

Appendix 3Y

Change of Director's Interest Notice

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

Introduced 30/09/01 Amended 01/01/11

Name of entity	Titan Energy Limited
ABN	53 109 213 470

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Paul Garner
Date of last notice	21 July 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered holders are Ohio Holdings Pty Ltd, Ohio Enterprises Pty Ltd and Scarlet Investments (WA) Pty Ltd. Mr Garner is a director and shareholder of Ohio Holdings Pty Ltd and Ohio Enterprises Pty Ltd. Mr Garner's spouse is a director and shareholder of Scarlet Investments (WA) Pty Ltd.
Date of change	23 July 2014
No. of securities held prior to change	34,763,828 Ordinary Shares ("Shares") and 899,353 options exercisable at 4 cents each and expiring on 31 May 2015 ("Options"), 260,000 Convertible Notes expiring 21-May-15 ("Fixed Notes") and 115,000 Convertible Notes expiring 20-May-15 ("Variable Notes").
Class	Shares, Options and Variable Notes and Fixed Notes.
Number acquired	6,626,027 Shares, 3,313,014 Options and 25,000 Fixed Notes.
Number disposed	75,000 Variable Notes and 1,500,000 Options.

+ See chapter 19 for defined terms.

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Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	6,626,027 Shares and 3,313,014 Options acquired pursuant to the conversion of 75,000 Variable Notes. 1,500,000 Options disposed of free to family members. 25,000 Fixed Notes acquired for \$1.00 each
No. of securities held after change	41,389,855 Ordinary Shares ("Shares") and 2,712,367 options exercisable at 4 cents each and expiring on 31 May 2015 ("Options"), 285,000 Convertible Notes expiring 21-May-15 ("Fixed Notes") and 40,000 Convertible Notes expiring 20-May-15 ("Variable Notes").
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	25,000 Fixed Notes issued by the Company as approved at the meeting of shareholders held on 27 June 2014. Conversion of 75,000 Variable Notes and 1,500,000 Options disposed of free to family members by off-market transactions.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

⁺ See chapter 19 for defined terms.

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Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Dated: 24 July 2014

⁺ See chapter 19 for defined terms.