of the significant dealing.</li> <li>• Reasons why the distributor considers that the significant dealing is not consistent with this TMD.</li> </ul>
A summary of the steps taken by the distributor to	Within five (5) business days after the end of the close of the offer of	A summary of the steps taken by the distributor to ensure that

ensure that its conduct was consistent with this TMD.	Shares in accordance with the Prospectus.	its conduct was consistent with this TMD.
---	---	---

## 7. Contact Details

Contact details in respect of this TMD for the Company are:

**Zane Lewis**

Company Secretary

Phone: 08 6555 2950

Email: [info@titanminerals.com.au](mailto:info@titanminerals.com.au)