
TITANIUM SANDS LIMITED

ACN 009 131 533

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am WST

DATE: 13 November 2024

PLACE: Level 8
216 St Georges Terrace
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

TITANIUM SANDS LIMITED

ACN 009 131 533

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Titanium Sands Limited ACN 009 131 533 (**Company**) will be held at Level 8, 216 St Georges Terrace, Perth WA 6000 on 13 November 2024 at 11am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 11 November 2024 at 4pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 11.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and

- (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LEE CHRISTENSEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 9.3 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Lee Christensen, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

5. RESOLUTION 4 – RATIFICATION OF APPOINTMENT OF AUDITOR

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company effective from the date of the Meeting."

6. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the grant of up to 109,008,482 Placement Options to the Placement Participants on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Participants and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO LEAD MANAGER

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the grant of up to 90,000,000 Placement Options to the Lead Manager (or its nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Lead Manager and its nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO JAMES SEARLE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Incentive Options to James Searle (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of James Searle (or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company), or any associates of that person or those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO JASON FERRIS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Incentive Options to Jason Ferris (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Jason Ferris (or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company), or any associates of that person or those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 9 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO LEE CHRISTENSEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Incentive Options to Lee Christensen (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Lee Christensen (or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company), or any associates of that person or those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 14 October 2024

By order of the Board

James Searle

**Managing Director
Titanium Sands Limited**

TITANIUM SANDS LIMITED

ACN 009 131 533

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8, 216 St Georges Terrace, Perth Western Australia on Wednesday, 13 November 2024 at 11 am (WST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

2.2 Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 7 to 9 if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on Resolutions 7 to 9.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though Resolutions 7 to 9 are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

3. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at .

4. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

4.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

4.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

5. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LEE CHRISTENSEN

5.1 General

Rule 9.3 of the Company's Constitution requires that one third of the Company's directors must retire at each annual general meeting. Accordingly, Mr Christensen retires by rotation and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

5.2 Qualifications and other material directorships

Mr Christensen is a senior lawyer in Perth, specialising in dispute resolution, insolvency and restructures. He has many years of commercial litigation and insolvency law experience having acted in major insolvencies in Western Australia. His in-depth understanding and proven application of insolvency issues sees him regularly advising external administrators, trustees, creditors and bankrupts on all of its ramifications.

5.3 Independence

If elected, the Board considers Mr Christensen will be an independent director.

5.4 Board recommendation

The Board, other than Mr Christensen, supports the re-election of Mr Christensen and recommends that Shareholders vote in favour of Resolution 2.

6. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over

any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes. As at the date of this Notice, the Company is an 'eligible entity' as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$300,000,000 or less.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

6.3 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 6.3(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company may only seek to issue the Equity Securities under the 7.1A Mandate for cash consideration. The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects;
- (iii) the development of the Company's current business; and
- (iv) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 7 October 2024 (being \$0.004).

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			0.002	0.004	0.006
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	2,211,747,190	221,174,719	\$442,349.44	\$884,698.88	\$1,327,048.31
50% increase	3,317,620,785	331,762,079	\$663,524.16	\$1,327,048.31	\$1,990,572.47
100% increase	4,423,494,380	442,349,438	\$884,698.88	\$1,769,397.75	\$2,654,096.63

The table above uses the following assumptions:

- There are currently 2,211,747,190 Shares on issue.
- The issue price set out above is the closing market price of Shares as at 7 October 2024 (being \$0.004).
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

4. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no convertible securities are exercised or converted into Shares before the date of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 28 November 2023, the Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(g) **Voting Exclusion Statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

7. RESOLUTION 4 – RATIFICATION OF APPOINTMENT OF AUDITOR

On 5 July 2024, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd as auditor of the Company following the Australian Securities and Investments Commission's (ASIC) consent to the resignation of the Company's previous auditor, BDO Audit (WA) Pty Ltd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO Audit Pty Ltd holds office as auditor of the Company until the Company's next Annual General Meeting, being the Meeting the subject of this Notice.

In accordance with section 327B(1)(b) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of BDO Audit Pty Ltd as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO Audit Pty Ltd as auditor of the Company has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

BDO Audit Pty Ltd has provided to the Company and has not withdrawn its consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act.

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of this Resolution.

8. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

8.1 Background

On 16 April 2024, the Company announced it was conducting a capital raising through a placement to sophisticated and professional investors. The capital raise was completed on 30 April 2024 through the issue of 218,016,964 Shares at an issue price of \$0.0075 per Share raising approximately \$1.6 million (before costs) (**Placement**).

The terms of the Placement include one free attaching Option (exercisable at \$0.023 and expiring 16 February 2026) for every 2 Shares issued under the Placement (**Placement Options**) to be issued to Placement Participants subject to Shareholder approval.

The funds raised from the Placement have been allocated for use to further the environmental and stage 2 & 3 processes for the Company's Mannar Heavy Mineral Project as well as general working capital requirements.

8.2 Listing Rule 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made pursuant to Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, the Company is seeking approval for 109,008,482 Placement Options to be issued to Placement Options under Listing Rule 7.1 pursuant to Resolution 5.

If Resolution 5 is passed, the Company will be able to proceed with the grant of the Placement Options to the Placement Participants. The Placement Options will be granted as free attaching Options. Accordingly, no funds will be raised from the grant of the Placement Options. In addition, the grant of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, then the Company will not be able to proceed with the grant of the Placement Options to the Placement Participants.

Resolution 5 is an ordinary resolution.

8.3 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Placement Options the Company may grant under Resolution 5 is 109,008,482 Placement Options.
- (b) The Placement Options will be granted to the Placement Participants. None of the Placement Participants are a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or any associates of those persons who received more than 1% of the Company's issued capital under the Placement.
- (c) The Placement Options are each exercisable at \$0.023 and expire on 16 February 2026. Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

- (d) The Placement Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (e) The Placement Options will be granted as free attaching Options on the basis of 1 Placement Option for every 2 Share subscribed for in the Placement. Accordingly, no funds will be raised from the grant of the Placement Options.
- (f) The Placement Options will not be granted pursuant to an agreement.
- (g) A voting exclusion statement is included in the Notice.

9. RESOLUTION 6 – APPROVAL TO GRANT PLACEMENT OPTIONS TO LEAD MANAGER

9.1 Background

The Company engaged CPS Capital Group Pty Ltd (**Lead Manager**) to act as lead manager and broker in respect of the Placement pursuant to the lead manager mandate (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Lead Manager received fees of 6% of funds raised under the Placement and the Company agreed to grant 90,000,000 Placement Options (each exercisable at \$0.023 and expiring 16 February 2026) at an issue price of \$0.00001 per Option subject to Shareholder approval. The Lead Manager Mandate otherwise contains terms and conditions typical for a mandate of its nature.

A summary of Listing Rule 7.1 is provided in Section 8.2.

Resolution 6 seeks the required Shareholder approval to the grant of the Placement Options to the Lead Manager under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the grant of the Placement Options to the Lead Manager. In addition, the grant of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, then the Company will not be able to proceed with the grant of the Placement Options and the Company will need to negotiate an alternative fee arrangement with the Lead Manager for the services provided.

Resolution 6 is an ordinary resolution.

9.2 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Placement Options the Company may grant under Resolution 6 is 90,000,000 Placement Options.
- (b) The Placement Options will be granted to the Lead Manager (or its nominees).
- (c) The Placement Options are each exercisable at \$0.023 on or before 16 February 2026. Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

- (d) The Placement Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (e) The Placement Options will be granted at a nominal issue price of \$0.00001 per Placement Option in consideration of the lead manager services provided by the Lead Manager. Other than the nominal issue price, which will be used for the Company's general working capital, the Company has not received any other funds from the grant of the Placement Options.
- (f) The material terms of the Lead Manager Mandate are set out in Section 9.1.
- (g) A voting exclusion statement is included in the Notice.

10. RESOLUTIONS 7 TO 9 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTORS

10.1 General

The Company is proposing, subject to Shareholder approval, to grant a total of 28,000,000 Incentive Options to the Directors as follows:

- (a) 10,000,000 Incentive Options to James Searle (or his nominees) pursuant to Resolution 7;
- (b) 10,000,000 Incentive Options to Jason Ferris (or his nominees) pursuant to Resolution 8; and
- (c) 8,000,000 Incentive Options to Lee Christensen (or his nominees) pursuant to Resolution 9.

10.2 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. Mr Searle, Mr Ferris and Mr Christensen are related parties of the Company by virtue of being Directors. The grant of Incentive Options to the Directors will fall within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue therefore requires Shareholder approval pursuant to Listing Rule 10.11.

Resolutions 7 to 9 seek the required Shareholder approval to issue Incentive Options to the Directors under and for the purposes of Listing Rule 10.11. If Resolutions 7 to 9 are passed, the Company will issue the Incentive Options to the Directors. If Resolutions 7 to 9 are not passed, the Company will not issue the Incentive Options to the Directors and may need to determine an alternative form of incentive based or other remuneration for them.

Resolutions 7 to 9 are ordinary resolutions.

10.3 Section 195(4) of the Corporations Act

Mr Searle, Mr Ferris and Mr Christensen have an interest in the outcome of Resolutions 7 to 9 (as applicable to each Director) by virtue of the fact that these Resolutions are concerned with the grant of Incentive Options to each of them. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have determined to exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

10.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Incentive Options to the Directors pursuant to Resolutions 7 to 9 constitutes the giving of a financial benefit and the Directors are related parties of the Company by virtue of being directors.

In respect of Resolutions 7 to 9, the Directors (other than Mr Searle in respect of Resolution 7, Mr Ferris in respect of Resolution 8 and Mr Christensen in respect of Resolution 9, who abstained given each of their interest in those respective resolutions), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the respective grant of Incentive Options to each Director is considered reasonable remuneration in the circumstances and was determined on an arm's length basis.

10.5 Board recommendation

Given the interests of Mr Searle, Mr Ferris and Mr Christensen in Resolutions 7, 8 and 9, respectively, and in the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making a recommendation on resolutions about each other's remuneration (as there may be a conflict of interest), the Board does not consider it appropriate to give a recommendation on Resolutions 7 to 9.

10.6 Information required by Listing Rule 10.13 and section 219 of the Corporations Act

The following information is provided for the purposes of Listing Rule 10.13 and section 219 of the Corporations Act:

- (a) The Incentive Options will be issued to the following persons:
 - (i) James Searle (or his nominees) pursuant to Resolution 7;
 - (ii) Jason Ferris (or his nominees) pursuant to Resolution 8; and
 - (iii) Lee Christensen (or his nominees) pursuant to Resolution 9.
- (b) Approval is required to issue Incentive Options to the Directors as they fall within Listing Rule 10.11.1 by virtue of being directors of the Company.
- (c) The maximum number of securities the Company may issue to the Directors (being the nature of the financial benefit proposed to be given) is 28,000,000 Incentive Options comprising the number of Incentive Options proposed to be issued to each Director as set out in Section 10.1 above.

- (d) The Incentive Options will be issued on the terms and conditions in Schedule 2. Shares issued on exercise of the Incentive Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Incentive Options may be granted no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Incentive Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the grant of the Incentive Options.
- (g) The Incentive Options are being issued to the Directors as incentive-based remuneration in connection with their roles as Directors to further align the interests of the Directors with those of Shareholders, to motivate and reward the performance of the Directors in their roles and to provide a cost effective way for the Company to remunerate the Directors, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration given to the Directors.
- (h) The Incentive Options are unquoted securities. The Company has chosen to issue Incentive Options to the Directors for the following reasons:
 - (i) the Incentive Options are unquoted rights to receive Shares on payment of the applicable exercise price, subject to application of the cashless exercise facility, by the expiry date and therefore the grant of the Incentive Options has no immediate dilutionary impact on Shareholders and the Company may receive a benefit (in the way of exercise proceeds) should the Incentive Options be exercised;
 - (ii) the deferred taxation benefit which is available to the Directors in respect of an grant of Incentive Options is also beneficial to the Company as it means the Directors are not required to immediately exercise a portion of Incentive Options and sell the Shares issued upon such exercise to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company;
 - (iii) the holding of Incentive Options further aligns the interest of Directors with those of Shareholders;
 - (iv) it is not considered that there are any significant opportunity costs to the Company of benefits foregone by the Company in issuing the Incentive Options on the terms proposed.
- (i) The number of Incentive Options to be issued to each Director has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the total remuneration of the Directors, including the cash and non-cash components of their respective remuneration;
 - (iii) the respective roles of each Director and contributions to the Company; and

- (iv) incentives to attract and ensure continuity of service/retain the services of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

- (j) The total remuneration to each of the Directors for the previous two financial years is set out below:

Director	FY2024	FY2023
James Searle ¹	\$97,800	\$120,300
Jason Ferris ²	\$309,900	\$284,700
Lee Christensen ³	\$90,000	\$90,000
Notes: - James Searle's directors fees are paid to Earthsciences Pty Ltd of which Dr Searle is a director. - Jason Ferris' director and consulting fees of \$180,000 (excluding superannuation) are paid as a salary. Out of scope fees of \$110,100 are paid to J2J Investments Pty Ltd of which Mr Ferris is a director. - Lee Christensen's director fees are paid to Pooky Corporation Pty Ltd of which Mr Christensen is a director.		

- (k) The value of Incentive Options to be issued and the valuation methodology are set out in Schedule 3.

- (l) The relevant interests of the Directors in the securities of the Company as at the date of this Notice and post the grant of Incentive Options to the Directors are set out as follows:

As at the Date of this Notice

Director	Shares	Options
James Searle ¹	600,000	100,000 ⁴
Jason Ferris ²	2,940,000	490,001 ⁴
Lee Christensen ³	21,672,000	3,612,001 ⁴
Notes: - Indirectly held by Earthsciences Pty Ltd <The Searle Super Fund>. - Indirectly held by J2J Investments Pty Ltd and Marathon Assets Pty Ltd <Marathon Super Fund A/C>. - Indirectly held by Pooky Corporation Pty Ltd <Garfield Family A/C> and Pooky Corporation Pty Ltd <KL Christensen Super A/C>. - Unquoted Options exercisable at \$0.023 and expiring on 16 February 2026.		

Post grant of the Inventive Options

Director	Shares	Options
James Searle ¹	600,000	10,000,000 ⁴
Jason Ferris ²	2,940,000	10,490,001 ⁵

Lee Christensen ³	21,672,000	11,612,001 ⁶
Notes: 1. Indirectly held by Earthsciences Pty Ltd <The Searle Super Fund>. 2. Indirectly held by J2J Investments Pty Ltd and Marathon Assets Pty Ltd <Marathon Super Fund A/C>. 3. Indirectly held by Pooky Corporation Pty Ltd <Garfield Family A/C> and Pooky Corporation Pty Ltd <KL Christensen Super A/C>. 4. Comprising 100,000 Unquoted Options exercisable at \$0.023 and expiring on 16 February 2026 and the Incentive Options proposed to be issued pursuant to Resolution 7. 5. Comprising 490,001 Unquoted Options exercisable at \$0.023 and expiring on 16 February 2026 and the Incentive Options proposed to be issued pursuant to Resolution 8. 6. Comprising 3,612,001 Unquoted Options exercisable at \$0.023 and expiring on 16 February 2026 and the Incentive Options proposed to be issued pursuant to Resolution 9.		

- (m) If the Incentive Options issued to the Directors are exercised in full, a maximum of 28,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,211,747,190 (being the total number of Shares on issue as at the date of this Notice) to 2,239,747,190 (assuming that no other Shares are issued and no convertible securities are exercised or convert) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 1.25% (representing 0.45% for Mr Searle, 0.45% for Mr Ferris and 0.35% for Mr Christensen).
- (n) The Incentive Options to be issued to Mr Searle, Mr Ferris and Mr Christensen are not being issued pursuant to an agreement.
- (o) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.017	27 November 2023
Lowest	\$0.003	7 August 2024
Last	\$0.005	8 October 2024

- (p) The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 7 to 9.
- (q) A voting exclusion statement is included in this Notice.

11. DEFINITIONS

\$ means Australian dollars.

7.1A Mandate has the meaning given to that term in Section 6.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Titanium Sands Limited ACN 009 131 533.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Incentive Option means an option to acquire a Share on the terms and conditions in Schedule 2.

Lead Manager means CPS Capital Group Pty Ltd.

Listing Rules means the Listing Rules of ASX.

Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue (or agreement to issue, as applicable) of the relevant Equity Securities.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given to that term in Section 8.1

Placement Option means an option to acquire a Share on the terms and conditions in Schedule 1.

Placement Participant mean various professional and sophisticated investors who are existing clients of the Lead Manager or other brokers who participated in the Placement.

Previous Approval has the meaning given to that term in Section 6.3(f).

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 4.2.

Spill Resolution has the meaning given in Section 4.2.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Voter has the meaning given in Section 2(b).

VWAP means volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

The Placement Options are referred to as **Options**.

1. Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary Share in the Company upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.023 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on 16 February 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issue on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

12. Transferability

The Options are transferable any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

The Incentive Options are referred to as **Options**.

1. Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary Share in the Company upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be equal to 10% above the five day VWAP of the Company's Shares, on which Shares have actually traded, prior to the date of the Company's 2024 Annual General Meeting (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on the date which is four years from the date of grant (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Cashless Exercise

- (a) Notwithstanding the requirement for payment of the Exercise Price in accordance with section 2 above, in order to exercise some or all of the Incentive Options, the holder may, subject to section 7(v) below, elect to pay the Exercise Price by using the cashless exercise facility provided for under this section 7 (**Cashless Exercise Facility**).
- (b) The Cashless Exercise Facility entitles the holder to set-off the Exercise Price against the number of Shares which the holder is entitled to receive upon exercise of the holder's Incentive Options. By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set-off.
- (c) If the holder elects to use the Cashless Exercise Facility, the holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the Incentive Options on the Incentive Options being exercised and the then market value of the Shares at the time of exercise (determined as the VWAP at which Shares were traded on the ASX over the five day trading period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Incentive Options

O = Number of Incentive Options

MSP = Market value of the Shares (calculated using the VWAP at which Shares

were traded on the ASX over the five trading day period immediately preceding the exercise date)

EP = the Incentive Option Exercise Price

- (d) If the difference between the total Exercise Price otherwise payable for the Incentive Options on the Incentive Options being exercised and the then market value of the Shares at the time of exercise (calculated using the VWAP at which Shares were traded on the ASX over the five trading day period immediately preceding the exercise date) is zero or negative, then the holder will not be entitled to use the Cashless Exercise Facility.

8. Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. Shares issue on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

10. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

12. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

13. Deferred taxation

Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to the Options.

14. Transferability

The Options are not transferable subject to approval of the Board.

SCHEDULE 3 – VALUATION OF INCENTIVE OPTIONS

The Placement Options to be issued to the Directors pursuant to Resolutions 7 to 9 have been valued by internal management using a Black & Scholes option pricing model based on the assumptions set out below. The market

Valuation:

Assumptions:	
Valuation date	8 October 2024
Market price of Shares	\$0.005
5-day VWAP to Valuation Date	\$0.004
Exercise price	\$0.044
Expiry date	4 years
Risk free interest rate	4.35%
Expected volatility	100%
Indicative value per Incentive Option	\$0.005

Indicative values of the Placement Options to be issued:

Indicative value of Incentive Options to be issued to Mr Searle	Indicative value of Incentive Options to be issued to Mr Ferris	Indicative value of Incentive Options to be issued to Mr Christensen
\$50,000	\$50,000	\$40,000

Note: The indicative value noted above are not necessarily the market prices that the Incentive Options could be traded at and they are not automatically the market prices for taxation purposes.

ANNEXURE A – AUDITOR NOMINATION

Nomination of Auditor

11 October 2024

The Board of Directors
Titanium Sands Limited
Level 8, 216 St Georges Terrace
Perth WA 6000

Dear Directors

We, Pooky Corporation Pty Ltd <KL Christensen Super A/C> being a member of Titanium Sands Limited (ACN 009 131 533) (**Company**), in accordance with Section 328B of the *Corporations Act 2001* (Cth) (**Act**), hereby nominate BDO Audit Pty Ltd for appointment as auditor of the Company.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the Annual General Meeting of the Company to be held on 13 November 2024.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely,



Lee Christensen
For and on behalf of Pooky Corporation Pty Ltd <KL Christensen Super A/C>



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LTD

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ABN 65 009 131 533

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FLAT 123
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THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Monday, 11 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



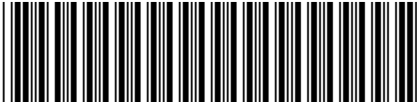
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Titanium Sands Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Titanium Sands Limited to be held at Level 8, 216 St Georges Terrace, Perth, WA 6000 on Wednesday, 13 November 2024 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7, 8 and 9 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Lee Christensen	☐	☐	☐
Resolution 3	Approval of 10% Placement Capacity	☐	☐	☐
Resolution 4	Ratification of Appointment of Auditor	☐	☐	☐
Resolution 5	Approval to Issue Placement Options to Placement Participants	☐	☐	☐
Resolution 6	Approval to Issue Placement Options to Lead Manager	☐	☐	☐
Resolution 7	Approval to Issue Incentive Options to Mr James Searle	☐	☐	☐
Resolution 8	Approval to Issue Incentive Options to Mr Jason Ferris	☐	☐	☐
Resolution 9	Approval to Issue Incentive Options to Mr Lee Christensen	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically