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## TITANIUM SANDS LIMITED

ACN 009 131 533

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME:** 11am WST

**DATE:** Thursday, 12 November 2026

**PLACE:** Level 8  
216 St Georges Terrace  
Perth WA 6000

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*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

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## 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 Thursday, 12 November 2026 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 Tuesday, 10 November 2026 at 4pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

## AGENDA

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### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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### 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 2026."*

**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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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.

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### 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 rule 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."*

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#### **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."*

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#### **5. RESOLUTION 4 – 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.
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#### **6. RESOLUTION 5 – 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
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- (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.

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## 7. RESOLUTION 6 – 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.

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## 8. RESOLUTION 7 – APPROVAL TO ISSUE NEW OPTIONS TO WILLIS HOLDINGS

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 80,000,000 New Options to Willis Holdings (or its 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 Willis Holdings and its 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.

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## 9. RESOLUTION 8 – 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 15,000,000 Lead Manager Options to CPS Capital (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 CPS Capital 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, 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.

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## 10. RESOLUTION 9 – 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, Moore Australia Audit (WA), 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."*

**Dated: 13 October 2026**

**By order of the Board**

**Alan Armstrong**

**Company Secretary  
Titanium Sands Limited**

# TITANIUM SANDS LIMITED

ACN 009 131 533

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## EXPLANATORY MEMORANDUM

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### 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, 12 November 2026 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.

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### 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 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 Voting prohibitions**

In accordance with section 250BD of the Corporations Act, a vote on Resolutions 4 to 7 must not be cast by a person appointed as a proxy, on the basis of that appointment, if:

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

However, the above prohibition does not apply if:

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

## **2.4 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.

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## **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 2026 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 [www.titaniumsands.com.au](http://www.titaniumsands.com.au).

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## **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.

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## 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 (BJuris BComm and LLB) was appointed as a Director of the Company on 16 April 2015. 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. Mr Christensen also serves as Non-Executive Chairman of First Lithium Limited.

### 5.3 Independence

If re-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.

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## 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.

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. As a special resolution, it 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).

## **6.2 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 Information required by Listing Rule 7.3A**

### **(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 and/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 2 October 2026.

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<br>(Variable A in Listing Rule 7.1A.2) |               | Shares<br>issued – 10%<br>voting<br>dilution | Issue Price  |             |              |
|                                                                  |               |                                              | 0.003        | 0.006       | 0.009        |
|                                                                  |               |                                              | 50% decrease | Issue Price | 50% increase |
|                                                                  |               |                                              | Funds Raised |             |              |
| Current                                                          | 2,344,747,190 | 234,474,719                                  | \$703,424    | \$1,406,848 | \$2,110,272  |
| 50% increase                                                     | 3,517,120,785 | 351,712,079                                  | \$1,055,136  | \$2,110,272 | \$3,165,408  |
| 100% increase                                                    | 4,689,494,380 | 468,949,438                                  | \$1,406,848  | \$2,813,696 | \$4,220,544  |

The table above uses the following assumptions:

- There are currently 2,344,747,190 Shares on issue.
- The issue price set out above is the closing market price of Shares as at 2 October 2026 (being \$0.006).
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 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 issue 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.
- 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.
- 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 13 November 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 13 November 2025, the Company did not issue any Equity Securities under the Previous Approval.

**(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.

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## 7. RESOLUTIONS 4 TO 7 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTIES

### 7.1 Background

The Company's TSLOA class of Options (**TSLOA Options**) expired on 16 January 2026 (**Expiry Date**). Pursuant to the Company's prospectus dated 9 July 2026, the Company offered New Options to all holders of the TSLOA Options (**Eligible Participants**) on the basis of one (1) New Option for every five (5) TSLOA Options held on the Expiry Date, at an issue price of \$0.001 (**Option Offer**).

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

On 19 August 2026, the Company issued 1,127,856,145 New Options under the Option Offer and Bonus Offer.

On 18 June 2026, Shareholders approved the issue of New Options to Lee Christensen, James Searle and Jason Ferris for the purposes of Listing Rule 10.11 to allow them to participate in the Option Offer and Bonus Offer. However, the Option Offer and Bonus Offer were not completed within the 1 month deadline under Listing Rule 10.13.5, accordingly the Company is seeking new approvals under Resolutions 4 to 6.

Willis Holdings Ltd (**Willis Holdings**) is a related party of the Company by virtue of being an entity controlled by the father-in-law of a Director of the Company. Resolution 7 seeks Shareholder approval to allow Willis Holdings to participate in the Option Offer and Bonus Offer.

The Directors (either personally or via controlled entities) and Willis Holdings held TSLOA Options and were Eligible Participants under the Option Offer and Bonus 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                |
| Willis Holdings | 80,000,000         | 80,000,000             |

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 4 to 7 are passed, a total of 85,702,002 New Options will be issued, raising a further \$17,140 under the Option Offer. Funds raised will be aggregated with and used for the same purposes as the funds raised under the Option Offer, being to fund the costs of the Option Offer and Bonus Offer and for general working capital purposes.

### 7.2 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 is a related party of the Company by virtue of being a Director of the Company or, in the case of Willis Holdings, by virtue of being an entity controlled by the father-in-law of 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.

### **7.3 Directors Recommendation**

All Directors have a material personal interest in the outcome of Resolutions 4 to 7 on the basis that the Directors or their relatives (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 4 to 7.

### **7.4 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. The proposed issue of the New Options to the Related Parties 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 4 to 7 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.

### **7.5 Information required by Listing Rule 14.1A**

If Resolutions 4 to 7 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 4 to 7 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 7.1) will not be raised.

Resolutions 4 to 7 seek approval for individual issues and are not dependent on one another.

### **7.6 Information required by 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 or, in the case of Willis Holdings, by virtue of being an entity controlled by the father-in-law of a Director.
- (b) The New Options will be issued to the Related Parties (or their nominees) in the proportions set out in Section 7.1.
- (c) The maximum number of securities to be issued pursuant to Resolutions 4 to 7 is an aggregate of 85,702,002 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:

| Related Party                                                                                                                                                                                                                                                                                                                                                                                                     | Shares      | Options                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| James Searle <sup>1</sup>                                                                                                                                                                                                                                                                                                                                                                                         | 600,000     | 10,000,000 <sup>4</sup> |
| Jason Ferris <sup>2</sup>                                                                                                                                                                                                                                                                                                                                                                                         | 5,440,000   | 10,000,000 <sup>4</sup> |
| Lee Christensen <sup>3</sup>                                                                                                                                                                                                                                                                                                                                                                                      | 21,672,000  | 8,000,000 <sup>4</sup>  |
| Willis Holdings                                                                                                                                                                                                                                                                                                                                                                                                   | 322,500,000 | -                       |
| <b>Notes:</b><br>1. Indirectly held by Earthsciences Pty Ltd <The Searle Super Fund>.<br>2. Indirectly held by J2J Investments Pty Ltd and Marathon Assets Pty Ltd <Marathon Super Fund A/C>.<br>3. Indirectly held by Pooky Corporation Pty Ltd <Garfield Family A/C> and Pooky Corporation Pty Ltd <KL Christensen Super A/C>.<br>4. Incentive options exercisable at \$0.006 and expiring on 13 November 2028. |             |                         |

- (i) If Resolutions 4 to 7 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:

| Related Party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Shares      | Options                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| James Searle <sup>1</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 600,000     | 10,100,000 <sup>4</sup> |
| Jason Ferris <sup>2</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 5,440,000   | 10,490,001 <sup>4</sup> |
| Lee Christensen <sup>3</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 21,672,000  | 13,112,001 <sup>4</sup> |
| Willis Holdings                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 322,500,000 | 80,000,000 <sup>5</sup> |
| <b>Notes:</b><br>1. Indirectly held by Earthsciences Pty Ltd <The Searle Super Fund>.<br>2. Indirectly held by J2J Investments Pty Ltd and Marathon Assets Pty Ltd <Marathon Super Fund A/C>.<br>3. Indirectly held by Pooky Corporation Pty Ltd <Garfield Family A/C> and Pooky Corporation Pty Ltd <KL Christensen Super A/C>.<br>4. Comprising New Options to be issued to the Related Parties in the proportions set out in Section 7.1, together with the incentive options set out in the table in Section 7.6(h).<br>5. New Options on the terms and conditions in Schedule 1. |             |                         |

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

## 8. RESOLUTION 8 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

### 8.1 Background

From June 2025 to April 2026, the Company secured various tranches of loan funding from major sophisticated and professional shareholder investors (**Loans**). An aggregate of \$1.8 million was

advanced to progress the Mannar Island Project under the Loans, and specifically the issue of an Industrial Mining Licence for the Project. Amounts owing under the Loans accrue interest at 10% per annum, must be repaid by 30 December 2026 and may be converted by the lenders into Shares at an issue price of \$0.005 per Share.

As announced on 3 June 2025, 14 October 2025, and 17 April 2026, the Company engaged CPS Capital Group Pty Ltd (**CPS Capital**) to manage the Loans. CPS Capital is entitled to fees of 6% of funds raised under the Loans, together with 60,000,000 New Options, 15,000,000 unlisted Options (exercisable at \$0.023 and expiring 30 June 2028) (**Lead Manager Options**) and subject to shareholder approval, a further 75,000,000 Options (exercisable at \$0.023, expiring at various dates between 30 June 2027 and 30 June 2029) upon conversion of such Loans into Shares.

The Company issued 60,000,000 New Options to CPS Capital on 19 August 2026 following Shareholder approval obtained on 18 June 2026. Resolution 8 seeks Shareholder approval for the issue of the Lead Manager Options to CPS Capital.

## **8.2 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 8 is passed, the Company will be able to proceed with the issue of Lead Manager Options to CPS Capital. In addition, the issue of Lead Manager 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 8 is not passed, the Company will not be able to proceed with the issue of Lead Manager Options to CPS Capital and will need to negotiate alternative forms of remuneration to it for lead manager services provided in relation to the Loans.

Resolution 8 is an ordinary resolution.

## **8.3 Information required by Listing Rule 7.3**

- (a) The maximum number of securities the Company may issue is 15,000,000 Lead Manager Options.
- (b) The Lead Manager Options will be issued to CPS Capital (or its 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, and will not be issued more than 1% of the issued capital of the Company.
- (c) The terms and conditions of the Lead Manager Options are set out in Schedule 2. Shares issued on exercise of the Lead Manager 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 Lead Manager 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 Lead Manager Options are being issued at the nominal price of \$0.00001 each as part of the fees due to CPS Capital for lead manager services provided in connection with the Loans. Accordingly, no material funds will be raised from the issue.
- (f) The Lead Manager Options are being issued pursuant to the mandate between the Company and CPS Capital, the material terms of which are summarised in Section 8.1.

- (g) The Lead Manager Options are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement is included in the Notice.

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## 9. RESOLUTION 9 – RATIFICATION OF APPOINTMENT OF AUDITOR

As announced by the Company on 12 June 2026, in accordance with section 327C of the Corporations Act, the Company appointed Moore Australia Audit (WA) as auditor of the Company following the resignation of the Company's previous auditor, BDO Audit Pty Ltd, and the Australian Securities and Investments Commission's consent to the resignation 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, Moore Australia Audit (WA) 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 Moore Australia Audit (WA) as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating Moore Australia Audit (WA) 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.

Moore Australia Audit (WA) 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 9 is an ordinary resolution.

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

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## 10. 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.

**Bonus Offer** has the meaning given to that term in Section 7.1.

**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).

**CPS Capital** has the meaning given to that term in Section 8.1.

**Directors** means the current directors of the Company.

**Eligible Participants** has the meaning given to that term in Section 7.1.

**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.

**Lead Manager Option** means an Option issued on the terms and conditions in Schedule 2.

**Listing Rules** means the Listing Rules of ASX.

**Loans** has the meaning given to that term in Section 8.1.

**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.

**Option Offer** has the meaning given to that term in Section 7.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Parties** has the meaning given to that term in Section 7.1.

**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 2026.

**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.

**Share Registry** means Computershare Investor Services Pty Ltd.

**Shareholder** means a registered holder of a Share.

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

**TSLOA Options** has the meaning given to that term in Section 7.1.

**Willis Holdings** has the meaning given to that term in Section 7.1.

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

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

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## ANNEXURE A – AUDITOR NOMINATION

### Nomination of Auditor

9 October 2026

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 Moore Australia Audit (WA) 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 12 November 2026.

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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## 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 (WST) 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 (b) 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 issued 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.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

The Lead Manager 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 30 June 2028 (**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 (b) 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 issued 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.



**titanium**sands

LTD

TITANIUM SANDS LIMITED  
ABN 65 009 131 533

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (WST)** on **Tuesday, 10 November 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

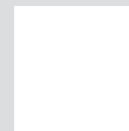
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 189249**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

☐ **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.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

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 Annual General Meeting of Titanium Sands Limited to be held at Level 8, 216 St Georges Terrace, Perth, WA 6000 on Thursday, 12 November 2026 at 11:00 am (WST) and at any adjournment or postponement of that meeting.

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

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 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                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director – Mr Lee Christensen     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of 10% Placement Capacity               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval to issue New Options to Lee Christensen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval to issue New Options to James Searle    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Approval to issue New Options to Jason Ferris    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 | Approval to issue New Options to Willis Holdings | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 | Approval to issue Lead Manager Options           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 | Ratification of appointment of auditor           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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