

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New Issue Announcement, Application for Quotation of Additional Securities and Agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of Entity

Titomic Limited

ABN

77 602 793 644

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | a) Fully Paid Ordinary Shares

b) Listed Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 4,117,648

b) 2,058,839 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) Fully Paid Ordinary Shares (TTT)

b) Listed Options exercisable at \$2.50 on or before 10 July 2021 (New Class) |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	a) Yes, TTT b) Yes, upon exercise.
5	Issue price or consideration	\$7,000,001.60 (before costs)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Capital raising to fund ongoing operations as detailed in the ASX announcement to the market on 4 th July 2019.
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2018
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	2,058,839
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	4,117,648
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	NIL
6f	Number of ⁺ securities issued under an exception in rule 7.2	NIL

⁺ See chapter 19 for defined terms.

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes, refer to accompanying announcement										
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A										
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1.										
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	12 th July 2019										
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>68,705,983</td><td>Fully Paid Ordinary Shares (TTT)</td></tr><tr><td>58,409,882</td><td>Fully Paid Ordinary Shares (TTTAB) (escrowed 24 months from quotation)</td></tr><tr><td>100,000</td><td>Fully Paid Ordinary Shares (escrowed until 8th Feb 2020)</td></tr><tr><td>2,058,839</td><td>Listed Options (New Class) Exercisable at \$2.50 expiring on 10th July 2021</td></tr></table>	Number	+Class	68,705,983	Fully Paid Ordinary Shares (TTT)	58,409,882	Fully Paid Ordinary Shares (TTTAB) (escrowed 24 months from quotation)	100,000	Fully Paid Ordinary Shares (escrowed until 8 th Feb 2020)	2,058,839	Listed Options (New Class) Exercisable at \$2.50 expiring on 10 th July 2021
Number	+Class											
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100,000	Fully Paid Ordinary Shares (escrowed until 8 th Feb 2020)											
2,058,839	Listed Options (New Class) Exercisable at \$2.50 expiring on 10 th July 2021											
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>20,000,000</td><td>Performance Shares (TTTAD) (escrowed 24 months from quotation)</td></tr><tr><td>2,005,000</td><td>Unlisted options (TTTAC) Exercisable at \$0.30 expiring on 31 May 2020 (escrowed 24 months from quotation)</td></tr><tr><td>140,123</td><td>Performance Shares Hurdle share price \$2.78 expiring on 28 Nov 2021.</td></tr></table>	Number	+Class	20,000,000	Performance Shares (TTTAD) (escrowed 24 months from quotation)	2,005,000	Unlisted options (TTTAC) Exercisable at \$0.30 expiring on 31 May 2020 (escrowed 24 months from quotation)	140,123	Performance Shares Hurdle share price \$2.78 expiring on 28 Nov 2021.		
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140,123	Performance Shares Hurdle share price \$2.78 expiring on 28 Nov 2021.											

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company currently has no dividend policy.

Part 2 - Pro rata issue

- 11 Is security holder approval required?

N/A

- 12 Is the issue renounceable or non-renounceable?

N/A

- 13 Ratio in which the ⁺securities will be offered

N/A

- 14 ⁺Class of ⁺securities to which the offer relates

N/A

- 15 ⁺Record date to determine entitlements

N/A

- 16 Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?

N/A

- 17 Policy for deciding entitlements in relation to fractions

N/A

- 18 Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

N/A

- 19 Closing date for receipt of acceptances or renunciations

N/A

- 20 Names of any underwriters

N/A

- 21 Amount of any underwriting fee or commission

N/A

- 22 Names of any brokers to the issue

N/A

- 23 Fee or commission payable to the broker to the issue

N/A

⁺ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of *securities
(tick one)

(a) ☒ *Securities described in Part 1

(b) ☐ All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)
Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
- 36 ☐ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38	Number of *securities for which *quotation is sought	N/A				
39	*Class of *securities for which quotation is sought	N/A				
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A				
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another *security, clearly identify that other *security)	N/A				
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>*Class</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	Number	*Class		
Number	*Class					

+ See chapter 19 for defined terms.

Quotation Agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company Secretary & CFO

Date: Friday, 12th July 2019

Print name:

PETER VAUGHAN

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	122,898,217
<i>Add</i> the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <u>Note:</u> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	NIL NIL NIL
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	NIL
<i>“A”</i>	122,898,217

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	18,434,733

+ See chapter 19 for defined terms.

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <u>Note:</u> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	2,158,839
“C”	2,158,839

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	18,434,733
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	2,158,839
Total [“A” x 0.15] – “C”	16,275,894 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	122,898,217

Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10
Multiply “A” by 0.10	12,289,822

Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	4,317,648
“E”	4,317,648

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	12,289,822
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	NIL
Total [“A” x 0.10] – “E”	7,972,174 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



Notice Under Section 708A (5) of the Corporations Act (ASX Code: TTT)

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

Type	Shares	Options
Class	Fully Paid Ordinary Shares	Listed Options
ASX code	TTT	"New Class"
Date of Issue	12 th July 2019	12 th July 2019
Number Issued	4,117,648	2,058,839
Price per Security	\$1.70	NIL
Specifics (if any)	N/A	Exercisable at \$2.50 on or before 10 July 2021

Titomic Limited gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the "Corporations Act") that:

1. the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act*;
2. as at the date of this notice the Company has complied with:
 - (i) the provisions of Chapter 2M *Corporations Act* as they apply to the Company; and
 - (ii) section 674 *Corporations Act*; and
3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A (7) of the *Corporations Act*) which is required to be disclosed by the Company.

For and on behalf of the Company,

Kind Regards;

A handwritten signature in black ink, appearing to read "Peter Vaughan".

Peter Vaughan
Company Secretary

The following information is provided in accordance with the requirements of LR3.10.5A:

The Company issued the 4,117,648 fully paid ordinary shares for the private placement under its Listing Rule 7.1A 10% capacity (Capacity Shares):

- a) the dilutive effect on existing shareholders of the 10% Capacity Shares is as follows:

No. of shares on issue prior to private placement	123,098,217
Shares issued to investor under LR7.1A (Capacity Shares)	4,117,648
Dilution as a result of issue under LR7.1A	3.35%
Shares issued to investors under LR7.1 as part of this placement	NIL
Total number of shares now on issue	127,215,865

- b) the placement was undertaken following identified demand for shares in the Company by several new and existing large institutional and sophisticated investors.

The issue price of \$1.70 per share represented an 7.66% discount to the volume weighted average price (VWAP) of \$1.841 per share for the 15 days on which trades of the Company's shares were recorded on ASX up to and including 1st July 2019 (data obtained from Iress Computer Share Trading System).

The private placement was considered the most efficient and effective method of meeting this identified demand to secure future funding for the Company's ongoing needs to fund Titomic's International expansion as the company progresses pursues new revenue generating contracts as part of establishing a strong platform to realise significant revenue growth in 2020 and beyond.

As outlined in the announcement to the ASX on 25th June 2019, Titomic projects to receive revenue of between \$3M - \$5M during the period to 31 December 2019 including:

- USD\$1M - \$3M from potential revenue opportunities in the aerospace sector;
- AUD\$1.5M from potential revenue opportunities in the defence industry; and
- USD\$2.0m from TKF systems sales, customer prototyping and research & development works.

- c) There was no underwriting agreement in relation to this placement. As sole lead managers for the Placement, PAC Partners received a 6.0% fee for any proceeds raised by them.
- d) Standard commercial legal, placement and issuances fees were payable on the offer and placement. Further details regarding the issue of the shares are contained the accompanying Appendix 3B.

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About Titomic Limited:

Titomic (ASX:TTT) is headquartered in Melbourne, Australia. Titomic is positioned to change the value proposition of Titanium, to unlock new applications and open opportunities that are now technically and economically viable with its proprietary Titomic Kinetic Fusion™ (TKF) technology platform.

TKF overcomes the limitations of additive manufacturing (3D printing) for metals to manufacture complex parts without shape or size constraints. TKF offers production run capability to organisations, which enables speed-to-market, superior products with lower production inputs using fewer resources for a more sustainable future.

Titomic's TKF enables first mover advantage in industrial scale manufacturing for sectors such as aerospace, defence, resources (oil & gas, mining, rail, chemical & industrial equipment), marine, construction, automotive, medical and consumer & sporting goods.

For more information, visit: www.titomic.com

Forward-looking statements:

Certain statements made in this release are forward-looking statements and are based on Titomic's current expectations, estimates and projections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. Although Titomic believes the forward-looking statements are based on reasonable assumptions, they are subject to certain risks and uncertainties, some of which are beyond Titomic's control, including those risks or uncertainties inherent in the process of both developing and commercialising technology. As a result, actual results could materially differ from those expressed or forecasted in the forward-looking statements. The forward-looking statements made in this release relate only to events as of the date on which the statements are made. Titomic will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

Top Holders Snapshot - Grouped

Composition : E12, E24, ES1, ORD

Rank	Name	Address	Units	% of Units
1.	PRESKO 2 PTY LTD <RICHARD FOX FAMILY A/C>		27,944,012	21.97
2.	JEFFREY DAVID LANG <AKASHA FAMILY A/C>		10,004,342	7.86
3.	PRESKO 3 PTY LTD <TIMOTHY FOX FAMILY A/C>		8,626,646	6.78
4.	CITICORP NOMINEES PTY LIMITED		6,387,149	5.02
5.	PAC PARTNERS PTY LTD		5,819,050	4.57
6.	SBPM PTY LTD <INNOVYZ INVEST NO2 UNIT A/C>		5,175,000	4.07
7.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED		4,947,944	3.89
8.	ECAPITAL NOMINEES PTY LIMITED <ACCUMULATION A/C>		2,500,000	1.97
9.	QUALITY LIFE PTY LTD <THE NEILL FAMILY A/C>		2,430,000	1.91
10.	SWHL INVESTMENTS PTY LTD <SWHL FAMILY A/C>		2,187,500	1.72
11.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED		2,080,393	1.64
12.	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>		1,750,366	1.38
13.	MR PETER HENDRY		1,370,957	1.08
14.	BERGIN VAN EPS HOLDINGS PTY LTD <PT AND CL BERGIN FAMILY A/C>		1,321,500	1.04
15.	CARPE DIEM ASSET MANAGEMENT PTY LTD <LOWE FAMILY A/C>		1,200,000	0.94

Rank	Name	Address	Units	% of Units
16.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED		1,068,761	0.84
17.	MR PATRICK THOMAS BERGIN		857,191	0.67
18.	CARPE DIEM ASSET MANAGEMENT PTY LTD		658,100	0.52
19.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2		635,109	0.50
20.	MR PHILIP JOHN CAWOOD		600,000	0.47
Totals: Top 20 holders of ISSUED CAPITAL (INCL. ESCROW SHARES)			87,564,020	68.83
Total Remaining Holders Balance			39,651,845	31.17



TITOMIC LIMITED

ISSUED CAPITAL (INCL. ESCROW SHARES) As of 12 Jul 2019

Range of Units Snapshot

Composition : E12, E24, ES1, ORD

Range	Total holders	Units	% of Issued Capital
1 - 1,000	1,350	755,258	0.59
1,001 - 5,000	1,556	4,318,236	3.39
5,001 - 10,000	488	3,962,267	3.11
10,001 - 100,000	643	18,467,049	14.52
100,001 - 9,999,999,999	79	99,713,055	78.38
Rounding			0.01
Total	4,116	127,215,865	100.00

Top Holders Snapshot - Grouped

Composition : Listed Options

Rank	Name	Address	Units	% of Units
1.	MERRILL LYNCH (AUSTRALIA)		1,029,412	50.00
2.	QUALITY LIFE PTY LTD		258,824	12.57
3.	CITICORP NOMINEES PTY LIMITED		82,354	4.00
4.	HSBC CUSTODY NOMINEES		79,412	3.86
5.	CS FOURTH NOMINEES PTY LIMITED		44,118	2.14
6.	MR PAUL EDWARD GALWEY		29,412	1.43
7.	FINCLEAR NOMINEES PTY LTD		26,471	1.29
8.	UBS NOMINEES PTY LTD		23,530	1.14
9.	BJS ROBB PTY LTD		20,589	1.00
10.	DAHIMA PTY LTD		20,588	1.00
11.	MR KENNETH CARVALHO &		20,000	0.97
12.	NATIONAL NOMINEES LIMITED		15,346	0.75
13.	MR MARTYN ROGER BROWN		14,706	0.71
14.	CHIFLEY PORTFOLIOS PTY LTD		14,706	0.71
15.	CY CAPITAL PTY LTD		13,500	0.66
16.	ECLECTIC CAPITAL MANAGEMENT		13,500	0.66
17.	CKBCAJ FAMILY PTY LTD		13,412	0.65
18.	QUIZETE PTY LTD		12,500	0.61
19.	BLOOMING AUSTRALIA PTY LIMITED		11,765	0.57
20.	MR BENEDICT CARL WILLIAM		11,765	0.57
Totals: Top 20 holders of Listed Options expiring 10 July 2021			1,755,910	85.29
Total Remaining Holders Balance			302,929	14.71

Range of Units Snapshot

Composition : Listed Options

Range	Total holders	Units	% of Issued Capital
1 - 1,000	11	5,082	0.25
1,001 - 5,000	40	105,779	5.14
5,001 - 10,000	21	147,950	7.19
10,001 - 100,000	22	511,792	24.86
100,001 - 9,999,999,999	2	1,288,236	62.57
Rounding			0.00
Total	96	2,058,839	100.00