

Prospectus

Astron Corporation Limited Company Number 1687414 (Company)

For an offer to transfer of 122,479,784 Titanium Hong Kong Shares to Securityholders of the Company pursuant to a Demerger Dividend to be satisfied by way of an In-specie Distribution contained in the Demerger Dividend Resolution in the Company's Notice of Meeting dated 2 July 2021.

This document is important and requires your immediate attention.

You should read this Prospectus in its entirety and consult your professional adviser in respect of the contents of this Prospectus.

This Prospectus is a short form prospectus prepared in accordance with Section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type, but refers to parts of other documents lodged with the ASIC, the contents of which are therefore taken to be included in this Prospectus.

The Company Directors consider that an investment in the Titanium Hong Kong Shares that will be distributed and transferred under this Prospectus and the Demerger Dividend Resolution, to be speculative.

Lodgement

This Prospectus is dated 2 July 2021 and was lodged by Astron Corporation Limited ARBN 154 924 553 Hong Kong Company Number 1687414 (**Astron**, or **Company**) with the Australian Securities and Investments Commission (**ASIC**) on 2 July 2021. Neither ASIC nor the Australian Securities Exchange (**ASX**) takes any responsibility as to the contents of this Prospectus.

No Titanium Hong Kong Shares may be allotted, offered or transferred on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

Important Information

This Prospectus, including the Notice of Meeting which is incorporated by reference into this Prospectus, is important and should be read in its entirety. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser immediately. This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the *Corporations Act 2001* (Cth) (**Corporations Act**) and certain matters may reasonably be expected to be known to Securityholders and professional advisers whom Securityholders may consult.

Defined terms and abbreviations used in this Prospectus are explained in section 5 of this Prospectus.

Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means this Prospectus alone does not contain all the information that is generally required to satisfy the disclosure requirements of the Corporations Act. Rather, it incorporates all other necessary information by reference to information contained in the accompanying Notice of Meeting lodged with ASIC on 2 July 2021.

In referring to the Notice of Meeting, the Company:

- (a) identifies the Notice of Meeting as being relevant to the offer of Titanium Hong Kong Shares under this Prospectus and contains information that will provide Securityholders and their professional advisers to assist them in making an informed assessment of:
 - (1) the rights and liabilities attaching to the Titanium Hong Kong Shares; and
 - (2) the assets and liabilities, financial position and performance, profits and losses and prospects of Titanium Hong Kong.
- (b) refers Securityholders and their professional advisers to section 2 of this Prospectus which summarises the material information in the Notice of Meeting deemed to be incorporated in this Prospectus;
- (c) informs Securityholders and their professional advisers that they are able to obtain, free of charge, a copy of the Notice of Meeting by contacting the Company at its registered office during normal business hours during the period of the Offer; and
- (d) advises that the information in the Notice of Meeting will be primarily of interest to Securityholders and their professional advisers or analysts.

Exposure Period

The Corporations Act prohibits the Company from distributing and transferring the Titanium Hong Kong Shares to the Securityholders during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the distribution and transfer of Titanium Hong Kong Shares. As the Meeting will be held on 19 July 2021, the Exposure Period will have ended by the time the In-specie Distribution occurs, assuming Securityholders approve the Demerger Dividend Resolution at the Meeting of the Company.

This Prospectus (including the Notice of Meeting) will be made generally available during the Exposure Period by being posted on the Company's website: <https://astronlimited.com.au/wp-content/uploads/2021/07/Astron-Corporation-Limited-Short-Form-Prospectus.pdf>. A paper copy will be made available to Australian residents on request to the Company during the Exposure Period.

Forward Looking Statements

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements.

Competent Persons Statement

The Company has prepared the materials based on information available to it at the time of preparation. No representation or warranty, express or implied, is made as to the fairness, accuracy or completeness of the information, opinions and conclusions contained in the Prospectus. To the maximum extent permitted by law, the Company, its related bodies corporate and the officers, directors, employees, advisers and agents of those entities do not accept any responsibility or liability including, without limitation, any liability arising from fault or negligence on the part of any person, for any loss arising from the use of the meeting materials or its contents or otherwise arising in connection with it.

The information in this document that relates to Exploration Results and Mineral Resources for the Donald Project is based on information first reported in previous ASX announcements by the Company, as listed in this notice. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the original announcements continuing to apply and have not materially changed. The information in this notice that relates to the estimation of the Ore Reserves is based on information compiled by Mr Pier Federici, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists. Mr Federici is a full-time employee of AMC Consultants Pty Ltd and is independent of Donald Mineral Sands Pty Ltd (DMS) (being the Company's wholly owned subsidiary) and the Company, the owner of the Donald Project Mineral Resources. Mr Federici has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

The information in this document that relates to the estimation of the Mineral Resources is based on information compiled by Mr Rod Webster, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists. Mr Webster is a full-time employee of AMC Consultants Pty Ltd and is independent of the Company and DMS, the owner of the Donald Project Mineral Resources. Mr Webster has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012

Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. The Company confirms that the form and context in which the Competent Persons' findings are presented have not materially modified from the relevant original market announcement.

The information in this document that relates to the metallurgical performance and outcomes of testwork is based on information compiled by Mr Ross McClelland, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr McClelland is the principal metallurgist and director of Metmac Services Pty Ltd. Mr McClelland has been involved with the metallurgical development of the Wimmera-style mineral sands resources for more than 30 years. He has provided metallurgical consultation services to DMS for more than 7 years. He qualifies as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. The Company confirms that the form and context in which the Competent Persons' findings are presented have not been prematurely modified from the relevant original market announcement.

Foreign Jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply.

Hong Kong

WARNING: The contents of this Prospectus have not been reviewed or approved by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Demerger. If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.

This Prospectus does not constitute an offer or invitation to the public in Hong Kong to acquire or subscribe for or dispose of any securities. This Prospectus also does not constitute a prospectus (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document containing an advertisement or invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or cause to be issued this Prospectus in Hong Kong, other than to persons who are "professional investors" as defined in the Securities and Futures Ordinance and any rules made thereunder or in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance or which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

No person may issue or have in its possession for the purposes of issue, this Prospectus or any advertisement, invitation or document relating to these securities, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than any such advertisement, invitation or document relating to securities that are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made thereunder.

Copies of this Prospectus may be issued to a limited number of persons in Hong Kong in a manner which does not constitute any issue, circulation or distribution of this Prospectus, or any offer or an invitation in respect of these securities, to the public in Hong Kong. The document is for the exclusive use of Astron Securityholders in connection with the Demerger. No steps have been taken to register or seek authorisation for the issue of this Prospectus in Hong Kong.

This Prospectus is confidential to the person to whom it is addressed and no person to whom a copy of this Prospectus is issued may issue, circulate, distribute, publish, reproduce or disclose (in whole or in part) this Prospectus to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with consideration of the Demerger by Astron Securityholders.

New Zealand

This Prospectus is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other New Zealand law. The offer of Shares under the Demerger is being made to existing Securityholders of Astron in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 and, accordingly, this Prospectus may not contain all the information that a disclosure document is required to contain under New Zealand law.

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1. Details of the Offer

1.1 Offer

The terms and conditions of the Offer are set out in the Notice of Meeting accompanying this Prospectus.

The Company intends to undertake the Proposed Transaction (as defined in the Notice of Meeting). As part of the Proposed Transaction, the Company intends to undertake the Offer, details of which (including terms and conditions) are set out in the Notice of Meeting accompanying this Prospectus.

In broad terms, the Notice of Meeting includes the Dividend Demerger Resolution to approve a Demerger Dividend by the Company, to be satisfied by the distribution and transfer of shares to be held by the Company in Astron Titanium (Yingkou) Hong Kong (**Titanium Hong Kong Shares**) to Securityholders registered as such on the Record Date and located in an Eligible Country in proportion to those Securityholders' respective holdings of Securities in the Company as at that date.

The Proposed Transaction will only proceed if the following conditions are met (together, the **Transaction Conditions**):

- (a) the Company obtains Securityholder approval for:
 - (1) the Demerger Dividend and In-specie Distribution pursuant to the Demerger Dividend Resolution (Resolution 1); and
 - (2) the disposal of the Processing and Sales Business pursuant to the Disposal Resolution (Resolution 2) in the Notice of Meeting;
- (b) People's Republic of China (**PRC**) regulatory approval in relation to the transfer of the Astron China Shares from Astron Australia to Titanium Hong Kong. The Proposed Transaction is not conditional on the Company receiving a draft class ruling from the ATO confirming the availability of demerger relief.

Under ASIC Regulatory Guide 188, the issue of the Notice of Meeting with the Demerger Dividend Resolution (involving the declaration of the Demerger Dividend to be satisfied by way of an In-specie Distribution) constitutes an offer by the Company of the transfer of the Titanium Hong Kong Shares to be distributed and transferred to Eligible Securityholders pursuant to Chapter 6D of the Corporations Act. Accordingly, the Company has prepared this Prospectus to accompany the Notice of Meeting.

Securityholders should note that the In-specie Distribution of the Titanium Hong Kong Shares to overseas Securityholders under the In-specie Distribution will be subject to legal and regulatory requirements in their relevant overseas jurisdictions. If the requirements of any jurisdiction where a Securityholder is resident are held to restrict or prohibit the distribution of securities as proposed or would impose on Astron an obligation to prepare a prospectus or other similar disclosure document or otherwise impose on Astron an undue burden, the Titanium Hong Kong Shares to which the relevant Securityholder is entitled will not in fact be issued to such Securityholder and instead will be sold by the Company as sale agent, and the net proceeds (if any) paid to the Ineligible Securityholders. The Company will act on a best-efforts only basis to sell the Ineligible Securityholders' Titanium Hong Kong Shares, and will not be liable to the Ineligible Securityholders for any loss suffered as a result.

If the Company sells the Titanium Hong Kong Shares on a relevant Securityholder's behalf, Astron will then account to those Securityholders for the net proceeds of sale after deducting the costs and expenses of the sale. As the Demerger Dividend is being represented and satisfied by the In-specie Distribution and security prices may vary from time to time (assuming a liquid market is available), the net proceeds of the sale of Titanium Hong Kong Shares sold on behalf of Ineligible Securityholders may be more or less than the notional dollar value of the dividend. It will be the responsibility of each Securityholder to comply with the laws to which they are subject in the jurisdictions in which they are resident.

1.2 **Effect of the Offer on the Company**

The principal effects of the Offer will be;

- (a) the Company ceases to hold the Titanium Hong Kong Shares to be distributed and transferred to the Securityholders;
- (b) the share capital of the Company will be reduced by the amount to be assessed by the Directors as the market value of such Titanium Hong Kong Shares; and
- (c) the Company will dispose of the shares in Astron China and the Processing and Sales Business to Titanium Hong Kong;
- (d) Company Securityholders that are registered on the Record Date will receive a number of Titanium Hong Kong Shares based on their entitlement on the basis of 1 Titanium Hong Kong Share for every 1 Astron Securities held.

The purpose of the Offer is set out in section 1 of this Prospectus.

1.3 **Action required by Securityholders**

No action is required to be taken by Securityholders under this Prospectus. Should Securityholders approval be obtained for the Demerger Dividend Resolution, the Transaction Conditions are satisfied and the Demerger Dividend and In-specie Distribution proceeds to be implemented, then the Titanium Hong Kong Shares will be distributed and transferred to Eligible Securityholders in accordance with the terms of the Demerger Dividend Resolution and Astron's Articles of Association, whether you voted for or against the Demerger Dividend Resolution or did not vote at all (or did not attend the Meeting).

In accordance with ASIC Corporations (Application Form Requirements) Instrument 2017/241, no application form is required to be completed or returned to participate in the proposed distribution and transfer of Titanium Hong Kong Shares under the In-specie Distribution and no application form is included in or accompanies this Prospectus.

If you have any queries regarding this Prospectus, please contact Mr Joshua Theunissen (Australian Company Secretary) by email to joshua.theunissen@astronlimited.com.

2. Notice of Meeting Information Deemed to be Incorporated in Prospectus

2.1 Short Form Prospectus

This Prospectus is a short form prospectus prepared in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. However, it incorporates by reference information contained in the Notice of Meeting that has been lodged with the ASIC.

The material provisions of the Notice of Meeting are summarised in section 2.3 below and will primarily be of interest to Company Securityholders and their professional advisors.

A copy of the Notice of Meeting has been sent to Company Securityholders with this Prospectus. However, Company Securityholders and their professional advisers may also obtain, free of charge, a copy of the Notice of Meeting by contacting the Company at its registered office during normal business hours.

2.2 Included Information

The Notice of Meeting contains all information that Securityholders require in relation to the Demerger Dividend and In-specie Distribution and the Notice of Meeting in its entirety is deemed to be incorporated in this Prospectus. The material provisions of the Notice of Meeting are summarised below in section 2.3 and will primarily be of interest to Securityholders and their professional advisers or analysts.

The Notice of Meeting will be available to all Securityholders with this Prospectus. In addition, the Notice of Meeting will be made generally available during the Application Period by being posted on the Company's website (www.astronlimited.com).

2.3 Notice of Meeting – Summary of Material Provisions of Notice of Meeting

In accordance with Section 712 of the Corporations Act, set out below is a summary of the information contained in the Notice of Meeting that is deemed to be incorporated in this Prospectus to assist Securityholders and their professional advisers for the purposes of making an informed investment decision in relation to the Titanium Hong Kong Shares.

The sections referred to in this section 2.3 are references to sections in the Explanatory Memorandum which is **attached** to, and forms part of, the Notice of Meeting.

(a) Section 1 – Regulatory Matters

This section sets out important information in relation to the information incorporated by reference into this Prospectus.

(b) Section 2.1 – Declaration of a Dividend and In-Specie Distribution

This section sets out details of the approval sought from Securityholders in order for the Company to declare the Demerger Dividend and carry out the In-specie Distribution.

(c) Section 4.1 – Overview of Proposed Transaction

This section provides an overview of the Proposed Transaction.

(d) Section 4.2 – Demerger Process

This section sets out the key steps involved in bringing about the Demerger.

(e) **Section 4.3 – Timetable**

This section provides the key dates for implementing the Demerger.

(f) **Section 4.4 – Acquisition of Astron China’s Processing and Sales Business by Titanium Hong Kong**

This section provides an overview of the Processing and Sales Business to be acquired by Titanium Hong Kong and the terms and conditions applying to the same.

(g) **Section 4.5 – Current Corporate Structure**

This section summarises the current corporate structure of Astron and its Subsidiaries.

(h) **Section 4.6 – Post-demerger structure of Company**

This section summarises the corporate structure of Astron and Titanium Hong Kong in the event that the Proposed Transaction proceeds to completion.

(i) **Section 4.7 – Overview of Projects**

This section provides an overview of the downstream Processing and Sales Business held by Titanium Hong Kong following the Demerger.

(j) **Section 4.8 – Rationale for the Demerger**

This section sets out the key reasons for the proposed Demerger.

(k) **Section 4.9 – Conditions to the Proposed Transaction**

The section sets out the Transaction Conditions of the Proposed Transaction.

(l) **Section 4.10 – Foreign Securityholders**

This section outlines the entitlement of Titanium Hong Kong Shares for Foreign Securityholders.

(m) **Section 4.11 – Directors’ Recommendations**

This section summarises the Directors recommendations for Securityholders voting in favour of Resolutions 1 and 2 and the reasons for same.

(n) **Section 4.12 – Effects of the Proposed Transaction on the Company**

This section outlines the effect the Proposed Transaction will have on the Company in disposing of the Processing and Sales Business and the Company’s capital structure.

(o) **Section 4.13 – Effect of the Proposed Transaction on Securityholders**

These sections outline the effect the Proposed Transaction will have on Eligible Securityholders and the treatment of overseas Securityholders.

(p) **Section 4.14– Plans for the Company following the Proposed Transaction**

This section outlines the exploration and other plans the Company will continue to undertake following the Proposed Transaction.

(q) **Section 4.15 – Advantages and Disadvantages to Securityholders of the Proposed Transaction**

This section sets out further information on the principal advantages and disadvantages to Securityholders of the Demerger Dividend and In-Specie Distribution.

(r) **Section 4.16 – Tax Consequences**

This section provides a general summary of the Australian taxation implications for Securityholders who receive Titanium Hong Kong Shares in respect of the Demerger Dividend and In-specie Distribution based on applicable taxation law as at the date of the Notice of Meeting. Information is also given in respect of the Company's application to seek a class ruling from the ATO in respect of the availability of demerger tax relief.

The summary in the Notice of Meeting (which is incorporated by reference to this Prospectus) is not intended, and should not be relied upon, as specific taxation advice to any particular Securityholders. The comments in the summary are of a general nature only, may not apply to a Securityholder's specific circumstances and cannot be relied upon for accuracy or completeness. Each Securityholder should seek and rely on its own professional taxation advice, specific to its particular circumstances, in relation to the taxation consequences of the proposed Demerger. Neither Astron, nor any of its officers or advisers, accepts liability or responsibility with respect to such consequences or the reliance of any Securityholder on any part of the summary.

(s) **Section 4.17 – Consequences if the Proposed Transaction does not complete**

This section sets out the Company's potential future plans in the event the Demerger Dividend and Offer do not complete.

(t) **Section 4.18 – Information Concerning Company Shares**

This section summarises the highest and lowest sale price of the Company's shares as traded on the ASX during the 12 months immediately prior to the Notice of Meeting.

(u) **Section 4.19 – Directors' Interests**

This section sets out the number of securities in the Company held by the Directors at the date of the Notice of Meeting and the number of Titanium Hong Kong Shares they are likely to have an interest in assuming completion of the Demerger.

(v) **Section 4.20 – Risk factors in holding Titanium Hong Kong Shares**

This section outlines the disclosure requirements of the Company.

(w) **Section 4.21 – Risks Specific to the Company, Titanium Hong Kong and the Proposed Transaction**

This section lists a number of risks that may have a material effect on the financial position and performance of Titanium Hong Kong and the value of its securities. Risks specific to Titanium Hong Kong and its projects. There is also an outline of the general economic risks and business climate, exploration, development, mining and possession risks and native title.

(x) **Section 4.22 – Material Contracts**

This section summarises the material contracts to which Titanium Hong Kong is a party.

(y) **Section 4.23 – Rights and obligations attaching to Titanium Hong Kong Shares**

This section summarises the rights and obligations attaching to the Titanium Hong Kong Shares under the Titanium Hong Kong Articles of Association.

(z) **Section 5.1 – Introduction**

This section summarises the important background information of Titanium Hong Kong.

(aa) **Section 5.2 – Principal Effect of the demerger on Titanium Hong Kong**

This section summarises the principal effect of the Demerger on Titanium Hong Kong.

(bb) **Section 5.3 – Capital Structure of Titanium Hong Kong**

This section sets out the capital structure of Titanium Hong Kong at the date of the Notice of Meeting and following the completion of the Demerger.

(cc) **Section 5.4 – Substantial Securityholders of Titanium Hong Kong**

This section outlines the substantial shareholders of Titanium Hong Kong upon completion of the Demerger.

(dd) **Section 5.5 and 5.6 – Board and management of Titanium Hong Kong and Remuneration of Titanium Hong Kong Directors**

These sections summarise the experience of the Titanium Hong Kong Board and company secretary and the Titanium Hong Kong Director's remuneration.

A copy of the Notice of Meeting accompanies this Prospectus.

3. Additional Information

3.1 Interests of Titanium Hong Kong Directors

Other than as set out below or elsewhere in this Prospectus or the Notice of Meeting:

- (a) no Titanium Hong Kong Director holds, or during the last two years before lodgement of this Prospectus with the ASIC, held, an interest in:
- (1) the formation or promotion of the Company or Titanium Hong Kong;
 - (2) any property acquired or proposed to be acquired by the Company or Titanium Hong Kong in connection with:
 - (A) its formation or promotion; or
 - (B) the Offer; or
 - (3) the formation or promotion of Titanium Hong Kong;

- (4) property acquired or proposed to be acquired by Titanium Hong Kong in connection with its formation or promotion or the Titanium Hong Kong; or
- (5) the Offer; and
- (6) except as set out in the Notice of Meeting, no amounts, whether in cash or Shares or otherwise, have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Titanium Hong Kong Director, either to induce him to become, or to qualify, as a Titanium Hong Kong Director or otherwise for services rendered in connection with the formation or promotion of Titanium Hong Kong or the Offer.

3.2 Remuneration of Titanium Hong Kong Directors

For details of the Titanium Hong Kong Board and their intended remuneration, please refer to section 5.6 of the Notice of Meeting.

3.3 Interests of Experts and Others

Other than as set out below or elsewhere in this Prospectus or the Notice of Meeting, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or as promoter of the Company or Titanium Hong Kong:

- (b) holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in the Company or Titanium Hong Kong; and
- (c) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:
 - (1) the formation or promotion of Titanium Hong Kong or the Company; or
 - (2) the Offer.

HopgoodGanim has acted as lawyers to the Company in relation to the Offer. The Company estimates it will pay HopgoodGanim approximately \$90,000 (exclusive of GST) in respect of these services.

3.4 Consents

Each of the parties referred to in this section:

- (d) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (e) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

HopgoodGanim Lawyers are named in the Corporate Directory as solicitors to the Company in relation to the Offer and have been involved in the process of reviewing this Prospectus for consistency with the material contracts. In doing so, they have placed reasonable reliance upon information provided to them by the Company and other third parties. HopgoodGanim Lawyers has given its consent to be named in this Prospectus as solicitors to the Company in the form and context in which it is named and has not withdrawn that consent prior to the lodgement of this Prospectus with ASIC. They do not make any other statement in this Prospectus. HopgoodGanim Lawyers will be paid for work performed in accordance with

usual time based charge out rates and estimate their professional costs at \$90,000 (excluding disbursements and GST), at the date of this Prospectus

Computershare Investor Services Pty Limited (**Computershare**) has given its written consent to be named as the Registry in the form and context in which it is named and has not withdrawn its consent prior to lodgement of this Prospectus within ASIC. Computershare has had no involvement in the preparation of any part of the Prospectus other than being named as the Share Registry to the Company. Computershare has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

3.5 Substantial Titanium Hong Kong Shareholders

As at the date of this Prospectus, Titanium Hong Kong is a wholly owned subsidiary of the Company.

Based on information known at the date of this Prospectus and assuming the Proposed Transaction (including the In-specie Distribution) is completed, those persons holding 5% or more of the Titanium Hong Kong Shares on issue following implementation of the In-specie Distribution are shown in the table below.

Titanium Hong Kong Shareholder	Titanium Hong Kong Shares	% shareholding interest in Titanium Hong Kong
KOBE Investments Ltd	94,165,972	76.88%
FSC Investment Holdings Ltd	7,437,092	6.07%

3.6 Litigation

As at the date of this Prospectus, Titanium Hong Kong is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against Titanium Hong Kong.

3.7 Dividend Policy

Any future determination as to the payment of dividends by Titanium Hong Kong will be at the discretion of the Titanium Hong Kong Directors and will depend on the availability of distributable earnings and operating results and financial condition of Titanium Hong Kong, future capital requirements and general business and other factors considered relevant by the Titanium Hong Kong Directors. No assurance in relation to the payment of dividends by Titanium Hong Kong or franking credits attaching to dividends can be given by the Company.

3.8 Privacy

Astron collects personal information about its Securityholders holdings of Shares in accordance with the Corporations Act. Astron will share that personal information with its advisers and service providers and with Titanium Hong Kong and its advisers and service providers in connection with the Demerger Dividend and In-specie Distribution.

Securityholders can contact Astron's Share Registry at www.investorcentre.com/contact if they have any questions about their personal information.

4. Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



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Gerard King
Director
2 July 2021

5. Definitions

When used in this Prospectus the following words and phrases have these meanings:

Astron or Company	means Astron Corporation Limited ARBN 154 924 553.
Astron China	means Astron Titanium (Yingkou) Co Ltd
Titanium Hong Kong	means Astron Titanium (Yingkou) Hong Kong Holdings Limited company number 3054687.
Titanium Hong Kong Director	means a current or proposed director of Titanium Hong Kong as set out in section 5.5 of the Notice of Meeting.
Titanium Hong Kong Shares	means Titanium Hong Kong fully paid ordinary shares in the capital of Titanium Hong Kong, which are the subject of the Offer.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it as the context requires.
ATO	means the Australian Taxation Office.
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i>
Demerger Dividend	means the distribution of the Demerger Dividend Amount to be satisfied by the In-Specie Distribution.
Demerger Dividend Amount	means the amount of the dividend to be between \$7,000,000 and up to \$10,000,000, with the final amount to be determined in accordance with the director's valuation of Astron China as at the Dividend Determination Date.
Demerger Dividend Resolution	means Resolution 1 of the Notice of Meeting to be put to Securityholders to approve the Demerger Dividend and In-specie Distribution.
Dividend Determination Date	means the date determined by the board for the director's valuation of Astron China based on the Astron China accounts as at 30 June 2021.
Directors	means a director of the Company as at the date of this Prospectus. Eligible Securityholders has the meaning given in the Notice of Meeting.
Eligible Country	means Australia, New Zealand and Hong Kong.
Eligible Securityholders	has the meaning given in the Notice of Meeting.
Explanatory Statement	means the explanatory statement accompanying and forming part of the Notice of Meeting.
Exposure Period	means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by ASIC by not more than 7 days pursuant to Section 727(3) of the Corporations Act.
Meeting	means the general meeting of the Company convened by the Notice of Meeting.
Ineligible Securityholders	has the meaning given in the Notice of Meeting.
In-specie Distribution	means the proposed distribution of Titanium Hong Kong Shares held by the Company to Company Securityholders the subject of Resolution 1 in the Notice of Meeting.

Notice of Meeting	means the Notice of Extraordinary General Meeting and Explanatory Statement of the Company dated 2 July 2021.
Offer	means the offer of Titanium Hong Kong Shares to Securityholders pursuant to the Notice of Meeting.
Proposed Transaction	has the meaning given to that term in section 6 of the Notice of Meeting.
Prospectus	means this short form prospectus prepared in accordance with section 712 of the Corporations Act.
Record Date	means the record date for determining entitlements to the Demerger Dividend and distribution and transfer of Titanium Hong Kong Shares under the In-specie Distribution, which is currently scheduled to be 23 July 2021.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholders	means a register holder of a Share.