
TITANIUM SANDS LIMITED

ACN 009 131 533

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am AWST

DATE: Thursday, 18 June 2026

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 GENERAL MEETING

Notice is hereby given that the 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 Thursday, 18 June 2026 at 11:00am (AWST) (**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 Tuesday, 16 June 2026 5:00pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 6.

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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 issue of 60,000,000 New Options to the Lead Manager (or their 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.

2. RESOLUTION 2 – APPROVAL TO ISSUE NEW OPTIONS

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 issue of up to 1,207,866,144 New Options to the Offer 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 Offer Participants, 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.

3. RESOLUTION 3 – APPROVAL TO ISSUE NEW 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 Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the issue of up to 5,112,001 New Options to Lee Christensen (or his nominees) on the terms and conditions 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 and his nominees and any other 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.

4. RESOLUTION 4 – APPROVAL TO ISSUE NEW 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 Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the issue of up to 100,000 New Options to James Searle (or his nominees) on the terms and conditions 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 and his nominees and any other 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.

5. RESOLUTION 5 – APPROVAL TO ISSUE NEW 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 Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the issue of up to 490,001 New Options to Jason Ferris (or his nominees) on the terms and conditions 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 and his nominees and any other 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.

Dated: 19 May 2026

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 Thursday, 18 June 2026 at 11:00am (AWST).

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 it 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 been provided 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.

2.3 Further information

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. RESOLUTION 1 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

3.1 Background

On 14 October 2025, the Company announced that it had secured a loan from the major sophisticated and professional shareholder investors for up to \$800,000 (before costs) on the following key terms (**Loan**):

- **Advance:** up to \$800,000 (before costs) will be made available as follows:
 - \$400,000 by 13 October 2025; and
 - \$400,000 by 13 December 2025.
- **Repayment Date:** any amounts owing to the lender (including accrued interest) must be repaid and fully discharged by 30 December 2026 (**Repayment Date**). No repayments are due until this date. The Company may elect to repay amounts owing in whole or part in cash at any time prior to the Repayment Date.
- **Interest:** interest accrues on amounts owing at 10% per annum.
- **Conversion:** the lender may elect to convert any amounts owing (including accrued interest) into Shares at an issue price of \$0.005 per Share. On conversion, the lender will be entitled to receive 1 unlisted Option (exercisable at \$0.023 and expiring 30 June 2029) for every two Shares issued on conversion.
- **Shareholder Approval:** the issue of any Shares and Option under the Loan will be subject to the Company obtaining any required Shareholder approvals under the Corporations Act or the Listing Rules prior to the issue.
- **Loan Terms:** The convertible notes are on market standard terms and do not contain one or more of the features noted in section 5.9 of Guidance Note 21.

The Company received advances under the Loan between 13 October 2025 and 6 January 2026. Subsequent to the original advances, from 6 January 2026 the Company received further advances totalling \$400,000 from investors on the understanding that they would be provided on substantially the same terms as the previous arrangements. This was confirmed via discussions between the Company and the Lead Manager of the Loan. The Loan extension was subsequently formalised and announced by the Company on 17 April 2026, confirming that the additional advances were provided on the same terms as the initial advances under the Loan and increasing the Loan amount to a total of \$1.2 million (before costs).

Funds raised from the Loan have or will be used primarily to finalise the environmental studies and progress the IML at the Manner Island Project and for general operating expenses and working capital.

The Company engaged the Lead Manager to manage the Loan. The Lead Manager is entitled to receive fees of 6% of funds raised under the Loan together with, subject to Shareholder approval, 60,000,000 New Options and a further 60,000,000 New Options, subject to conversion of tranche one of the Loan, at an issue price of \$0.00001 per Option.

Resolution 1 seeks Shareholder approval for the first tranche of 60,000,00 New Options to be issued to the Lead Manager as set out above. Shareholder approval for the issue of the additional 60,000,000 New Options will be sought closer to the Repayment Date and subject to conversion of the Loan.

3.2 Listing Rule 7.1

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 shares it had on issue at the start of that period. The proposed issue does not fall within any of these exceptions and therefore requires approval of shareholders under Listing Rule 7.1

If Resolution 1 is passed, the Company will be able to proceed with the issue of New Options to the Lead Manager. In addition, the issue of New 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 1 is not passed, the Company will not be able to proceed with the issue of New Options to the Lead Manager and will need to negotiate alternative forms of remuneration to them for lead manager services provided in relation to the Loan.

Resolution 1 is an ordinary resolution.

3.3 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 securities the Company may issue is 60,000,000 New Options.
- (b) The New Options will be issued to the Lead Manager (or their nominees), who is an adviser to the Company but is not a related party or substantial shareholder of the Company, a member of the Company's key management personnel, an associate of any of these parties or will be issued more than 1% of the issued capital of the Company.
- (c) The terms and conditions of the New Options are set out in Schedule 1. Shares issued on exercise of the New 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 New Options may be issued 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 New Options are being issued as part of the fees due to the Lead Manager for services provided in connection with the Loan. Accordingly, no funds will be raised from the issue.
- (f) The New Options are being issued pursuant to the mandate between the Company and the Lead Manager, the material terms of which are summarised in Section 3.1.
- (g) The New Options are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement is included in the Notice.

4. RESOLUTION 2 – APPROVAL TO ISSUE NEW OPTIONS

4.1 Background

The Company's TSLOA class of Options (**TSLOA Options**) expired on 16 January 2026 (**Expiry Date**). Subject to Shareholder approval, the Company is proposing to issue up to 1,213,568,146 New Options to all holders of the TSLOA Options on the basis of one (1) New Option for every five (5) TSLOA Options held on the Expiry Date (**Eligible Participants**), at an issue price of \$0.001 (**Options Offer**).

Successful applicants in the Option Offer will also receive a bonus offer of four (4) additional New Options for every New Option issued, for no additional consideration (**Bonus Offer**).

The Company anticipates lodging a prospectus with ASIC in relation to the Option Offer and Bonus Offer shortly after the date of the Meeting (**Option Issue Prospectus**). The Company intends to apply for Official Quotation of New Options, subject to meeting minimum ASX listing requirements, following lodgement of the Option Issue Prospectus.

The number of New Options to be offered includes:

- 1,207,866,144 New Options to be issued to Eligible Participants, for which Shareholder approval is sought under Resolution 2; and
- 5,702,002 New Options to be issued to related parties who are Eligible Participants, for which Shareholder approval is sought under Resolutions 3 to 5.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2. The proposed issue does not fall within any of the exceptions to Listing Rule 7.1 and therefore requires approval of shareholders under Listing Rule 7.1

If Resolution 2 is passed, the Company will be able to proceed with the issue of New Options to Eligible Participants in the Option Offer. In addition, the issue of New 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 2 is not passed, the Company will not be able to proceed with the issue of New Options to Eligible Participants in the Option Offer and the Company will not proceed with the Options Offer or the Bonus Offer.

Resolution 2 is an ordinary resolution.

4.3 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 securities the Company may issue is 1,207,866,144 New Options.
- (b) The New Options will be issued to the Offer Participants. Other than Eligible Participants under the Option Offer who are related parties of the Company (for which Shareholder approval is being sought pursuant to Resolutions 3 to 5) or substantial shareholders Robert Nelson and Timothy Neesham who are entitled to receive 80,000,000 New Options and 110,415,000 New Options, respectively, none of the Offer Participants is an adviser to the Company, a related party or substantial shareholder of the Company, a member of the Company's key management personnel, an associate of any of these parties, or will be issued more than 1% of the issued capital of the Company.
- (c) The terms and conditions of the New Options are set out in Schedule 1. Shares issued on exercise of the New 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 New Options may be issued 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 Company will raise up to approximately \$241,573 (before costs) from the issue of New Options, which will be used to fund the costs of the Option Offer and Bonus Offer and for general working capital purposes. The Company will receive further funds on exercise of the New Options (if exercised).

- (f) The purpose of the issue of New Options is to enable holders of TSLOA Options to continue to participate in the ongoing development of the Company.
- (g) The New Options are not being issued under an agreement.
- (h) The New Options are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement is included in the Notice.

5. RESOLUTIONS 3 TO 5 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTIES

5.1 Background

The background to the Option Offer and Bonus Offer are set out in Section 4.1. The Directors (either personally or via controlled entities) held TSLOA Options and will be an Eligible Participant under the Option Offer, as follows:

Related Party	TSLOA Options Held	New Option Entitlement
Lee Christensen	5,112,001	5,112,001
James Searle	100,000	100,000
Jason Ferris	490,001	490,001

The above related parties are herein referred to as the **Related Parties**.

The Company is seeking Shareholder approval under Listing Rule 10.11 to allow the Related Parties to participate in the Option Offer and Bonus Offer on the same terms as other Offer Participants.

If Resolutions 3 to 5 are passed, a total of 5,702,002 New Options will be issued, raising a further \$5,702 under the Option Offer. Funds raised will be aggregated with and used for the same purposes as set out in Section 4.1.

5.2 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 issue of New Options to the Related Parties (or their nominees) constitutes giving a financial benefit and each of the Related Parties are related parties of the Company by virtue of each being a Director of the Company. However, the Company considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of New Options because they are being issued on the same terms as offered to non-related party Offer Participants and, as such, the giving of the financial benefit is on arm's length terms.

5.3 Directors Recommendation

All Directors have a material personal interest in the outcome of Resolutions 3 to 5 on the basis that the Directors (or their respective nominees) would be permitted to participate in the Option

Offer and Bonus Offer should the Resolutions be passed. For this reason, the Directors do not make a recommendation on Resolutions 3 to 5.

5.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a related party;
- a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them the right or expectation to do so;
- an associate of a person referred to in paragraphs (a) to (c) above; or
- a person whose relationship with the company or a person referred to in a Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the New Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3 to 5 seek the required Shareholder approval for the issue of New Options to the Related Parties under and for the purposes of Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If each of Resolutions 3 to 5 are passed, the Company will be able to proceed with the issue of New Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of New Options (because approval is being obtained under Listing Rule 10.11), the issue of New Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 5 are not passed, the Company will not be able to proceed with the issue of the New Options to the Related Parties and the additional funds to be raised from such issue (as set out in Section 5.1) will not be raised.

Resolutions 3 to 5 seek approval for individual issues and are not dependent on one another.

5.6 Information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

- (a) The New Options will be issued to the Related Parties (or their nominee(s)), who fall within the category set out in Listing Rule 10.11.1 as the Related Parties are related parties of the Company by virtue of each being a Director.
- (b) The New Options will be issued to the Related Parties (or their nominees) in the proportions set out in Section 5.1.
- (c) The maximum number of securities to be issued pursuant to Resolutions 3 to 5 is an aggregate of 5,702,002 New Options.

- (d) The terms and conditions of the New Options are set out in Schedule 1. Shares issued on exercise of the New 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 New Options will be issued no later than 1 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) and it is intended that issue of the New Options will occur on the same date.
- (f) The purpose of the issue of the New Options to the Related Parties is to allow the Related Parties to participate in the Option Offer and the Bonus Offer on the same terms as the Offer Participants.
- (g) The New Options to be issued are not intended to remunerate or incentivise the Related Parties.
- (h) The relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options
James Searle ¹	600,000	10,000,000 ⁴
Jason Ferris ²	2,940,000	10,000,000 ⁴
Lee Christensen ³	21,672,000	8,000,000 ⁴
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. Incentive options exercisable at \$0.034 and expiring on 13 November 2028.		

- (i) If Resolutions 3 to 5 are approved by Shareholders, the relevant interests of the Related Parties in the securities of the Company on completion of the issue will be as follows:

Director	Shares	Options
James Searle ¹	600,000	10,100,000 ⁴
Jason Ferris ²	2,940,000	10,490,001 ⁴
Lee Christensen ³	21,672,000	13,112,001 ⁴
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 New Options to be issued to the Related Parties in the proportions set out in Section 5.1, together with the incentive options set out in the table in Section 5.6(h).		

- (j) The New Options are not being issued under an agreement.
- (k) Voting exclusion statements are included in the Notice.

6. DEFINITIONS

Capitalised terms have the meaning defined in this Notice and as follows:

\$ means Australian dollars.

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.

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.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Lead Manager means CPS Capital Group Pty Ltd (AFSL 294848).

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

New Option means an Option issued on the terms and conditions in Schedule 1.

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

Offer Participants means successful participants in the Option Offer and the Bonus Offer.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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.

AWST means Australian 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 NEW OPTIONS

The New 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 (AWST) on 16 February 2029 (**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 subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



titaniumsands

LTD

TITANIUM SANDS LIMITED
ABN 65 009 131 533

TSL

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

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AWST) on Tuesday, 16 June 2026.**

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



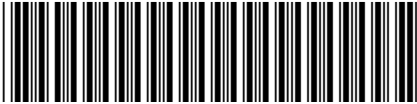
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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 Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 General Meeting of Titanium Sands Limited to be held at Level 8, 216 St Georges Terrace, Perth, WA 6000 on Thursday, 18 June 2026 at 11:00 am (AWST) and at any adjournment or postponement of that meeting.

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	Approval to issue Lead Manager Options	☐	☐	☐
Resolution 2	Approval to issue New Options	☐	☐	☐
Resolution 3	Approval to issue New Options to Lee Christensen	☐	☐	☐
Resolution 4	Approval to issue New Options to James Searle	☐	☐	☐
Resolution 5	Approval to issue New Options to Jason Ferris	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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