

WORLD TITANIUM RESOURCES

WORLD TITANIUM RESOURCES LTD

ACN 120 723 426

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is given that the Meeting will be held at:

TIME: 9:30 am WST

DATE: 23 December 2016

PLACE: BGC Conference Centre
Ground Floor
28 The Esplanade
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 professional advisers prior to voting.

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 Shareholders at 5:00 pm WST on 21 December 2016.

Corporate Information

Directors

Mr Carlo Baravalle	Non-Executive Chairman
Dr Ian Ransome	Interim Chief Executive Officer & Executive Director
Mr Michael Cuthbert	Non-Executive Director
Mr David Sanders	Non-Executive Director
Mr Michael Silbert	Non-Executive Director

Company Secretary

Mr Graeme **Boden**

Registered Office

Address:	15 Lovegrove Close Mount Claremont WA 6010	Telephone:	+61 (0) 8 9286 1219
		Facsimile:	+61 (0) 8 9284 3801
		Email:	gboden@bigpond.net.au

Auditors

HLB Mann Judd (WA Partnership)

Address:	Level 4, 130 Stirling Street Perth WA 6000	Telephone:	+61 (0) 8 9227 7500
		Facsimile:	+61 (0) 8 9227 7533

Share Registry

Boardroom Pty Limited

Address:	Level 12 225 George Street Sydney NSW 2000 GPO Box 3993 Sydney NSW 2001	Telephone:	+61 (0) 2 9290 9600
		Facsimile:	+61 (0) 2 9279 0664
		Email:	enquiries@boardroomlimited.com.au
		Website:	www.boardroomlimited.com.au

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016.”

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

Voting Exclusion Statement:

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

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

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

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – APPROVAL OF TERMINATION BENEFIT FOR MR JEFFREY WILLIAMS

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

“That approval is given for the purpose of Listing Rule 10.19 to pay Mr Jeffrey Williams the sum of \$250,000 in connection with his retirement as a Director and Chief Executive Officer of the Company, in accordance with the terms summarised in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- (a) a Director of the Company; or
- (b) an associate of any Director.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR CARLO BARAVALLE

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

“That, for the purpose of clause 9.2 of the Constitution and ASX Listing Rule 14.4, Mr Carlo Baravalle, a Director who was appointed as an additional Director on 22 April 2016, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR DAVID SANDERS

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

“That, for the purpose of clause 9.2 of the Constitution and ASX Listing Rule 14.4, Mr David Sanders, a Director who was appointed to fill a casual vacancy on 20 May 2016, retires, and being eligible, is elected as a Director.”

6. RESOLUTION 5 – ELECTION OF DIRECTOR – MR MICHAEL SILBERT

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

“That, for the purpose of clause 9.2 of the Constitution and ASX Listing Rule 14.4, Mr Michael Silbert, a Director who was appointed to fill a casual vacancy on 9 September 2016, retires, and being eligible, is elected as a Director.”

7. RESOLUTION 6 – REDUCTION OF CAPITAL – DEMERGER OF AFRICAN ASSETS

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

“That, for the purpose of section 256C of the Corporations Act and for all other purposes, approval is given for the net assets of the Company to be reduced by the Company making a pro rata in specie distribution of all of the shares held by the Company in World Titane to the Shareholders registered on the Record Date, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

8. RESOLUTION 7 – DISPOSAL OF MAIN UNDERTAKING

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

“That, subject to resolution 6 being approved, for the purpose of ASX Listing Rule 11.2, approval is given for the disposal of the Company’s main undertaking through the pro rata in specie distribution of all of the shares held by the Company in World Titane to the Shareholders registered on the Record Date on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 8 – DELISTING FROM THE ASX

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

“That approval is given for the Company to delist from the Official List of ASX on a date to be decided by the Company and the ASX and that the Directors of the Company be authorised to do all things reasonably required to give effect to the delisting of the Company from the ASX.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by African Minerals Exploration and Development Fund II SICAR SCA and any associate of African Minerals Exploration and Development Fund II SICAR SCA.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 9 – ADOPTION OF NEW CONSTITUTION FOR WORLD TITANIUM RESOURCES LIMITED

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

“That the new constitution tabled at the Meeting and signed by the Chairman of the Meeting for the purposes of identification, be adopted as the constitution of the Company in place of the current Constitution, with effect from the delisting of the Company.”

Dated: 21 November 2016

By order of the Board

Voting in person

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

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)8 9286 1219.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. 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 2016 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.worldtitaniumresources.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 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.

2.2 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.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

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.

3. RESOLUTION 2 – APPROVAL OF TERMINATION BENEFIT FOR MR JEFFERY WILLIAMS

3.1 General

Mr Jeffrey Williams was a director of WTR from 6 January 2012 and Chief Executive Officer (**CEO**) of WTR from 14 November 2013 until his resignation from both positions on 9 September 2016, in recognition of the fact that WTR will require the services of a full time chief executive with skills particularly in the marketing of mineral sands, and who will determine the best way of unlocking value to WTR shareholders from its Madagascar assets.

WTR has appointed long-serving Director, Dr Ian Ransome to assume the role of Interim CEO until such time as a permanent CEO is appointed.

Mr Williams has agreed to work with Dr Ransome without additional cost to the Company for a three month period (until approximately 9 December 2016), to effect an orderly transfer of operational matters to Dr Ransome. Following the expiry of that 3 month period, Mr Williams will be available to consult to WTR at its request on certain operational matters on a day rate/hourly basis agreed from time to time.

The Board has determined that a proposed all-inclusive termination payment of \$250,000 to Mr Williams is appropriate in the circumstances.

Shareholder approval is required to make the termination payment to Mr Williams pursuant to Listing Rule 10.17, as the amount is in excess of 5% of the equity interests of WTR as set out in WTR's 2016 Annual Financial Report. If approved by Shareholders the termination payment will be made subject to Mr Williams satisfactorily completing his three-month post-employment engagement.

3.2 Board recommendation

The Board is of the view that the proposed payment is a reasonable payment in recognition of Mr Williams' service to the Company as well as his assistance in ensuring an orderly transition of WTR management, and accordingly, the Board supports the proposed Resolution and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3 TO 5 – ELECTION OF DIRECTORS APPOINTED BY THE BOARD SINCE THE LAST ANNUAL GENERAL MEETING

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors (if any) who are to retire by rotation at that meeting.

Messrs Carlo Baravalle, David Sanders and Michael Silbert, all having been appointed by other Directors during the year in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, each of them seeks election from Shareholders.

4.2 Qualifications and other material directorships

Carlo Baravalle – Non-Executive Director

Carlo Baravalle is a Founding Partner of AMED Funds, a mining private equity group founded in 2012 with circa \$400 million under management. AMED Funds invests in mineral exploration and development projects in Sub-Saharan Africa.

Mr Baravalle has had a diversified career as a management consultant, investment banker and corporate executive. Prior to AMED Funds, he successfully launched a private equity fund of funds raising over \$150 million aimed at Italian institutional investors with a global mandate of investing in mid-cap restructuring funds and co-investments. He has held senior positions such as Executive Director for the Exchange FS, a company owned by Apax Partners and also a number of senior positions in the telecommunications industry. These included being the Director of the Corporate Finance Telecoms team at SBC Warburg and also holding a senior global position at Lucent Technologies.

Mr Baravalle studied Economics and Business at The University of Turin before completing an MBA at INSEAD.

Mr Baravalle is also a director of Universal Coal PLC which is a company listed on the ASX.

Mr David Sanders – Non-Executive Director

Mr Sanders has more than 20 years' experience in corporate law. He has advised numerous entities including ASX-listed and private companies on capital raising, mergers and acquisitions, Corporations Act and ASX Listing Rules compliance and corporate governance, as well as commercial transactions across a range of industries and jurisdictions.

Mr Sanders is a principal of Bennett + Co, Australian legal advisors to WTR.

In addition to his legal qualifications, Mr Sanders also has a Graduate Diploma of Applied Finance and Investments from the Securities Institute of Australia. Mr Sanders is the Chairman of Murlpirrmarra Connection Limited, which focuses on education and training for indigenous youth in the Yilgarn Region of Western Australia. Currently, he is also a non-executive director of ASX listed companies Marenica Energy Ltd and Pura Vida Energy NL.

Mr Michael Silbert – Non-Executive Director

Mr Silbert has over 20 years of legal experience, mostly in challenging in-house roles in listed and private businesses in Australia, the United Kingdom and Asia. He has been General Counsel and Company Secretary for ASX listed companies in various sectors, most recently in engineering and mining (Calibre Group Limited), and mining (Midwest Corporation Limited, which became Sinosteel Corporation Limited).

Mr Silbert is a consultant to Bennett + Co, Australian legal advisors to WTR.

Mr Silbert's knowledge and application of corporate and commercial law is overlaid by his first-hand understanding of the critical importance of good corporate governance, risk management and compliance.

His specialty areas include equity capital markets, mergers and acquisitions, banking and finance, contracting, mining and IT and telecommunications. His experience as a Company Secretary provides strong depth of practical knowledge in corporate governance, risk management, investor relations and strategy.

4.3 Independence

Mr Sanders and Mr Silbert have no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the entity and its security holders generally.

If Mr Sanders and Mr Silbert are elected the other members of the Board consider that they will be independent Directors.

The Board does not consider that Mr Baravalle qualifies as an independent Director because of his relationship with the Company's largest shareholder.

4.4 Board recommendation

The Board supports the re-election of each of the three Directors and recommends that Shareholders vote in favour of Resolutions 3, 4 and 5.

5. RESOLUTION 6 – REDUCTION OF CAPITAL – DEMERGER OF AFRICAN ASSETS

5.1 Background and overview of the Demerger Proposal

WTR is an Australian company in the business of developing and exploiting heavy mineral sand deposits in the Republic of Madagascar. The Company owns 100% of the Toliara Sands Project located along the southwest coast of Madagascar that comprises four heavy mineral sands properties including its flagship Ranobe property, and the Morombe, Ankililoaka and Basibasy exploration targets (**Projects**).

The Projects are currently held through the Company's wholly owned Mauritian subsidiary, World Titane. World Titane does not hold any other assets apart from its interest in the Projects.

WTR does not have any projects in Australia and in excess of 97.4% of WTR's shares are held by non-Australian shareholders, with approximately 93.4% of WTR's shares held by the two largest Shareholders. In addition, WTR currently has a total of only approximately 300 Shareholders, over 200 of which hold unmarketable parcels which are currently the subject of an unmarketable parcel share sale facility. Subject to Shareholder Approval WTR is also seeking to delist from the ASX (for more details refer to information concerning Resolution 8 set out in Section 7 below).

In light of these circumstances the Board has formed the view that it is in Shareholders' best interests for the Company to demerge its African assets.

The Company is therefore seeking Shareholder approval to distribute all of the shares it holds in World Titane (being 100% of World Titane's issued share capital) to Shareholders on a pro-rata basis by way of an equal capital reduction pursuant to section 256C(1) of the Corporations Act (**Proposal**).

As part of the Demerger, World Titane will convert its Category Two Global Business Licence to Category One Global Business Licence under the Mauritius Financial Services Act 2007 and will convert to a public company under the Mauritius Companies Act 2001. As part of the Demerger Proposal, Shareholders will also retain their Shares in the Company. As the Company does not have any Australian projects, the current intention is that after the Demerger and the payment of all remaining liabilities of the Company, the Company will be either deregistered or subject to a members voluntary winding up.

It is proposed to operate World Titane to continue to develop the Projects. There is no current plan to seek quotation of the securities of World Titane on any other stock exchange.

5.2 AMED takeover offer secures controlling interest

On 18 January 2016, WTR announced receipt of an unsolicited takeover offer from AMED. Under the offer, AMED proposed an unconditional cash offer of 5 cents per ordinary Share in WTR commencing on 2 February 2016. WTR's Directors recommended that there was no need for Shareholders to act at this stage.

On 25 February 2016, AMED raised the unconditional cash offer to 7 cents per ordinary Share and extended the offer until closing on 8 March 2016. Following the increased all-cash offer, control passed over to AMED and the cash offer was extended until 18 March 2016. On 7 March 2016, WTR's Directors recommended that shareholders accept the offer.

On completion of the takeover bid AMED had acquired voting power of approximately 69.21% in WTR. WTR's next biggest shareholder, Boule Titanium Ltd has voting power of approximately 24.21% in WTR.

It should be noted that the two largest Shareholders (AMED and Boule) now own approximately 93.4% of WTR.

In its Bidder Statement which accompanied its takeover bid, AMED set out its intentions upon acquisition of more than 50% but less than 90% of WTR Shares. One such intention was to delist the Company from the ASX. The delisting proposal is dealt with in Resolution 8 (below), and should be considered in the context of Shareholders making a decision on this Resolution 6 to consider demerging the Company.

5.3 Overview of WTR's Projects

The Company has four exploration targets which comprise the Toliara Sands Exploration Project. These comprise Ranobe, Ankililoaka, Basibasy and Morombe.

5.3.1 Ranobe Project

(a) Background

On 27 April 2012, WTR received two mining licences abutting each other some 55 kilometres north of Tulear on the south west coast of Madagascar. Each of the mining licences has a term of 40 years and is renewable.

On 23 June 2015, the Environmental Management Plan (**EMP**) for the Ranobe Project was approved and signed, and the Company agreed to commit to the conditions of the EMP.

The Ranobe Property is at an advanced stage of development with environmental permitting in place. It is anticipated that a definitive feasibility study incorporating an alternate mine plan to that announced in August 2012 (28 August 2012; Ranobe Engineering Results) with a nameplate capacity of 12,000,000 tonnes per annum will be undertaken shortly.

(b) Recent test work with Mineral Technologies

As announced to the ASX on 22 April 2016, preliminary work was completed in the December quarter 2015 by Mineral Technologies Pty Ltd (**MT**) near Brisbane, Queensland on two-stage Wet High Intensity Magnetic Separation (**WHIMS**) to clearly define and optimise the maximum recovery of magnetic ilmenite versus the more non-magnetic zircon/rutile concentrate product.

The Company has since approved additional test work to process 10 tonnes of Ranobe run-of-mine mineralised sand with about 8% Heavy Mineral (**HM**). As part of this program, the Company intends to test the suitability of using the newly MT designed Spiral 12 when compared with the Spiral 6.3 (both designed and manufactured by MT). The Company has requested MT to produce a final Heavy Mineral Concentrate (**HMC**) without the trash via the WHIMS and clean-up with spirals/tables. A portion of the HMC will be sent to the Company's potential customer base for assessment. WTR anticipates an HMC sample by the end of December 2016.

In the first 4 weeks to early February 2016, the sand throughput over the MG12 spirals was varied from 2.5 tonnes per hour (**t/hr**) to 3.8 t/hr and HM recoveries were identical. As per the recently announced ADP Scoping Study, the processing capacity of 12 Mtpa implies a rate of 3.8 t/hr. This variation in throughput with consistent HM recovery implies there is scope to increase throughput further with little or no recovery loss.

Up to the end of March 2016, MT have been successful in completing preparation of the HMC at a grade of 94%HM (86% Valuable Heavy Mineral). The Valuable Heavy Mineral (**VHM**) consists mostly of Ilmenite, Zircon and Rutile.

The first stage rougher WHIMS processing was very successful with the mass yield comparing favourably with previous test work in 2015 and recovered 73% of the total iron minerals to the magnetic (reject) fraction. The magnetic fraction comprises mostly ilmenite and leucoxene based products containing at least 49% titanium dioxide and iron. This was actually a better result than the initial preliminary test work in 2015.

By the end of December 2016, MT will prepare final concentrate and tails samples and finalise mineralogy analysis. MT will also be able to start modelling the preferred flowsheet.

(c) **Mineral Resource estimate for Ranobe mining licences**

On 18 January 2016, the Company announced Measured and Indicated Resources in the mining licences of 244.7 mt grading at 8.02% HM, an increase of 39% over the 2012 maiden resource estimate of 176 mt at 8.13% HM. The upgrading of the resource classification is inclusive within a revised global Mineral Resource estimate of 884.2 mt at the measured, indicated and inferred confidence levels grading at 6.19% HM.

The updated resource estimate reported in accordance with the 2012 edition of the JORC Code is as follows:

Mineral Resource Estimate¹

100 % Basis

Resource Category	Tonnes (10 ⁶)	Oversize %	Slimes %	HM %	Ilmenite %	Rutile %	Zircon %	Monazite/Xenotime %
Measured	360.2	0.12	3.96	7.23	71.64	2.33	5.58	1.84
Indicated	171.2	0.15	3.90	5.94	72.3	2.33	5.6	1.85
Inferred	352.8	0.52	4.98	5.25	72.3	2.33	5.59	1.85
Measured, Indicated and Inferred	884.1	0.28	4.36	6.19	72.03	2.33	5.59	1.85

Note:

1. Quantities and grades are based on an analysis of the Upper Sand Unit only.
2. A digitized cut-off grade of 3% HM has been applied to all composites whereby all composites must start at the surface with a 3% HM grade or greater and end in a grade of 3% HM or greater, with an aggregate grade of 3% HM or greater. Sample intervals must contain 20% or less slimes to be included.
3. Tonnes have been rounded to the nearest 100,000 tonnes. Totals may not sum due to rounding.
4. Grades have been rounded to two decimal places.
5. Oversize is defined as the plus 1mm fraction, with slimes constituting the minus 62 microns fraction. HM is defined as recoverable HM.
6. The mineral assemblage (ilmenite, rutile, zircon, and monazite and xenotime) are reported as a percent fraction of HM.
7. Ilmenite is reported as an aggregate percentage of ilmenite, leucosene, psuedorutile, and psuedobrookite.

¹ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition, sets out minimum standards, recommendations and guidelines for public reporting in Australasia of Exploration Results, Mineral Resources and Ore Reserves, authored by the Joint Ore Reserves Committee of The Australian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and the Minerals Council of Australia.

The updated mineral resource estimate includes all drilling data reported in the 2012, independent maiden resource estimate undertaken by McDonald Speijers and Associates (2012; see ASX release dated 28 August 2012), with the addition of the 2012 drilling data. The new resource estimate includes a digitized 3% HM cut-off, and the recognition of a western boundary formed by the on-lap of a younger dune formation. Whilst a westward extension to the deposit at or greater than 3% HM in the overlying younger dunes and the underlying Upper Sand Unit is indicated by the drilling data, no mineralogical data for the younger dune system is available at present, and thus the Company is not currently treating this area as a resource, and has excluded it from the current resource estimate.

Reconciliation with the previous estimate undertaken in 2012 by MacDonal Speijers and Associates is given below:

Resource Category	Tonnes Movement	Tonnes (10 ⁶)	HM%
Measured	Increase	151	-0.36%
Indicated	Decrease	54.8	- 0.18%
Inferred	Decrease	171.2	- 0.25%
Measured, Indicated and Inferred	Decrease	75	+ 0.09%

Note:

1. Tonnes have been rounded to the nearest 100,000 tonnes. Totals may not sum due to rounding.
2. Grades have been rounded to two decimal places.

The Mineral Resource estimates are based on information compiled by Ian Ransome, a Competent Person who is a Member of the South African Council for Natural Scientific Professions and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity, being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Ransome who is a director on the board of WTR and the Interim CEO consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

(d) **Development Strategies**

During the course of 2015, the Company commissioned ADP in Cape Town to undertake an advance Pre-Scoping Study, the purpose of which was to provide an alternative development strategy, by which only Very Valuable Heavy Minerals (**VVHM**) (Zircon Rutile) were recovered for sale. The study provided a low-capex development option for Ranobe, albeit with a reduced project Net Present Value (**NPV**).

Given current and projected recoveries in both the sulphate and chlorite ilmenite market segments, although this development option is not without merits, it has been rejected by the Board in favour of development of the original concept outlined by TZ Minerals International Pty Ltd (**TZMI**) in its Definitive Engineering Study (**DES**) produced in 2012, whereby ilmenite product is exported along with VVHM (refer to WTR's ASX Announcements of 28 August 2012: "Results of Completed Definitive Engineering Study for Ranobe Mine"). The latter option is seen as viable

in the current and projected commodities market, returning a higher estimated NPV and internal rate of return.

5.3.2 Morombe Project

The Morombe property is located in the northern sector of the Manombo – Morombe dune system, approximately 177km due north of the regional capital Toliara, and 24 km east of the coastal town of Morombe. The property is covered by a single exploration licence PR30250 which covers a superficial area of 20,734.2 hectares.

Exploration work to date indicates that the “Big Dune” area at Morombe contains higher TiO₂ ilmenite as well higher zircon grades than Ranobe. The area has abundant water which would allow a dredging operation. The ultimate potential seen is for a large-scale operation which could support the infrastructure capital required to export a product through a port created at Morombe.

5.3.3 Ankililoaka Project

The Ankililoaka comprises the southernmost of the three exploration licences, located approximately 65 km north of the regional capital Toliara, and 18 km northeast of the town of Manombo. The property is covered by two exploration licences PR36786 and PR3324 which are juxtaposed north-south. The two exploration licences cover a surface area of 1,255.8 and 7,536 hectares respectively. The property is prospective for ilmenite, zircon and rutile.

At Ankililoaka, 25km north of Ranobe, drilling encountered intersections over a distance of 5000m, in young quartz sands and clay sands, to both the north and south of a northwest trending ridge of limestone. The heavy mineral suite is similar to Ranobe and is dominated by ilmenite (52%), leucoxene (5%), rutile (1%) and zircon (4%) with the TiO₂ content of the ilmenite ranging from 47.6 to 56.8% TiO₂. Drilling on the property has defined a JORC (2012) compliant exploration target at a 3% THM cut-off of 430 million tonnes grading between 4.43% - 5.15% THM, with a possible addition of 70 million tonnes grading at 6.46% THM.

5.3.4 Basibasy Project

The Basibasy property is located approximately in the centre of the Manombo - Morombe dune system, approximately 5 km west of the village of Basibasy. The property lies approximately 130km due north of the regional capital Toliara, and 55km south east of the coastal town of Morombe. The property is covered by a single exploration licence PR35822 which covers a superficial area of 8,167 hectares. The property is prospective for ilmenite, zircon and rutile.

At Basibasy, 60km north of Ranobe, there appears to be a shoreline running roughly through north- south, with clay-rich sediments to the east. West of this “shoreline” the sediments are more sandy and drilling encountered significant mineralisation (ie 39m at 7.0% HM) in quartz sands in an area around 2km by 3km. The heavy mineral suite is dominated by ilmenite (50%), leucoxene (16%), rutile (1%) and zircon (7%) with the TiO₂ content of the ilmenite ranging from 50.2 to 59.6% TiO₂ and therefore appears to be different to that at Ranobe. A JORC (2012) compliant exploration target of 400 million tonnes grading between 4.80% and 5.33% THM has been estimated based on the current level of drilling.

Further detailed information relating to the history and development of WTR's Projects can be found on the Company's website at www.worldtitaniumresources.com.

5.4 Advantages of the Proposal

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 6 to Demerge:

- (a) all Company Shareholders retain the same pro-rata interest in the development of the Project through their individual pro-rata shareholdings in World Titane;
- (b) World Titane can appoint a dedicated executive team to progress the Projects and maximise World Titane's value for shareholders;
- (c) all Company Shareholders are able to participate directly in the ownership of World Titane; and
- (d) following the Demerger the Company will no longer have to fund the significant costs of operating as an ASX listed company in circumstances where there is little if any benefit to Shareholders arising from either the Company remaining listed in Australia or the Projects being owned by an Australian company.

5.5 Disadvantages of the Proposal

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on Resolution 6 to Demerge:

- (a) there is no guarantee that the World Titane Shares will increase in value;
- (b) World Titane does not intend seeking a stock exchange listing at present, therefore there will be no ready market to sell World Titane Shares;
- (c) whilst it is necessary to accommodate the Demerger, by conversion of Category Two Global Business Licence to Category One Global Business Licence, World Titane will change its tax exempt status to a tax resident and shall be subject to corporate income tax of 15% which after application of deemed tax credit of 80% will be reduced to 3% in Mauritius; and
- (d) there may be a taxation consequence in respect of the distribution of the World Titane Shares to Company Shareholders. **Shareholders should obtain independent taxation advice prior to voting on Resolution 6.**

5.6 Risks

On successful completion of the Demerger, the Company's Shareholders will become direct shareholders in World Titane and should be aware of the general and specific risks which may affect both the Company and World Titane and the value of its securities. These risks are outlined below. Shareholders should note that they are currently exposed to many of these risks via the Shares they currently hold in the Company. However, Shareholders will also be exposed to some additional risks, such as the risk of directly holding shares in a Mauritian company (refer to Section 5.8 and Appendix A for further information on the differences between the shareholder protection afforded to shareholders in Mauritius and Australia).

Lack of diversification

World Titane's assets will comprise solely of the Project, and will all be located in Madagascar. As a result, World Titane will lack diversification in asset type and location, and will be exposed to adverse developments affecting that region or in its operating area, such as changes in governmental regulation which may affect its financial condition and the results of its operations.

Operations

World Titane may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that World Titane will achieve commercial viability through the successful exploration and/or mining of its licence interests. Until World Titane is able to realise value from its projects, it is likely to incur ongoing operating losses.

Mine development

Possible future development of mining operations relating to the Projects are dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If World Titane commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that World Titane will achieve commercial viability through the development or mining of its projects and treatment of ore.

Environmental

World Titane's operations and proposed activities are subject to legislation and regulations concerning the environment. As with most exploration projects and mining operations, World Titane's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. World Titane intends to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events such as unpredictable rainfall or bushfires may impact on World Titane's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on World Titane for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making World Titane's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

Liquidity

World Titane is a Mauritian company that will not be listed on any securities exchange after the Demerger. It does not presently intend to seek approval for quotation of its securities on any other exchange. Accordingly there is unlikely to be any liquid market for World Titane Shares.

Future capital requirements

World Titane will require further financing. World Titane's capital requirements depend on numerous factors. Any additional equity financing will dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. If World Titane is unable to obtain additional financing, as required, it may be required to reduce the scope of its operations.

AMED has agreed to provide financial support for World Titane and the Company such that they will remain solvent and supported adequately for such period of time as may be required to arrange appropriate and commercially reasonable financing, including by way of debt and / or equity for World Titane and to complete an orderly winding up or deregistration of the Company.

Economic risk

Economic factors such as inflation, currency fluctuations, interest rates, the economy and stock market prices may affect World Titane's future possible revenues, share price and ability to raise further capital.

Governmental regulations

The rights of World Titane Shareholders will be governed by Mauritian law and World Titane's Constitution. The rights of shareholders under Mauritian law differ in certain respects from the rights of shareholders of companies incorporated in Australia. As World Titane is a Mauritian company, World Titane Shareholders will not be afforded the same protections as they would have been afforded if World Titane was an Australian incorporation company (albeit the Constitution does provide certain protections, as explained in further detail in Section 5.10 of this Explanatory Statement).

Dependence on key personnel

World Titane is dependent on its management, the loss of whose services could materially and adversely affect World Titane and impede the achievements of its business objectives. There can be no assurance that World Titane will be able to attract or retain sufficiently qualified personnel on a timely basis or retain its key technical personnel.

Mineral price risk

The Company has historically been exposed to risks relating to changes in the market prices of the heavy mineral sands the subject of its mining tenements which in the past has fluctuated widely. Changes in the market price of these heavy minerals sands may have a greater effect than is presently the case on the operations of the Company and World Titane.

Note that the substances covered under the Projects tenements include:

- Ilmenite
- Basalte
- Calcaire
- Zircon
- Calcate
- Grenate
- Leucoxene
- Guano
- Rutile
- Magnetite

Foreign currency exchange risk

International prices of the mineral sands which are contained in the Ranobe resource are denominated in United States dollars (**USD**), so that any income of World Titane will be received in United States currency (although no forecast is made as to whether any income will be received by World Titane), whereas expenditures are and will be incurred principally in Malagasy Ariary, South African Rand, Australian dollars, Mauritian rupees and USD, exposing World Titane to the fluctuations and volatility of the rate of exchange between these currencies as determined in international markets.

Tax risk

Any change in World Titane's tax status or the tax implications applicable to holding World Titane Shares or in taxation legislation or its interpretation, could affect the value of the investments held by World Titane, affect World Titane's ability to provide returns to World Titane Shareholders and/or alter the post-tax returns to World Titane Shareholders.

5.7 Effect of proposed Demerger

If the Demerger is approved, the net assets of the Company will be reduced so that the Company will retain sufficient capital to enable the payment of the Company's debts and the orderly deregistration or winding up of the Company.

An unaudited pro-forma balance sheet of the Company as at 30 June 2016 and a pro-forma consolidated profit and loss statement of the Company for the year to 30 June 2016 are contained in Appendix B which show the financial impact of the Demerger on the Company (assuming that no further Shares are issued).

An unaudited pro-forma balance sheet of World Titane as at 30 June 2016 and a pro-forma consolidated profit and loss statement of World Titane for the year to 30 June 2016 are contained in Appendix C which show the proposed capital structure and balance sheet of World Titane and the financial impact of the Demerger on World Titane if the Demerger proceeds.

As set out in Note 1 to Appendix B of the pro-forma balance sheet, the pro-forma balance sheet does not include cash expenditure from 1 July 2016. Based on expenditure to date and expected expenditure up until completion of the Demerger the Company will have sufficient cash to complete an orderly winding up or deregistration after the Demerger but does not anticipate it will have surplus cash available to return to Shareholders at that time.

It is unlikely that the functional currency of the World Titane Group will remain as the Australian dollar, so Australian shareholders of World Titane will have an additional foreign currency exposure than prior to the Demerger and World Titane Shareholders in other countries will have had their currency exposures altered.

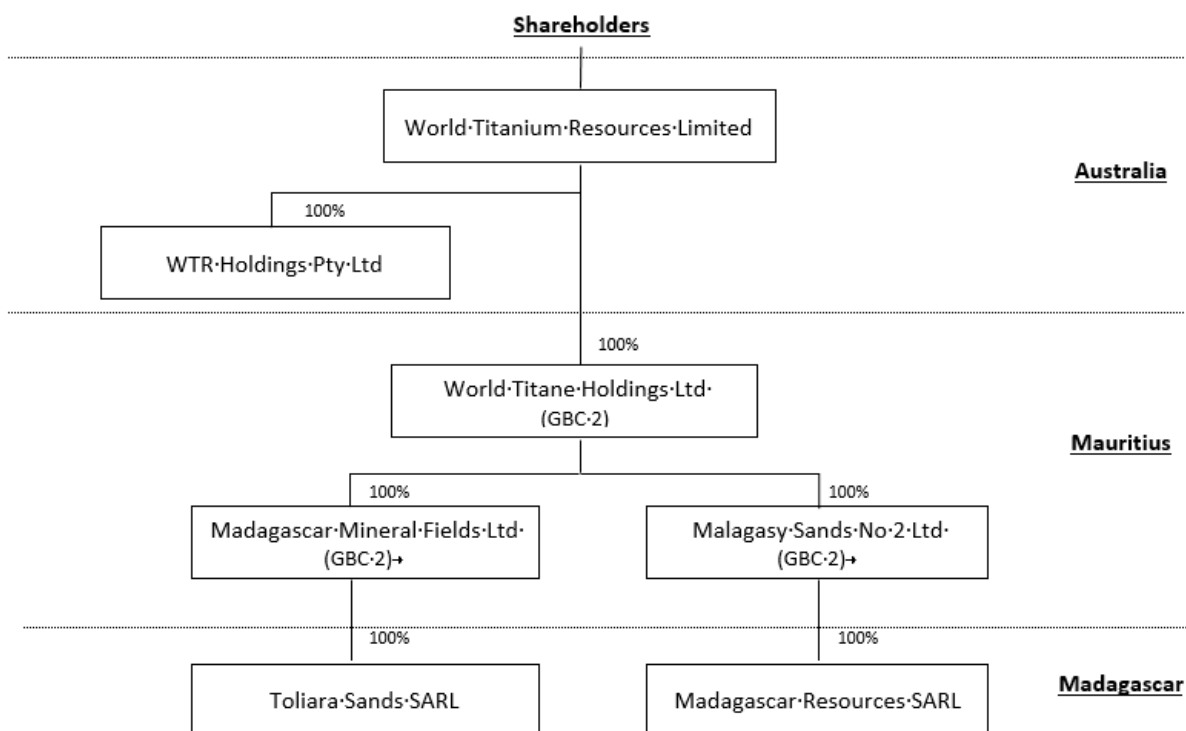
5.8 Impact on the Company's Shareholders

Effect of proposed Demerger on Shareholders in the Company

The effect of the proposed equal reduction is that Shareholders in the Company will receive a pro-rata distribution in specie of 1 World Titane Share for every 1 Share held in the Company on the Record Date, subject to the final calculation of the pro rata distribution of World Titane Shares to the Company's Shareholders (which will be determined on the number of Shares on issue in the Company at the Record Date).

As at the date of this Notice, the structure of the Company and its controlled entities is as follows:

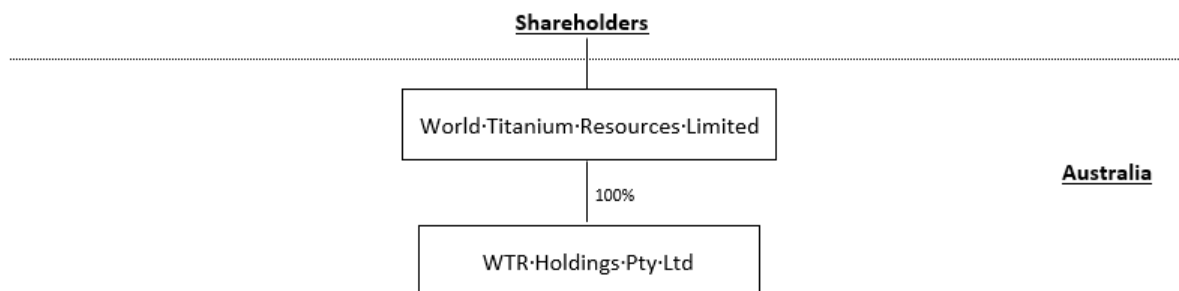
'BEFORE' / CURRENT STRUCTURE



Immediately after Resolution 6 is passed and the Demerger is completed, the structure of the Company and World Titane and their controlled entities will be as follows:

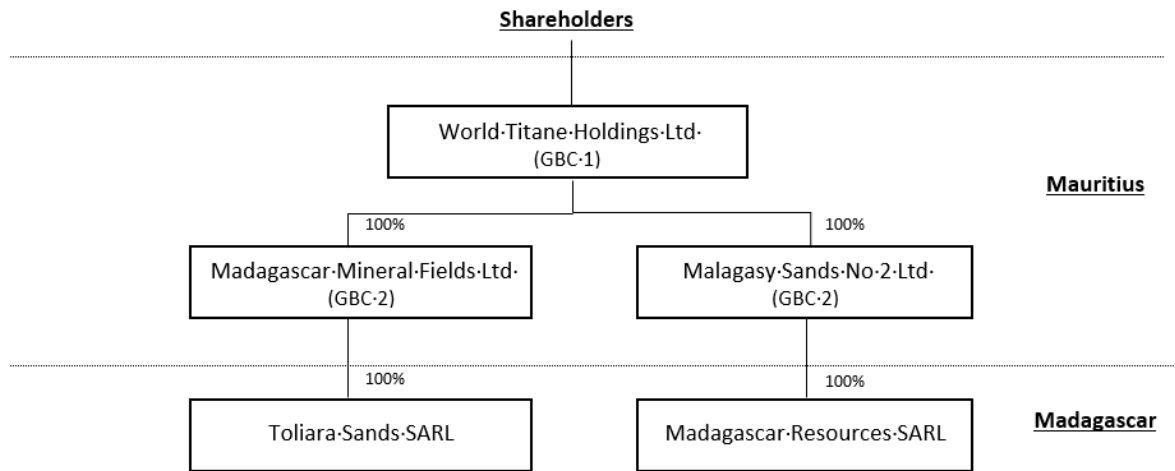
'AFTER' / POST-RESTRUCTURE

1. → AUSTRALIAN-WTR-GROUP



'AFTER' / POST-RESTRUCTURE

2. → AFRICAN WORLD TITANE GROUP



What are the implications of owning shares in a Mauritian incorporated company?

World Titane is a Mauritian incorporated company. There are a number of differences between the protections afforded to shareholders of Australian companies and Mauritian companies. Shareholders should refer to Appendix A for a summary of these differences. Note that the summary in Appendix A is provided as a general guide to those differences between Mauritian and Australian company law which are likely to be most significant for Australian Shareholders when deciding whether to hold shares in a Mauritian incorporated company. It is not intended to (and cannot be) a comprehensive summary of Australian or Mauritian law, nor an analysis of all of the consequences of acquiring, holding or disposing of shares in World Titane.

Shareholders should also refer to the risk factors described in Section 5.6 above.

What will you receive?

If the Demerger is implemented, Shareholders will receive 1 World Titane Share for every 1 Share in the Company held at the Record Date.

Shareholders are not required to contribute any payment for the World Titane Shares which they are entitled to receive under the Demerger.

What is the impact on your shareholding in the Company?

The number of Shares in the Company that you hold will not change as a result of the Demerger.

If the Demerger is implemented, the value of your Shares in the Company will be negligible because, after the Demerger, the Company will retain minimal assets sufficient to enable an orderly deregistration or winding up of the Company.

Do you have to do anything to receive your World Titane Shares?

If the Demerger proceeds, you will automatically receive the World Titane Shares you are entitled to receive, even if you vote against the Demerger or do not vote at all.

Will I be able to sell my World Titane Shares?

If the Demerger is approved by Shareholders and is implemented, a holder of World Titane Shares will be able to sell their World Titane Shares subject to the pre-emptive right on the transfer of World Titane Shares contained in the World Titane constitution (refer to Section 5.9(g) of this Explanatory Statement for further information).

As there is no current intention to list World Titane on any stock exchange, any trading in World Titane Shares will be effected as private sales negotiated between the buyer and seller. The parties to each transaction will set the price and any conditions relating to the sale and the shares.

Accordingly, there are likely to be few such sales and there is unlikely to be any liquid market for World Titane Shares.

What are the taxation implications of the proposed Demerger?

A general guide to the taxation implications of the proposed Demerger is set out in Section 5.14 of this Explanatory Statement. The description is expressed in general terms and is not intended to provide taxation advice in respect of particular circumstances of any Shareholder. Shareholders should obtain professional advice as to the taxation consequences of the Demerger in their specific circumstances.

How will you be kept informed on the Company and World Titane?

The Company will continue to update its website at www.worldtitaniumresources.com to make available to Shareholders and World Titane Shareholders information on the Company and World Titane after the Demerger and Delisting.

After the Demerger and Delisting World Titane intends to continue reporting its mineral resource estimates in accordance with the JORC Code.

5.9 Statutory requirements

Section 256C of the Corporations Act

The proposed reduction of capital by way of an in-specie distribution to Shareholders is an equal capital reduction. Under section 256C of the Corporations Act, an equal capital reduction must be approved by an ordinary resolution passed at a general meeting of the Company.

Under section 256B of the Corporations Act, the Company may only reduce its capital if:

- (a) it is fair and reasonable to Shareholders as a whole;
- (b) it does not materially prejudice the Company's ability to pay its creditors; and
- (c) it is approved by Shareholders in accordance with section 256C of the Corporations Act.

The Directors believe that the capital reduction is fair and reasonable to Shareholders for the reasons set out throughout this Explanatory Statement and that the capital reduction will not prejudice the Company's ability to pay its creditors.

Offers to issue or sell securities that require disclosure under a prospectus and secondary trading

The Corporations Act restricts:

- (a) the Company from disposing of the World Titane Shares to its Shareholders by way of an in-specie distribution, without issuing a prospectus; and
- (b) the Company's Shareholders from on-selling their World Titane Shares within the first 12 months after receiving them under an in-specie distribution.

In accordance with ASIC's Regulatory Guide 188 entitled *Disclosure in Reconstructions*, ASIC has granted relief from these restrictions.

The effect of the relief granted by ASIC is that:

- (a) the Company is able to dispose of all of its shareholding in World Titane by way of an in-specie distribution to its Shareholders without the need for a prospectus; and
- (b) if the in-specie distribution occurs, the Company's Shareholders will not be restricted from selling their World Titane Shares within the first 12 months after receiving them.

5.10 Information on World Titane Shares

World Titane is a public company limited by shares incorporated under the Mauritius Companies Act. World Titane Shares are not listed for quotation on any stock exchange. There is no current plan to seek quotation of World Titane Shares on any other stock exchange.

A summary of the more significant rights attaching to the World Titane Shares is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the World Titane Shareholders.

Full details of the rights attaching to the World Titane Shares are set out in World Titane's constitution and the Mauritius Companies Act 2001, a copy of which is available on request and on WTR's website.

(a) General meetings

World Titane must hold an annual meeting once in each year, not later than 6 months after its balance date and not later than 15 months after the previous annual meeting. The business to be transacted at an annual meeting includes (i) the consideration and adoption of the financial statements; (ii) the receiving of auditor's report; (iii) the consideration of the annual report; (iv) the appointment of any directors whose appointment is on an annual or rotational basis; and (v) the appointment of any auditor. A special meeting may be convened at such times and in such place as considered necessary or desirable. Each member of World Titane is entitled to receive not less than 14 days' notice of every meeting of World Titane Shareholders and to receive all notice, accounts and other documents required to be sent to members under the World Titane constitution, or the laws of Mauritius.

(b) **Voting rights**

Each World Titane Share confers upon the World Titane Shareholder the right to one vote on a poll at a meeting of World Titane Shareholders on any resolution of World Titane Shareholders. Similarly, a fraction of a World Titane Share confers upon the World Titane Shareholder the right to an equivalent fraction of a vote at a meeting of World Titane Shareholders or on any resolution of World Titane Shareholders. A World Titane Shareholder may be represented at a meeting of World Titane Shareholders by a proxy who may speak and vote on behalf of the World Titane Shareholder.

(c) **Dividend rights**

Each World Titane Share confers on the World Titane Shareholder the right to an equal share in any distributions paid by World Titane. Subject to the requirements of the Mauritius Companies Act 2001, the directors of World Titane may establish a dividend and distribution policy and may authorise and declare a dividend or other distribution at such time and of such amount and to any shareholders as it thinks fit. A dividend will only be paid out of retained earnings, after having made good any accumulated losses at the beginning of the accounting period.

(d) **Winding-up**

World Titane presently has only issued one class of shares. In case of dissolution, liquidation and winding up of World Titane, each World Titane Share shall confer on the World Titane Shareholder the right to an equal share in the distribution of the surplus assets of World Titane.

(e) **Purchase of own World Titane Shares**

World Titane may acquire all or any World Titane Shares with the approval of a unanimous resolution provided there are reasonable grounds for believing that World Titane is, or would after the payment, be able to satisfy the solvency test.

World Titane may purchase all or any World Titane Shares subject to the approval of the World Titane board and provided that the board is satisfied that, inter alia, the acquisition is in the best interests of World Titane, the terms of the offer or agreement and the consideration to be paid for the World Titane Shares are fair and reasonable to World Titane and that World Titane shall immediately after the acquisition satisfy the solvency test.

(f) **Transfer of shares**

In order for a World Titane Shareholder to transfer their World Titane Shares, they must deliver to World Titane an executed prescribed instrument of transfer which contains the name and address of the transferee. The transfer of a World Titane Share is effective when the name of the transferee is entered on the register of members of World Titane. The World Titane directors may resolve to refuse or delay the registration of any transfer of a World Titane Share on reasonable grounds where the relevant World Titane Shareholder has failed to pay an amount due in respect of that World Titane Share, so required by law, registration will impose on the transferee a liability to World Titane and the transferee has not signed the transfer, the transferee is a minor or a person of unsound mind, the transfer is not accompanied by such proof as the World Titane board reasonably requires of the right of the transferor to make the transfer, the pre-emptive provisions on transfer of shares under the World Titane constitution have not been complied with or the board acting in good faith decides in its sole discretion that registration of the transfer would not be in the best interests of World Titane and/or any

of World Titane Shareholders. To the extent that the Company does not, directly or indirectly, possess of any immovable property in Mauritius no stamp duty and no registration duty will be payable in Mauritius in relation to transfer of shares.

(g) **Pre-emptive rights**

World Titane Shareholders with less than 5% of World Titane Shares on issue (**Small Shareholders**) shall be subject to pre-emptive rights to the transfer of their World Titane Shares. A Small Shareholder's World Titane Shares will first be offered to World Titane Shareholders holding 5% or greater of World Titane Shares on issue (**Large Shareholders**) who will all have the first right to purchase the Small Shareholders' shares in proportion to their current shareholding. Where no Large Shareholder purchases the Small Shareholder's shareholding, that Small Shareholder shall be free to sell its shares to a third party at the same proposed sale price.

(h) **Variation of rights**

The rights attaching to World Titane Shares may only be varied with the consent in writing of the holders of 75% of the shares of that class or if the variation is approved by a special resolution.

5.11 Board of World Titane

The Company's Board intends that, following the implementation of the Demerger, there will be a separation of management between the Company and World Titane. The Company's Board is actively seeking to recruit directors to World Titane's board of directors with an appropriate mix of skills and diversity.

As a wholly owned subsidiary of WTR, World Titane has a single director, Mr Goorooodeo (Mahen) Sookun (Mr Sookun's details are set out below). Mr Sookun is resident in Mauritius.

The proposed board of World Titane following the implementation of the Demerger is:

- Mr Carlo **Baravalle** (Non-executive Director)

Mr Baravalle leads AMED's structuring, financial and tax aspects of its projects, in addition to the structuring, compliance and operations of the AMED fund. He is also responsible for the activities and relationships with the fund administrators, the custodian bank and the auditors.

After 4 years' experience in finance with an Italian fashion group, GFT, Mr Baravalle completed his studies with an MBA at INSEAD. He then spent several years in strategic consulting, working on assignment for many large French conglomerates between Paris and the United States of America. Mr Baravalle then started in the telecommunications industry, firstly with BT, starting new ventures outside the United Kingdom (**UK**), and then as a Director of the Corporate Finance Telecoms team at Warburg. He then returned to the industrial side of telecommunications with a senior global position at Lucent Technologies. At this point in his career he started getting gradually involved with private equity industry, first taking a senior assignment with a company owned by Apax Partners as MD International and Main Board Member at The Exchange FS, and later as Senior Vice-President for EMEA, Asia and LatAm for LCC, a telecommunications engineering company initially invested by the Carlyle Group.

AMED was launched in 2012, has raised over \$150mil and is successfully investing in mid-cap and restructuring funds and co-investments globally.

Mr Baravalle is also a Director of World Titanium Resources.

- Mr Philip **Murphy** (Director and Chief Executive Officer)

Philip Murphy will join the Board of the Company as a Director and CEO. He is an experienced analyst, consultant and manager recognised globally as having significant expertise in the mineral sands industries.

A graduate of the Universities of KwaZulu Natal (MSc – Economic Geology & BSc (Hons) Geology) and Witwatersrand (GDE, Mineral Economics) in South Africa, Mr. Murphy's career to date has been principally with the leading mineral sands consultancy, TZMI, where he held leadership positions and was an Executive Director and shareholder.

Before TZMI, Mr Murphy's career has also included experience as a geologist at Gencor, and the South African Geological Survey, as a Commodity analyst at the South African Department of Mineral and Energy Affairs – Minerals Bureau, and as a Stockbroking analyst at Rice Rinaldi & Co (Johannesburg) where he was Rated as the No.1 Analyst in the annual South African Stockbroking Analyst rankings in the "Other Mining" (base metals, ferro-alloys, industrial and titanium minerals) category for three years to 1999 and ranked within the top 3 analysts for Commodities Research.

- Mr Michael **Cuthbert** (Non-executive Director)

Mr Cuthbert was a partner with the international law firm Clifford Chance for 24 years. He is a leading international corporate and capital markets lawyer, having been regularly featured in Chambers and Legal 500 and advised on major cross border M&A transactions, joint ventures and international securities offerings. He is one of the foremost experts on natural resource M&A, capital raisings, government negotiations and privatizations and has represented both the mining industry and governments. He held significant leadership positions within Clifford Chance in New York (where he was Managing Partner,) London and Central and Eastern Europe and Russia (where he was the Regional Managing Partner and Managing Partner of the Moscow office). He was a member of Clifford Chance's Global Management Committee until he retired from the firm at the end of 2009 to devote greater time to his business interests.

Mr Cuthbert is also a Director of World Titanium Resources and has a consultancy agreement with World Titanium Resources which commenced on 1 September 2016. Mr Cuthbert is paid US\$12,000 per month in consultancy fees in addition to his Director's fees.

- Dr Ian **Ransome** (Non-executive Director)

Dr Ransome is a geologist, whose academic qualifications include an MSc in geochemistry and a PhD in geology. He has more than 20 years' experience as an exploration geologist, using a multidisciplinary approach to generating and evaluating exploration targets in diamonds, gold, nickel, base and rare metals. Most of his experience has been in a broad range of African countries, including a nickel laterite project in Madagascar. Dr Ransome is presently a director and CEO of Diamond Fields International Ltd.

Dr Ransome is also a Director and Interim CEO of World Titanium Resources.

- Mr David **Twist** (Non-executive Director)

Mr Twist is a founding partner of World Titane's Majority shareholder, AMED, and leads AMED's geological and metallurgical technical analysis, underpinning its investment decisions, the ongoing monitoring of AMED's project and the timing of its exits. Mr Twist is an accomplished and highly experienced PhD geologist who has worked his entire career in Africa; He combines technical expertise with business acumen.

Mr Twist completed his doctorate studies at the University of Newcastle Upon Tyne in England in 1980, following which he joined Impala Platinum Holdings Limited. He later joined the research team at the University of Pretoria and specialized on the Bushveld complex. From 1990 he joined Rudolph de Bruin and together they concentrated on mineral exploration opportunities in Africa. He was a founding member of Platmin.

Since 2006 he has focused on new mineral exploration opportunities with Sephaku Holdings. Mr Twist is a registered member of the South African Council of Natural Scientific Professions, a member of the Geological Society of London and a member of the American-based Society of Economic Geologists

- Mr Gooroodeo (Mahen) **Sookun** (Director & Chief Financial Officer)

Gooroodeo (Mahen) Sookun is a fellow of the Association of Chartered Certified Accountants (UK) and holds an MBA (Finance) from the University of Leicester (UK). He has been a Corporate Finance Executive for more than 20 years for private and public companies in Mauritius and Africa in a range of sectors including public utilities, agriculture, textiles, real estate development and mining.

He was the Group Finance and Administrative Manager of Sierra Rutile Limited. Mahen was a Director and Chief Financial Officer of Diamond Fields International, a public company listed on the Toronto Stock Exchange.

Mr Sookun was appointed Chief Financial Officer of World Titanium Resources in May 2012, and will be Chief Financial officer of World Titane.

- Mr Jugdanand Kumar **Boodia** (Non-executive Director)

Jugdanand (Santosh) Boodia is a fellow of the Association of Chartered Certified Accountants (UK) and holds a practising certificate from ACCA, UK and also the Financial Reporting Council of Mauritius. He is also a Public Accountant licensed by the Mauritius Institute of Professional Accountants. He has in total 13 years of experience in audit practice and in corporate finance.

Previously, Mr Boodia was in practice with Deloitte in Mauritius for years until 2009 and has successfully completed various audit assignments including companies listed on the Stock Exchange of Mauritius, industrial enterprises, NGO's and parastatal bodies. He has also served in the corporate finance sector in Anahita which is the largest real estate developer until 2012. He is currently working on his own serving a niche clientele having explorations projects across Africa.

5.12 World Titane's major shareholders: AMED & Boule

As noted in Section 5.16(b), the Company holds 100% of World Titane.

Following the completion of the Demerger, the major shareholders of World Titane will be AMED (via its AMED Fund II) and Boule. Their shareholdings will be at least approximately 69.21% and 24.21% respectively, but may be greater if additional shares in WTR are acquired by AMED or Boule prior to the Record Date.

Overview of AMED Fund II

AMED Fund II is a Luxembourg investment company in risk capital (*société d'investissement en capital à risqué (SICAR)*) in the form of a corporate partnership limited by shares (*société en commandite par actions (SCA)*). AMED Fund II is governed by the Luxembourg Law and regulated by the *Commission de Surveillance du Secteur Financier (CSSF)*.

AMED Fund II was established on 17 December 2013 for the purpose of investing in mineral exploration and development projects in sub-Saharan Africa following the establishment of AMED Fund I on 31 January 2012 with substantially the same investment strategy. AMED Funds has total committed capital of US\$395.4 million between the two funds, as per the adherence letters entered into at the establishment of AMED Fund II.

The core investment focus of AMED Fund II is on:

- brownfield projects that have the prospect to become world-class deposits;
- projects that demonstrate the potential to have lower-quartile production costs;
- politically stable countries with reliable mining regulatory framework and title law; and
- minerals that have a large end-market and an extensive array of applications.

AMED Fund II's strategy is implemented with the following approach:

- the fund identifies the key exploration milestones that need to be achieved in the value creation process;
- investment is through a phased approach that is linked to exploration milestones in order to limit risk;
- Explora (the fund manager of Amed Funds) has an active, hands-on role in management of projects including board representation on most of its investments;
- exit requirements and strategies are planned during the due diligence phase; and
- the fund and its portfolio companies adhere to the UN Global Compact, the Principles for Responsible Investment and the funds' Environmental Social and Governance framework.

AMED Fund II has a number of limited partners, each of which has entered into a confidentiality agreement with AMED Fund II, which prohibits the disclosure of their identities. The limited partners have no voting rights in the fund that would permit or enable the limited partners to control or have any involvement in the management of AMED Fund II.

SGG S.A. is AMED Fund II's administrative agent and depositary agent, RBS Global Banking (Luxembourg) S.A. is the AMED Fund II's custodian and Deloitte S.A. is the AMED Fund II's auditor.

More information on the Funds is available at www.amedfunds.com.

Management of AMED Fund II

The sole manager of AMED Fund II is Explora. Explora is a *société anonyme* regulated under Chapter 16 of the Undertakings for Collective Investment Law and is entrusted with the management of the fund. Explora is governed by the laws of Luxembourg, and regulated by the CSSF and has its registered office in Luxembourg. Explora has acted as manager of AMED Fund II since inception in December 2013 and makes all investment decisions for AMED Fund II in line with its investment strategy.

The directors of Explora are Dr David Twist, Mr Carlo Baravalle, Mr Arnaud Bon, Mr Steven Steyn, Mr Rudolph de Bruin and Mrs Camille Wisniewski. The shareholders of Explora are Dr David Twist, Mr Carlo Baravalle and Mr Rudolph de Bruin, being the founding partners of AMED Fund II.

AMED Fund II's founding partners have over 40 years of collective experience in minerals exploration and development in more than twenty countries in Africa. The founding partners have a strong track record and through AMED Fund I and AMED Fund II they are currently actively involved in the management of twelve companies including those with assets in South Africa, Mozambique, DRC and Ethiopia covering commodities such as potash, copper, rebar, coal and mineral sands. Prior to founding the AMED Funds Dr David Twist and Rudolph de Bruin founded and built a number of companies which include Taung Gold International Limited, Platmin Limited and Sephaku Cement (Pty) Ltd. AMED Fund II's founding partners are supported by a large investment team of geologists, legal and finance professionals and are closely involved in all of the fund's investments.

AMED has a specific skill in the evaluation of early stage resource projects and converting those projects into successful operations. AMED considers that it has a sound track record of both identifying the right projects and then finding the appropriate people, corporate support and funding so as to create value for its investors.

AMED's Bidder Statement of 18 January 2016 included the following statement of intention regarding WTR's business assets and employees:

"...AMED Fund II intends to initiate a strategic review to objectively decide the best way forward for the Ranobe Project in the current challenging market, which could include deferring significant further expenditure until such time as the commodity market is more supportive for development, continuing with work to explore alternative development options, or progressing with a similar development plan to that outlined in the previously published definitive engineering study.

The status of WTR's existing employees will be considered as part of the strategic review outlined above. AMED Fund II considers that the management of the Company should be primarily located closer to its asset base in Africa, and be properly motivated to deliver the successful development of the Ranobe Project and the company's wider asset base."

Boulle

Boulle Titanium Limited is a member company of the Jean Boulle Group, which has its office headquarters located in Luxembourg. The Jean Boulle Group is privately held and beneficially owned by Jean-Raymond Boulle. The main activity of the Jean Boulle Group is the strategic investment in both private and public companies engaged in the mining, exploration, medical innovation and agricultural industries, worldwide. The Group employs a team of highly experienced personnel, with a long track record of success in industry.

Mr Boulle was Chairman, founder CEO and a major shareholder of Canadian company Diamond Fields Resources (Toronto Stock Exchange: DFR). This company achieved prominence in late 1994 when it discovered one of the world's largest and richest nickel, copper and cobalt ore bodies at Voisey's Bay in Labrador, Canada. In 1996 the Voisey's Bay project was purchased by Inco, the world's largest nickel production company, for CN\$4.3 billion. The successor company, Diamond Fields International (**DFI**) is well today known for its expertise in mining from the sea floor. Mr Boulle is the largest shareholder in DFI.

In 1995, one of the Jean Boule Group companies founded Adastra Minerals Inc., whose shares were traded on London Stock Exchange's Alternative Investment Market and the Toronto Stock Exchange. This company was focused on the development of several world-class mining projects in the Democratic Republic of Congo (**DRC**), including a joint venture with the DRC government to re-treat the Kolwezi Tailings, a huge deposit containing a resource of 113 million tonnes grading 1.5% copper and 0.32% cobalt. Adastra was merged in August 2006 with First Quantum, a mining company listed on the Toronto and London stock exchanges.

In 2001 the Jean Boule Group acquired 100% interest in the Sierra Rutile Project and 100% of the SML Bauxite Mine, both of which are located in Sierra Leone, West Africa. These mines became part of a new company which was taken public on the London Stock Exchanges Alternative Investment Market in August 2005. Over \$250 million has been invested in the project to date and the company is now one of the world's largest producers of natural rutile which is used for titanium metal and paint pigment production. The SML bauxite mine is also now in production and is one of the largest mining employers in Sierra Leone.

The Jean Boule Group is one of the five controlling shareholders of Omnicane who, with the Government of Mauritius as a partner, owns the largest sugar plantations in Mauritius, producing large quantities of refined sugar and approximately 40% of the Country's electricity.

The Jean Boule Group has a well-established Medical Technology Division, Jean Boule Medtech Ltd which invests in select opportunities in medical innovation. A recent example of the Jean Boule Group's success in this field comes from an announcement in late 2014 from Tendyne, a Jean Boule Group start-up company, that its first Transcatheter Mitral Valve had been successfully emplaced in three patients. On 8 September 2015, Abbott Laboratories (NYSE: ABT) closed its acquisition of the remaining capital of Tendyne not owned by it, for US\$250 million.

Intentions of Shareholders

AMED and Boule aim to deliver shareholder value by adding value to the Projects. If the Projects are developed or disposed of, then AMED and Boule will support a policy of distributing surplus cash to World Titane Shareholders.

5.13 Information on the Company's Shares

The rights attaching to the Company's Shares will not alter.

For the information of Shareholders, the highest and lowest recorded sale prices of Shares in the Company as traded on ASX during the 3 months immediately preceding the date of this Notice of Meeting, and the respective dates of those sales were:

Highest:	\$0.045	31 October 2016, 17 and 18 November 2016
Lowest:	\$0.030	22 September 2016
Last:	\$0.045	18 November 2016

5.14 Australian taxation implications for Shareholders

The following is a general summary of the Australian income taxation implications of the Demerger for Shareholders who hold their Shares on capital account.

The summary does not apply to Shareholders who do not hold their Shares on capital account (for example Shareholders who hold their Shares as trading stock or revenue assets).

The summary does not take account of the individual circumstances of particular Shareholders and is not intended to be, and should not be relied upon, as taxation advice by any Shareholder. Neither the Company, nor any of its officers or advisers, accepts liability or responsibility with respect to any Shareholder placing reliance on any part of the summary.

Shareholders should seek their own taxation advice from an appropriate professional adviser on the taxation implications of the Demerger that is specific to their particular circumstances.

The summary is based on the Australian taxation law as it applies as at 9.00 am (WST) on 19 October 2016.

Australian taxation implications for Australian resident Shareholders

For Shareholders who are residents of Australia for income tax purposes and who hold their Shares on capital account, the Demerger is expected to give rise to Capital Gains Tax (**CGT**) consequences. In certain circumstances, Shareholders may also be deemed to have received a dividend from the Company.

(a) CGT consequences

Australian resident Shareholders will be taken to have received a capital return in respect of each Share they hold at the Record Date equal to the market value of the World Titane Shares received. The receipt of this capital amount will constitute a CGT event. Where the capital return is less than the cost base of the Shareholder's Shares, the cost base and reduced cost base of the Shares will be reduced by the amount of the capital return. Where the capital return exceeds the cost base of the Shares, the cost base and reduced cost base of the Shares will be reduced to nil and a capital gain equal to the excess will arise.

Certain Shareholders (such as individuals, but excluding companies, who have held their Shares for more than 12 months prior to the time of the CGT event) may be entitled to reduce any capital gain (after taking into account any available capital losses) by the applicable CGT discount. Shareholders should seek appropriate taxation advice to determine the application of the CGT discount in their specific circumstances.

The amount of the capital return will be reduced by the amount of any dividend or deemed dividend paid by the Company as part of the Demerger.

(b) Possible dividend

It is currently expected that the Company will not declare or pay a dividend prior to the proposed Demerger.

However, where some part of the proposed capital reduction is not credited against the share capital of the Company, that part is likely to be treated as a dividend for Australian income tax purposes. This should only occur if the total market value of the World Titane Shares distributed to the Shareholders exceeds the total reduction in the issued paid up share capital of the Company.

In addition, even where all of the proposed capital reduction is credited against the share capital of the Company, the Commissioner of Taxation may make a determination that part of the proposed capital reduction should be treated as a dividend for Australian income tax purposes. However, although the position is not without doubt, this is currently expected to be a remote possibility for a number of reasons, including:

- neither the Company nor any of its subsidiary companies is expected to have any retained realised profits at the time of the Demerger;
- neither the Company nor any of its subsidiary companies is expected to have current year profits that are capable of distribution at the time of the Demerger;
- neither the Company nor any of its subsidiary companies is expected to have, at the time of the Demerger, any sufficiently certain unrealised profits that might become available for distribution in future years; and
- following the Demerger, the Company will effectively become a dormant company and will not require the pre-Demerger amount of share capital.

Where a dividend is deemed to be paid by the Company, that dividend will be assessable income for Shareholders. No franking credits will be attached to any deemed dividend. The market value of the capital return will be reduced by the amount of any deemed dividend, reducing any capital gain that might otherwise have arisen and / or reducing the amount by which the cost base and reduced cost base in the Shares is reduced.

(c) **Cost base of shares**

The Demerger will impact the determination of the cost base and reduced cost base for CGT purposes of the Shares and the World Titane Shares.

Where the capital return exceeds the cost base of the Shares, the cost base and reduced cost base of the Shares will be reduced to nil. Where the capital return is less than the cost base of the Shares, the cost base and reduced cost base of the Shares will be reduced by the amount of the capital return.

The cost base and reduced cost base of the World Titane Shares received by a Shareholder pursuant to the Demerger are deemed to be equal to the market value of those shares at the time of the Demerger.

The cost base and reduced cost base of the Shares and the World Titane Shares will be relevant for determining the capital gains/losses arising from a future disposal of the Shares and/or the World Titane Shares by Shareholders.

Subsequent disposal of Shares by Australian resident Shareholders after the Demerger

On a subsequent disposal of the Shares, Australian resident Shareholders will have an assessable capital gain if the proceeds received on disposal exceed their cost base. Certain Shareholders (such as individuals, but excluding companies, who have held their Shares for more than 12 months prior to the time of the relevant CGT event) may be entitled to reduce their capital gain (after taking into account any available capital losses) by the applicable CGT discount.

Conversely, if the proceeds from the disposal of the Shares are less than the reduced cost base, a capital loss will arise for the Shareholders. A capital loss can be offset against other capital gains but cannot otherwise be deducted from assessable income.

Subsequent disposal of World Titane Shares by Australian resident Shareholders after the Demerger

On a subsequent disposal of the World Titane Shares, Australian resident Shareholders will make an assessable capital gain if the proceeds received on disposal exceed their cost base. Certain Shareholders (such as individuals, but excluding companies, who have held their World Titane Shares for more than 12 months prior to the time of the relevant CGT event) may be entitled to reduce their capital gain (after taking into account any available capital losses) by the CGT discount. For the purposes of determining whether the CGT discount is available, each World Titane Share is acquired at the date of the proposed Demerger.

Conversely, if the proceeds from the disposal of the World Titane Shares are less than the reduced cost base, a capital loss will arise for the Shareholders. A capital loss can be offset against other capital gains but cannot otherwise be deducted from assessable income.

A capital gain or capital loss made by an Australian resident Shareholder that is a company that held a voting interest in World Titane of at least 10% throughout a continuous period of 12 months in the 24 months before the disposal of the World Titane Shares may be reduced by up to 100%. The percentage reduction depends on the type of assets held by World Titane and entities in which it has invested. Such Shareholders should seek appropriate taxation advice to determine the extent, if any, to which a capital gain or capital loss is reduced.

Treatment of dividends received by Australian resident Shareholders from World Titane after the Demerger

Dividends received by Shareholders that are Australian resident companies that have a voting interest in World Titane of at least 10% will be non-assessable non-exempt income.

Dividends received by other Australian resident Shareholders will be included in their assessable incomes. A foreign income tax offset may be available for any foreign withholding taxes paid on the dividends.

Australian taxation implications for non-Australian resident Shareholders

A capital gain or loss arising to a non-Australian resident is disregarded unless it arises in respect of taxable Australian property. Broadly, taxable Australian property is defined to be direct and indirect interests in real property situated in Australia and any mining, quarrying and prospecting rights where the minerals, petroleum or quarrying materials are located in Australia. It includes options to acquire such interests.

A share in a company is taxable Australian property, broadly, if it is owned by a shareholder who (together with associates) has held an interest in the company of 10% or more throughout a continuous period of 12 months in the 24 months before the disposal and more than 50% of the value of the company is attributable to Australian real property.

It is expected that, at the time of the Demerger, substantially less than 50% of the value of the Company will be attributable to Australian real property. It follows that any capital gain or loss arising to a non-Australian resident Shareholder in respect of the Demerger, should be disregarded.

Any dividend that is paid or deemed to be paid by the Company will be subject to Australian withholding tax. The rate of withholding tax applicable is 30%, but may be reduced under an applicable double taxation agreement.

The cost base and reduced cost base of the Shares and the World Titane Shares must be determined in the manner described above for Australian resident Shareholders.

On a subsequent disposal of the Shares or the World Titane Shares, any capital gain or loss arising to non-Australian resident Shareholders will be disregarded if they have held an interest of less than 10% throughout a continuous period of 12 months in the 24 months before the disposal, in the relevant company. Other non-Australian resident Shareholders will need to review whether the Shares or the World Titane Shares sold are taxable Australian property. In broad terms, this will depend on whether or not more than 50% of the value of the respective company is attributable to Australian real property at the disposal time. It is noted that immediately after the Demerger:

- (a) more than 50% of the market value of the Company may be attributable to Australian real property; and
- (b) none of the market value of World Titane should be attributable to Australian real property.

Taxation implications for the Company

It is expected that the CGT participation exemption will apply in respect of the Company's disposal of the World Titane Shares to the Shareholders under the Demerger such that any capital gain or loss arising on that disposal should be disregarded. The availability of the participation exemption will depend on the market value of the assets of World Titane and its subsidiary companies, on a consolidated basis, at the time of the Demerger, and the apportionment of that market value between active business assets and other assets.

Although it is not expected to be the case, it is possible that only a partial CGT participation exemption may apply. If that is the case, and a capital gain arises to the Company, the Company should be able to offset either current year or brought forward capital losses and tax losses, providing that it is able to satisfy the relevant required loss recoupment rules.

5.15 Directors' interests

Set out below is a table which indicates the number and type of securities held by the Directors of the Company prior to the Demerger and the number of World Titane Shares they are likely to receive if the Demerger proceeds:

Director	Company Shares	Approximate number of World Titane Shares each Director will receive if Resolution 6 is passed
Mr Carlo Baravalle	0	0
Dr Ian Ransome	0	0
Mr Michael Cuthbert	0	0
Mr Michael Silbert	0	0
Mr David Sanders	0	0

The table below sets out the remuneration provided to or accrued for the Directors and their associated companies during the last financial year and their current remuneration at the date of this Notice of Meeting, inclusive of superannuation, Directors' fees and consultancy fees. All Directors Fees are A\$35,000 per annum.

Director	Current Financial Year-to-date (AU\$ unless otherwise indicated)	Previous Financial Year (1 July 2015 to 30 June 2016)
Mr Carlo Baravalle [^]	\$14,584 y.t.d. (Director's fees)	\$6,708 (Director's fees)
Dr Ian Ransome ^{^^}	\$5,832 y.t.d. (Director's fees)	\$35,000 (Director's fees)
	\$66,051 y.t.d. (Consultancy fees)	\$65,284 (Consultancy fees)
Mr Michael Cuthbert ^{^^^}	\$14,584 y.t.d. (Director's fees)	\$35,000 (Director's fees)
	US\$36,000 y.t.d. (Consultancy fees)	
Mr Michael Silbert	\$7,847 y.t.d. (Director's fees)	\$0 (Director's fees)
Mr David Sanders	\$14,584 y.t.d. (Director's fees)	\$4,163 (Director's fees)

[^] Mr Baravalle has been a Director since April 2016. His Director's fees are set at \$35,000 per annum and are paid to Explora (the fund manager of AMED Funds). Mr Baravalle does not receive payment in his personal capacity.

^{^^} In addition to Dr Ransome's Director's fees, on 9 September 2016 Dr Ransome was appointed as Interim Chief Executive Officer and is entitled to be paid \$20,833 per month from that date. The above consultancy figure includes Mr Ransome's additional geological consulting fees paid year-to-date.

^{^^^} In addition to Mr Cuthbert's Director's fees, the Company has agreed to pay an additional consultancy fee of US\$12,000 per month to Mr Cuthbert for the provision of services to the Company as an advisor to management on legal, structuring and administrative issues effective from 1 September 2016. This arrangement is terminable on 1 months' notice.

5.16 Additional important information for Shareholders

In accordance with section 256C of the Corporations Act, the Company provides the following information to Shareholders:

- (a) The Company's capital structure as at the date of this Notice is:

Number of Shares
463,404,808 ordinary shares

- (b) The Company holds 100% of World Titane's issued share capital.
- (c) The Record Date will be 3 Business Days after Shareholder approval is obtained.
- (d) The Company's Share capital as at the Record Date will be reduced by the dollar amount of the book value of the World Titane Shares held by the Company.

- (e) The Demerger will be effected by a pro-rata distribution of World Titane Shares in specie proportionately to all of the Company's Shareholders:
- (i) registered as such as at 5:00pm WST on the Record Date; or
 - (ii) entitled to be registered as a Shareholder in the Company by virtue of a transfer of Shares executed before 5:00pm WST on the Record Date and lodged with the Company at that time.
- (f) In future, the directors of World Titane may consider implementing a director and employee share option plan and/or the grant of incentive shares or options to World Titane directors. As at the date of this Notice, however, neither of the boards of directors of the Company or of World Titane have resolved to approve the grant of any options in World Titane.

The indicative timetable is:

Event	Date
Company announces proposed Demerger	21 November 2016
Dispatch of Notice of General Meeting	21 November 2016
General meeting of Shareholders	23 December 2016
Company tells ASX of Shareholder approval	23 December 2016
Trading on an "ex return of capital" basis starts	29 December 2016
Record Date	30 December 2016

5.17 Directors' recommendations

After considering all relevant factors, the Directors recommend the Company's Shareholders vote in favour of Resolution 6 for the following reasons:

- (a) after a full and proper assessment of all available information, they believe that the Demerger is in Shareholders' best interests; and
- (b) in the Directors' opinion, the benefits of the Demerger outweigh its disadvantages, as referred to in Sections 5.4 and 5.5 respectively.

5.18 Lodgement with ASIC

The Company has lodged with the ASIC a copy of this Notice in accordance with section 256C(5) of the Corporations Act.

It is not a prospectus lodged under Chapter 6D of the Corporations Act. However, the Company has received relief from ASIC to enable it to implement the proposed Demerger without the need for a prospectus. Further information regarding the effect of the relief is contained in Section 5.9 of this Notice.

5.19 Other material information

There is no information material to the making of a decision by a Shareholder in the Company whether or not to approve Resolution 6 (being information that is known to any of the Directors and which has not been previously disclosed to Shareholders in the Company) other than as disclosed in this Explanatory Statement and all relevant annexures.

6. RESOLUTION 7 – DISPOSAL OF MAIN UNDERTAKING

6.1 General

ASX Listing Rule 11.2 provides that where a company proposes to make a significant change in the nature or scale of its activities which involves the disposal of its main undertaking, it must first obtain the approval of its shareholders.

The proposed Demerger involves the disposal by the Company of all of the shares in World Titane which in turn owns all of the Company's projects.

Accordingly, Resolution 7 seeks Shareholder approval to satisfy the requirements of Listing Rule 11.2.

Full details in relation to the Demerger is set out in Section 5.

6.2 Board recommendation

The Directors recommend the Company's Shareholders vote in favour of Resolution 7 for the reasons set out in Section 5.7.

7. RESOLUTION 8 – DELISTING FROM THE ASX

7.1 Background

In its Bidders Statement of 18 January 2016 AMED's intentions, if it acquired a relevant interest in more than 50% but less than 90% of WTR's Shares were as set out below:

ASX Listing

"AMED Fund II believes that a delisting is in the best interest of the Company and its Shareholders. It will review the costs and benefits of remaining listed on ASX by engaging with the newly constituted Board, and may seek approval from Shareholders and ASX to delist WTR."

Following the close of the AMED takeover, AMED is the holder of approximately 69.21% of the shares in WTR and the Company's second largest shareholder, Boule is the holder of approximately 24.21% of the shares in WTR.

After due consideration, the Board has formed the view that it is in the best interests of Shareholders to delist from the ASX.

Accordingly, the Company has made an application to the ASX pursuant to Listing Rule 17.11 to delist from the Official List of ASX (**Official List**).

ASX has granted its approval for the Company to pursue a delisting from the ASX subject to compliance with the following conditions:

- (a) that the request for removal of the Company from the Official List be approved by an ordinary resolution of the Company's Shareholders;
- (b) that the removal shall not take place any earlier than one month after the date on which the resolution to approve the delisting is passed;
- (c) that this Notice of Meeting sets out clearly the timetable that will be followed for the removal of the Company from the Official List; and

- (d) that the Company releases the full terms of the ASX's decision in relation to the Company's delisting application to the market immediately.

In accordance with the conditions of the ASX approval:

- (a) the full terms of the ASX approval will be released to the market at the same time as this Notice;
- (b) this Resolution seeks shareholder approval for the delisting of the Company from the Official List; and
- (c) this Resolution outlines the timetable that will be followed for the delisting of the Company from the Official List. The Company will release an announcement, subject to Shareholders passing Resolution 8, advising that it will be proceeding with the delisting of the Company from the ASX. The Company will not be delisted for at least 1 month after the announcement by the Company.

7.2 Rationale for delisting

The Board of the Company has determined that the delisting of the Company from the ASX is in the best interests of Shareholders for the following reasons:

(a) **Greatly diminished Shareholder spread**

Following the AMED takeover, approximately 94% of its shares are concentrated in 2 owners:

- AMED – 69.21%; and
- Boule – 24.21%

The remaining WTR shares are held by approximately 300 shareholders, of which approximately 200 hold less than a marketable parcel of shares. On 5 October 2016, the Company announced that it is undertaking a sale of unmarketable parcels of shares. Full details of that opportunity are contained in the ASX announcement of that date. The likely result of that exercise is that the number of Shareholders will be further reduced to as little as 100.

It is not considered efficient nor best use of Company funds to maintain a full ASX listing in such circumstances.

(b) **Cost of the Company continuing to be listed**

The continued listing of the Company on the ASX is estimated to cost the Company not less than \$135,000 per annum. In addition to these direct costs, there are other significant costs associated with the listing including Directors' fees and time devoted by management to manage the Company's listing. This time could be utilised elsewhere if the Company was delisted.

(c) **Low level of liquidity**

Since the closure of the AMED takeovers the Company's Shares have had an extremely low level of liquidity given the concentration of ownership in the Company following the AMED takeover. With the undertaking of the unmarketable parcel sale referred to above, the liquidity of the Company is likely to diminish even further.

7.3 Disadvantages of delisting

The Board has considered the potential disadvantages to the Company of delisting, particularly:

- (a) as the Company's Shares will no longer be traded on the ASX, there is unlikely to be any liquid market for trading the Company's Shares. Shareholders will need to complete off-market transfers to effect a transfer of Shares. This is likely to be more cumbersome and time consuming for Shareholders to realise their investment; and
- (b) if the Company is delisted, the ASX Listing Rules will no longer apply to it and the Shareholder protections inherent in the ASX Listing Rules will no longer apply, including continuous disclosure, restrictions on the issue of Shares by the Company, ASX Corporate Governance Principles and Recommendations and the requirement to announce publicly various financial reports.

7.4 Effect of delisting

Shareholder approval for the delisting means that the Company will be removed from the Official List of the ASX. The date of removal will be no earlier than one month after the date of Shareholder approval and announcement by the Company that pursuant to the Shareholder approval, it will be proceeding with the delisting.

Set out below is an indicative timetable for removal. This timetable is indicative only and may change and assumes that the Company announces its intention to delist immediately upon receipt of Shareholder approval. Shareholders will be notified of any changes to the timetable. Prior to the date of removal of the Company from the Official List, the Company's Shares will continue to be traded on the ASX which will enable Shareholders who want to sell their Shares to do so for at least one month from the date of the Annual General Meeting.

The indicative timetable is:

Event	Date
Dispatch of Notice of General Meeting	21 November 2016
General meeting of Shareholders	23 December 2016
Announcement of proposed delisting	23 December 2016
Last day of trading	23 January 2017
Removal date	30 January 2017

7.5 Effect on Shareholders

If the Company successfully delists from the ASX, Shareholders will hold certificated Shares. Shareholders will be issued with a share certificate representing their holding which should be kept in a safe place as it is evidence of the shareholding and will be required to support any future transfer or sale request. Shareholders will not be able to trade their Shares via CHESS and all transfers will need to be effected via the execution of off market transfer forms being provided, together with any necessary supporting documentation, to the Company's share registry.

7.6 Directors' Recommendation

The Board recommends that Shareholders approve the Resolution for the reasons set out in Section 7.2.

Shareholders who remain on the Company's register after the removal of the Company from the Official List will retain the protections afforded to them under the Corporations Act and the Company's Constitution.

8. RESOLUTION 9 – ADOPTION OF NEW CONSTITUTION FOR WORLD TITANIUM RESOURCES LIMITED

A company may modify or repeal its constitution or a provision of its constitution by a special resolution of its shareholders. The constitution, being the rules by which the company operates, should continue to evolve in line with the company and the regulatory environment in which it operates.

Section 136 of the Corporations Act permits the Company to repeal its Constitution and, by special resolution, adopt a new one.

This Resolution seeks Shareholder approval for the adoption of the new constitution tabled at the Meeting and signed by the Chairman of the Meeting for the purposes of identification in place of the current Constitution.

The current Constitution of the Company contains a number of provisions that are only relevant to a company that is listed on ASX. Accordingly, the Company is seeking to adopt a new constitution that is appropriate for an unlisted company.

A copy of the proposed new constitution is available for review by Shareholders at the General Meeting, at the office of the Company and can be downloaded from the Company's website at www.worldtitaniumresources.com.

If the Resolution is passed, the adoption of the proposed new constitution will become effective upon the Company being removed from the Official List.

Resolution 9 is a special resolution which means that a vote to pass this Resolution is decided on a 75% majority of the votes cast by Shareholders entitled to vote. Resolution 9 is conditional upon Shareholders approving Resolution 8 and the Company being removed from the Official List.

The Board recommends that Shareholders approve this Resolution.

GLOSSARY

\$ means Australian dollars.

AMED and **AMED Fund II** means the African Minerals Exploration & Development Fund II SICAR SCA.

AMED Funds means AMED Fund I and AMED Fund II.

AMED Fund I means African Minerals Exploration & Development Fund SICAR SCA.

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

ASIC means the Australian Securities & Investments Commission.

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

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

ASX Settlement means ASX Settlement Pty Ltd ABN 49 008 504 532.

Board means the current board of directors of the Company.

Boule means Boule Titanium, Ltd. a company incorporated in Luxembourg, and a member of the Boule Mining Group.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

CHES means the ASX Clearing House Electronic Subregister System operated by ASX Settlement or such other securities clearing house as is approved pursuant to the Corporations Act from time to time and to which the ASX Listing Rules apply.

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 World Titanium Resources Ltd (ACN 120 723 426).

Constitution means the Company's constitution.

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

Demerge or **Demerger** means the proposal set out in Resolution 6, to separate the Australian and African assets of WTR, by way of an in specie distribution of shares in World Titane to WTR Shareholders.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement included in the Notice.

Key Management Personnel or **KMP** 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.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Record Date means the record date for the proposed Demerger determined in accordance with the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

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 Statement.

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

Shareholder means a registered holder of a Share.

US\$ means United States dollars.

World Titane means World Titane Holdings Ltd, a company incorporated in Mauritius with Mauritius Company Code C114200.

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

WTR means World Titanium Resources Ltd (ACN 120 723 426).

WTRH means WTR Holdings Pty Ltd (ACN 061 662 011).

World Titane Shareholders means a registered holder of a World Titane Share.

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

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius	Australia
<p>Share capital and issue of shares and other securities</p> <p>Subject to the Mauritius Companies Act, Mauritius Securities Act and to the constitution of a company, the board may offer and issue shares or options to acquire shares in the company to such persons, for such consideration and on such terms as the directors may determine.</p> <p>Save for any limitations as contained in the constitution and subject to provisions relating to variation of class right under the Mauritius Companies Act, the board of a company may be expressly permitted to issue further shares at any time ranking as to voting or distribution rights or both equally with, or in priority to, shares already issued by the company.</p> <p>A company must include in its constitution, the classes of shares that the company is authorised to issue and where there are two or more classes of shares, including the rights, privileges, restrictions and conditions attaching to each class of shares.</p> <p>Shares may be issued for consideration in any form, including payment in cash, promissory notes, contracts for future services, real or personal property or other securities of the company. The consideration for a share with par value must not be less than the par value of the share.</p> <p>If shares are to be issued by a company for a consideration other than for cash, the board shall determine the reasonable present cash value of the consideration and shall ensure that the present cash value of the consideration is:</p> <ul style="list-style-type: none"> (a) fair and reasonable to the company and to all existing shareholders; and (b) not less than the amount to be credited in respect of the shares. 	<p>The constitution of a typical Australian public company authorises the board to issue shares, options and other securities with preferred, deferred or other special rights or such restrictions, whether with regards to dividends, voting, return of capital and other matters as the directors may decide. The constitution typically does not impose any maximum limit on the number of shares.</p> <p>Under Australian law, a company, as part of its legal personality, has the power to issue and cancel shares in the company. In addition to this power, a company may also issue bonus shares, preference shares and partly paid shares. The company has the power to determine the terms and rights and restrictions attaching to the shares it issues.</p>

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius	Australia
<p>A certificate shall be signed by one of the directors describing the consideration in sufficient detail to identify it and state:</p> <ul style="list-style-type: none"> (a) the present cash value of the consideration and the basis for assessing it; (b) that the present cash value of the consideration is fair and reasonable to the company and to all existing shareholders; and (c) that the present cash value of the consideration is not less than the amount to be credited in respect of the shares. 	
<p>Share buybacks and share reductions</p>	
<p>Under the Mauritius Companies Act, a company may reduce its stated capital if the reduction is approved by special resolution and the reduction does not result in the company being in breach of any agreement with its creditor.</p> <p>No public notice on the proposed reduction will be required for a holder of a global business licence issued by the Mauritius Financial Services Commission.</p> <p>A company shall not reduce its stated capital to extinguish or reduce a liability in respect of an amount unpaid on a share or to reduce its stated capital for any purpose (other than the purpose of declaring that its stated capital is reduced by an amount that is not represented by the value of its assets), unless there are reasonable grounds on which the directors may determine that, immediately after the taking of such action, the company will be able to satisfy the solvency test.</p> <p>Subject to the constitution authorising it to do so, the board may make an offer to purchase or otherwise acquire the shares in a company provided that:</p>	<p>Under Australian law, a company may reduce its share capital if the reduction is fair and reasonable to the company's shareholders as a whole; does not materially prejudice the company's ability to pay its creditors; is approved by shareholders in accordance with the Corporations Act (with the relevant filings being made); and the statutory time period is adhered to.</p> <p>Under the Corporations Act, if the reduction is an equal reduction, it must be approved by an ordinary resolution passed at a general meeting of the company. However, if the reduction is a selective reduction, it must be approved either as a:</p> <ul style="list-style-type: none"> (a) special resolution passed at general meeting of the company with no votes cast by those who are to receive consideration as part of the reduction; or (b) a resolution agreed to at a general meeting by all ordinary shareholders.

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius

- (a) the acquisition is in the best interests of the company;
- (b) the terms of the offer or agreement and the consideration to be paid for the shares are fair and reasonable to the company;
- (c) in any case where the offer is not made to, or the agreement is not entered into with, all shareholders, the offer or the agreement, as the case may be, is fair to those shareholders to whom the offer is not made, or with whom no agreement is entered into;
- (d) shareholders to whom the offer is made have available to them any information which is material to an assessment of the value of the shares;
- (e) the company shall immediately after the acquisition satisfy the solvency test; and
- (f) the board has disclosed to shareholders or members or otherwise has made available to them all information which is material to the assessment of the value of the shares.
- A company may redeem a share which is issued as a redeemable share. A redemption of a share at the option of the company will be subject to the same conditions as an acquisition of shares by the company. Where a share is redeemable at the option of the holder of the share, and the holder giving proper notice to the company requiring the company to redeem the share, the share shall be redeemed and cancelled and the shareholder shall rank as an unsecured creditor of the company for the redemption sum on the due date. Where a share is redeemable on a specified date, on that date the share shall be redeemed and cancelled and the shareholder shall rank as an unsecured creditor of the company for the redemption sum.

Australia

- In addition, if the reduction involves the cancellation of shares, it must also be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled.
- Under Australian law, a company may buy back its own shares if the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in the Corporations Act.
- Under the Corporations Act:
- (a) shareholder approval by ordinary resolution will be required if the buy-back will exceed more than 10% of the company's issued capital within a 12 month period; and
- (b) shareholder approval will be required by special resolution if the buy-back will not qualify as an equal access buy-back (a buy-back will qualify as an equal access buy-back if, among other things, it relates only to ordinary shares and the offer is made equally to all holders of ordinary shares, otherwise the buy-back will be a selective buy-back).

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius	Australia
<p>A company may hold shares that have been acquired as treasury shares if the Constitution expressly permits the company to do so.</p> <p>Save and except for a holder of a Mauritius global business licence¹, the number of shares acquired, when aggregated with shares of the same class already held by the company as treasury shares, shall not exceed 15% of the shares of that class previously issued by the company, excluding shares that have been cancelled. All the rights and obligations attaching to a treasury share cannot be exercised by or against the company while it holds the share.</p>	
<p>Winding up</p> <p>Under the Mauritius Insolvency Act, the winding up of a company may be effected by way of:</p> <ul style="list-style-type: none"> (a) a winding up order made by the Court; (b) a creditors' voluntary winding up where the company is insolvent and the liquidator is appointed by a meeting of creditors; (c) a shareholders' voluntary winding up where the company is solvent and the liquidator is appointed by a shareholders' meeting; or (d) a resolution of creditors passed at the watershed meeting. 	<p>Voluntary winding up requires the company to pass a special resolution that it be wound up voluntarily. Subject to the provisions of the Corporations Act regarding preferential payments, upon winding up, the company's property must be applied in satisfaction of its liabilities equally and, unless the company's constitution provides otherwise, be distributed among the members according to their rights and interests in the company.</p> <p>For winding-up in insolvency or by the court, a distribution of the surplus assets can only be made by order of the court.</p>

¹ World Titane Holdings Limited will be the holder of such a Mauritius global business license (category GBC1)

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius	Australia
<p>A winding up is deemed to have commenced at the time of the passing of the winding up resolution. Upon the appointment of a liquidator, all the powers of the directors shall cease except so far as the liquidator or, with his consent, the company in general meeting may otherwise determine.</p> <p>A disposition of any property of a company and a transfer of shares or alteration in the status of a shareholder made after the commencement of a winding up shall be void.</p> <p>Subject to the provisions of the Mauritius Insolvency Act regarding preferential payments, upon winding up, the company's property, if any, remaining after payment of the debts and liabilities of the company and the costs of winding up, shall be distributed among the shareholders in accordance with the terms of issue of any shares in the company.</p>	
Takeovers	
<p>The takeover regulations issued under the Mauritius Securities Act impose conditions on offers for acquisition of shares of a company:</p> <ul style="list-style-type: none"> (a) who has made an offer of securities by way of a prospectus; (b) who has made a takeover offer; (c) whose securities are listed on a securities exchange in Mauritius; or (d) who has not less than 100 shareholders. 	<p>The Corporations Act places restrictions on a person acquiring relevant interests in the voting shares of an Australian unlisted public company which has more than 50 members, or an Australian listed company, where as a result of the acquisition, that person's or someone else's voting power in the company (together with the voting power of their associates) increases to 20% or from a starting point that is above 20% and below 90%.</p> <p>Certain exceptions apply, such as acquisitions of relevant interests in voting shares made under takeover bids or made with shareholder approval, or creeping acquisitions of not more than 3% in a 6 month period.</p>

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius	Australia
<p>However, the takeover provisions do not apply to a company holding a Mauritius global business licence² unless it is listed on a relevant securities exchange.</p> <p>A bidder must make a mandatory offer, <i>inter alia</i>, where that person, either individually or together with a person acting in concert, having the right to exercise, or control the exercise of, more than 30% of the rights attached to the voting shares of a company; or following a dealing in securities of a company, that person, either individually or together with a person acting in concert, acquires the right to exercise, or control the exercise of, more than 50% of the rights attached to the voting shares of the company.</p> <p>In a takeover offer, equal and fair treatment must be provided to all shareholders of the same class of a company, whether in relation to the consideration to be paid for their shares, the information to be supplied to them pursuant to the takeover rules.</p> <p>The takeover regulations permit compulsory acquisition of the voting shares of any dissenting shareholder, where a bidder has acquired or contracted to acquire not less than 90 % of the voting shares in the relevant company. Equally, any dissenting shareholder may require the aforesaid bidder to compulsory acquire his shares.</p>	<p>The Corporations Act permits compulsory acquisition of the shares for which acceptances have not been received where a bidder holds not less than a 90% relevant interest in the relevant securities.</p> <p>Takeover bids must treat all shareholders alike and must not involve any collateral benefits.</p>
<p>Limitations on directors' liability</p> <p>Subject to the constitution, a company may indemnify a director or an employee for:</p>	<p>Under the Australian Corporations Act, a company or a related body corporate must not exempt a person (whether directly or via an interposed entity) from a liability to the company incurred as an officer of a company.</p>

² World Titane Holdings Limited will be the holder of such a Mauritius global business license (category GBC1). At present, World Titane Holdings Limited does not intend listing on a stock exchange.

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius	Australia
<p>(a) liability to any person, other than the Company or a related company, for any act or omission in such capacity; and</p> <p>(b) for any costs incurred by him in respect of any proceedings that relate to liability for any act or omission in his capacity as a director or employee.</p> <p>No indemnity can be payable to a director or an employee in the case of criminal liability or liability in respect of a breach of director's fiduciary duty to exercise the powers honestly in good faith in the best interests of the company save and except where judgment is given in his favour, or in which he is acquitted, or which is discontinued or in which he is granted relief under the Mauritius Companies Act or where proceedings are threatened and such threatened action is abandoned or not pursued.</p> <p>Any indemnity given in breach of the Mauritius Companies Act will be void and of no effect.</p>	<p>A company or a related body corporate cannot indemnify a director from any of the following liabilities incurred as an officer of the company:</p> <p>(a) a liability owed to the company;</p> <p>(b) a liability for a pecuniary penalty or a compensation order incurred under the Corporations Act; or</p> <p>(c) a liability that is owed to someone other than the company or a related body corporate and did not arise out of conduct in good faith. This prohibition does not apply to legal costs (but the Corporations Act also restricts a company from indemnifying directors against certain types of legal costs).</p>
<p>Protection of minority shareholders: oppression</p> <p>The Mauritius Companies Act provides a series of remedies available to the shareholders.</p> <p>An order restraining a company or a director of a company who, proposes to engage in conduct that would contravene the constitution of the company or the Act from engaging in that conduct and such consequential relief can be obtained by shareholders.</p> <p>A shareholder of a company may apply to the court for an order requiring the company or its board or a director of the company to take any action that is required to be taken by the constitution of the company or the Mauritius Companies Act. Shareholders can also bring derivative, personal and representative actions under certain circumstances.</p>	<p>Under Australian law, a shareholder of an Australian company may apply to the court under the Corporations Act to bring an action in cases of conduct which is either contrary to the interests of shareholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, any shareholders in their capacity as a shareholder, or themselves in a capacity other than as a shareholder.</p>

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius

Australia

According to the Mauritius Companies Act, any shareholder or former shareholder of a company, or any other entitled person, who considers that the affairs of a company have been, or are being, or are likely to be, conducted in a manner that is, or any act or acts of the company have been, or are, or are likely to be, oppressive, unfairly discriminatory, or unfairly prejudicial to that person in that capacity or in any other capacity, may seek relief from the court. However, this remedy is not available to shareholders of a company holding a Mauritius global business licence³.

A shareholder may require a company to purchase his shares where a special resolution has been passed to alter the constitution of the company, with a view to impose or remove a restriction on the business or activity of the company or to reduce the stated capital of the company or to approve a major transaction or to vary rights attached to a share class and the shareholder has cast all his votes against the resolution.

Under the Mauritius Insolvency Act, a shareholder may also petition to the court for an order that the company be wound up on the ground that the directors have acted in the affairs of the company in their own interests rather than in the interests of the members as a whole, or in any other manner which is unfair or unjust to other shareholders.

Any shareholder who is aggrieved by a decision of a director may also have a cause of action against him under the Mauritius Civil Code.

³ World Titane Holdings Limited will be the holder of such a Mauritius global business license (category GBC1)

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius		Australia
Accounting and Auditors		
<p>A company must keep such records that correctly record and explain the transactions of the company to enable the financial position of the company to be determined with reasonable accuracy, to prepare financial statements that comply with the Mauritius Companies Act and to enable the financial statements of the company to be readily and properly audited. The financial statements of a company shall present fairly the financial position, financial performance and, where stated, the cash flow of the company.</p> <p>The financial statements of a company should be audited in accordance with the International Accounting Standards.</p> <p>A company must appoint an auditor, with the first auditor by the board before the first annual meeting and at each annual meeting, to audit the financial statements of the company. Subject to any relevant legislation applicable to the company, an audited financial statement should be filed with the relevant authorities within 6 months of the balance sheet date.</p> <p>A small private company (with annual turnover less than 50 million rupees) and a company holding a Mauritius category 2 global business licence⁴ can opt not to appoint an auditor.</p>	<p>Under the Corporations Act, a company must report to members for a financial year by providing financial reports for the year, directors' reports for the year and an auditor's report on the financial report or a concise report as specified under the Corporations Act.</p> <p>The directors of a public company must appoint an auditor within 1 month after the day on which the company is registered; however this appointment is subject to confirmation at the next annual general meeting. A public company must appoint an auditor of the company to fill any vacancy in the office of auditor at each subsequent annual general meeting.</p>	
Mauritius Global Business License – Category 1 (“GBC1”)		
<p>World Titane is to be the holder of a GBC1 license, which has the following characteristics:</p> <ul style="list-style-type: none"> - it is regulated by the Mauritius Financial Services Commission under the Financial Services Act 2007; 		

⁴ World Titane Holdings Limited will be the holder of such a Mauritius global business license (category GBC1, not category GBC2). As such it will be required to appoint an auditor.

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius

Australia

- it must adhere to the conditions as set out in the GBC1 licence, inter alia, it must not conduct business other than that which is consistent with the purpose as stated in the business plan; it must notify the Mauritius Financial Services Commission of any material change in its purpose and/or working principle; the removal of a director or manager or senior officer of World Titane who are not , in the opinion of the Mauritius Financial Services Commission, fit and proper; and where the Mauritius Financial Services Commission is not satisfied that a World Titane Shareholder exercising control is fit and proper, it may direct such shareholder to dispose of his shareholding and with immediate effect not to exercise his voting rights;
- it is a tax resident in Mauritius and has accessed to the network of Avoidance of Double Taxation Agreements that Mauritius has concluded;
- it is subject to corporate income tax of 15% which after application of (i) actually foreign tax suffered by documentary evidence; or (ii) a deemed tax credit of 80% ,will be reduced to maximum 3% in Mauritius;
- it must appoint an auditor and prepare and file audited financial statement within 6 months from balance sheet date with the Mauritius Financial Services Commission; and
- to maintain its tax residency in Mauritius, it would undertake, inter alia, to have at least two resident directors in Mauritius; to maintain its principal bank account in Mauritius; to keep its accounting records at its registered office in Mauritius; to provide for meetings of directors to include at least 2 resident directors.

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius		Australia
Obtaining information in relation to share register		
<p>Under the Mauritius Companies Act, a company must maintain a register of members which is able to be inspected by shareholders or any person duly authorised by a shareholder without charge. A shareholder can obtain a copy of the register (or any part of it) by making a request in writing to the company and paying a reasonable copying and administration fee prescribed by the company.</p> <p>Anyone else may inspect on payment of any prescribed fee, any document filed by a public company holding a Mauritius Category One global business licence⁵, at the Registrar of Companies including notice of issue of shares and notice of transfer of shares.</p>	<p>Under the Corporations Act, a company must maintain a register of members which is able to be inspected by members without charge. Anyone else may inspect on payment of any required fee, not exceeding the maximum prescribed by the Corporations Regulations. Under the Corporations Act, a person can obtain a copy of the register (or any part of it) by making an application to the company and satisfying certain conditions set out in the Corporations Act and Corporations Regulations.</p>	
Appointing and removing directors		
<p>Under the Mauritius Companies Act, a company may appoint a person as a director by an ordinary resolution passed in general meeting unless the constitution of the company otherwise provides. Typically, the constitution of a Mauritius public company will make provision for the appointment of directors and commonly provides for the power to appoint directors to be exercised by the shareholder meeting or by notice to the company signed by the holder or holders for the time being of the majority of voting shares in the company, sometimes with the qualification that the board may make appointments to fill casual vacancies or as appointments of additional directors up to the maximum allowed by the constitution.</p>	<p>Under the Corporations Act, a company may appoint a person as a director by a resolution passed in general meeting subject to the provisions of the company's constitution. Typically, the constitution of an Australian company will make provision for the appointment of directors and commonly provides for the power to appoint directors to be exercised by the general meeting, sometimes with the qualification that the board may make appointments to fill casual vacancies or as appointments of additional directors up to the maximum allowed by the constitution.</p> <p>A director of an Australian public company can be removed by a resolution passed in general meeting.</p> <p>The Court also has power to order the removal of a director where the company's affairs are being conducted oppressively or unfairly.</p>	

⁵ World Titane Holdings Limited will be the holder of such a Mauritius global business license (category GBC1) and will be converted from a private company to a public company. At present, World Titane Holdings Limited does not intend listing on a stock exchange.

APPENDIX A: SUMMARY OF KEY DIFFERENCES BETWEEN AUSTRALIAN AND MAURITIUS COMPANIES LAW

Mauritius

A director of a Mauritius public company can be removed by an ordinary resolution passed at a meeting called for the purpose that includes the removal of a director.

A director of a Mauritius public company can also be removed or the office of director be vacated, if a director:

- (a) attains the age of 70 years;
- (b) resigns;
- (c) is removed in accordance with the Mauritius Companies Act or the constitution of the company; or
- (d) becomes disqualified for reasons such as being:
 - (i) an undischarged bankrupt;
 - (ii) disqualified by the Court to act as a director, inter alia:
 - A. for conviction of an offence in connection with the promotion, formation or management of a company;
 - B. for conviction of a crime involving dishonesty;
 - C. for committing an offence under the Mauritius Companies Act for non-compliance, falsification of records, making false statement, fraudulent use or destruction of property, carrying on business fraudulently; or
 - D. for persistently failing to comply with the Mauritius Companies Act and the Mauritius Securities Act 2005; or
 - (iii) being adjudged to be of unsound mind.

Australia

APPENDIX B – WORLD TITANIUM RESOURCES' (COMPANY'S) CONSOLIDATED PRO-FORMA BALANCE SHEET

Description	Note	Consolidated Audit 30-Jun-16 AUD	Consolidated Pro Forma 30-Jun-16 AUD
Current Assets			
Cash and Cash Equivalent	1	1,472,948	1,414,961
Trade and Other Receivables	(f)(g)	156,081	3,077
Inventories		2,776	-
Total Current Assets		1,631,805	1,418,038
Non-Current Assets			
Investments in Subsidiaries	(a)(b)(c)(h)	-	-
Plant and Equipment		85,636	1,401
Financial Assets - Listed Shares		-	-
Other Non Current Assets		-	-
Deferred Tax		-	-
Long Term Receivables	(f)(g)	250,380	-
Exploration Expenditure		-	-
Total Non-Current Assets		336,016	1,401
Total Assets		1,967,821	1,419,438
Current Liabilities			
Trade and Other Payables		73,799	36,899
Financial Liabilities		-	-
Total Current Liabilities		73,799	36,899
Non-Current Liabilities			
Long Term Loans Payable	(a)(b)(c)(d)(e)(f)	-	-
Deferred Tax		-	-
Provisions		-	-
Total Non-Current Liabilities		-	-
Total Liabilities		73,799	36,899
Net Assets		1,894,022	1,382,539
Equity			
Share Capital		30,391,868	30,391,868
Reserves		2,409,982	2,066,458
Retained Earnings		(30,907,828)	(31,075,787)
Non Controlling Interest		-	-
Total Equity		1,894,022	1,382,539

Actual and Proposed Transactions to Arrive at Pro-forma Unaudited Consolidated Statement of Financial Position

The Consolidated position as at 30 June 2016 is based on the existing structure and includes the financial accounts for the Company and World Titane. The Company pro forma accounts as at 30 June 2016 are based on the accounts for the Company taking into the following actual and proposed transactions:

- (c) the Company subscribes for, and World Titane issues, \$9,157,482 (equivalent) of new shares in World Titane;
- (d) the Company subscribes for, and World Titane issues, \$430,323 (equivalent) of new shares in World Titane in exchange for a promissory note (PN1);
- (e) the Company subscribes for, and World Titane issues, \$6,857,276 (equivalent) of new shares in World Titane in exchange for a promissory note (PN2);
- (f) Malagasy Sands No 2 Limited assigns PN1 to WTRH in satisfaction of the \$430,323 it owes to WTRH and Madagascar Mineral Fields Ltd assigns PN2 to WTRH in satisfaction of the \$6,857,276 it owes to WTRH;
- (g) WTRH forgives PN1 and PN2;
- (h) WTRH transfers long term royalty receivable rights to the Company at book value;
- (i) the Company transfers long term royalty receivable rights to World Titane; and
- (j) the Company makes an in specie distribution of its shares in World Titane.

NOTE 1

The pro forma balance sheet does not include cash expenditure of approximately \$332,500 for the period 1 July 2016 through 30 September 2016.

APPENDIX B – WORLD TITANIUM RESOURCES’ (COMPANY’S) CONSOLIDATED PRO-FORMA PROFIT AND LOSS STATEMENT

Description	Note	Consolidated Audit 30-Jun-16 AUD	Consolidated Pro Forma 30-Jun-16 AUD
Continuing Operations			
Revenue and other income		39,592	14,608
Personnel expense		(1,123,033)	(664,849)
Exploration and evaluation expense		(432,908)	(273,589)
Professional services expense		(317,292)	(272,539)
Administration expense		(312,529)	(150,266)
Depreciation		(42,643)	(2,325)
Travel expense		(121,432)	(105,524)
Foreign currency translation gain/(loss)		129,032	118,813
Loss before income tax from continuing operations		(2,181,213)	(1,335,671)
Income tax expense		-	-
Net loss for the year		(2,181,213)	(1,335,671)
Other comprehensive income for the year, net of tax			
<i>Items that may be reclassified to profit or loss</i>			
Exchange difference on translation of foreign operations		(32,420)	-
Other comprehensive loss for the year		(32,420)	-
Total comprehensive loss for the year attributable to the members of World Titanium Resources Limited		(2,213,633)	(1,335,671)

APPENDIX C – WORLD TITANE HOLDINGS LTD'S CONSOLIDATED PRO-FORMA BALANCE SHEET

Description	Note	Consolidated Audit 30-Jun-16 AUD	Consolidated Pro Forma 30-Jun-16 AUD
Current Assets			
Cash and Cash Equivalent	(g)	57,987	57,987
Trade and Other Receivables		73,325	145,329
Inventories		2,777	2,777
Total Current Assets		134,089	206,093
Non-Current Assets			
Investments in Subsidiaries	(d)(e.)	-	-
Plant and Equipment		84,235	84,235
Financial Assets - Listed Shares		-	-
Other Non Current Assets		-	-
Deferred Tax		-	-
Long Term Receivables	(g)	-	250,380
Exploration Expenditure		-	-
Total Non-Current Assets		84,235	334,615
Total Assets		218,324	540,708
Current Liabilities			
Trade and Other Payables		36,900	36,900
Financial Liabilities		-	-
Total Current Liabilities		36,900	36,900
Non-Current Liabilities			
Long Term Loans Payable	(a)(b)(c)(d)(e)(f)	16,122,697	-
Deferred Tax		-	-
Provisions		-	-
Total Non-Current Liabilities		16,122,697	-
Total Liabilities		16,159,597	36,900
Net Assets		(15,941,273)	503,808
Equity			
Share Capital	(a)(b)(c.)	1,000	16,446,081
Reserves		2,106,596	2,106,596
Retained Earnings		(18,048,869)	(18,048,869)
Non Controlling Interest		-	-
Total Equity		(15,941,273)	503,808

Actual and Proposed Transactions to Arrive at Pro-forma Unaudited Consolidated Statement of Financial Position

Actual and proposed transactions adjusting the 30 June 2016 unaudited consolidated condensed Statement of Financial Position of World Titane in the pro-forma consolidated Statement of Financial Position of World Titane are as follows:

- (a) WTR subscribes for, and World Titane issues, \$9,157,482 (equivalent) of new shares in World Titane;
- (b) WTR subscribes for, and World Titane issues, \$430,323 (equivalent) of new shares in World Titane in exchange for a promissory note (PN1);
- (c) WTR subscribes for, and World Titane issues, \$6,857,276 (equivalent) of new shares in World Titane in exchange for a promissory note (PN2);
- (d) World Titane subscribes for, and Malagasy Sands No2 Limited issues, \$430,323 (equivalent) of new shares in Malagasy Sands No2 Limited in exchange for the assignment of PN1 to Malagasy Sands No2 Limited;
- (e) World Titane subscribes for, and Madagascar Mineral Fields Ltd issues, \$6,857,276 (equivalent) of new shares in Madagascar Mineral Fields Ltd in exchange for the assignment of PN2 to Madagascar Mineral Fields Ltd;
- (f) Malagasy Sands No 2 Limited assigns PN1 to WTRH in satisfaction of the \$430,323 it owes to WTRH and Madagascar Mineral Fields Ltd assigns PN2 to WTRH in satisfaction of the \$6,857,276 it owes to WTRH; and
- (g) WTR transfers long term royalty receivables rights to World Titane.

APPENDIX C – WORLD TITANE HOLDINGS LTD'S CONSOLIDATED PRO-FORMA BALANCE SHEET

Description	Note	Consolidated Audit 30-Jun-16 AUD	Consolidated Pro Forma 30-Jun-16 AUD
Continuing Operations			
Revenue and other income		24,984	24,984
Personnel expense		(458,184)	(458,184)
Exploration and evaluation expense		(159,319)	(159,319)
Professional services expense		(44,753)	(44,753)
Administration expense		(159,347)	(159,347)
Depreciation		(40,318)	(40,318)
Travel expense		(15,908)	(15,908)
Foreign currency translation gain/(loss)		10,219	10,219
Loss before income tax from continuing operations		(842,626)	(842,626)
Income tax expense		-	-
Net loss for the year		(842,626)	(842,626)
Other comprehensive income for the year, net of tax			
<i>Items that may be reclassified to profit or loss</i>			
Exchange difference on translation of foreign operations		(32,420)	(32,420)
Other comprehensive loss for the year		(32,420)	(32,420)
Total comprehensive loss for the year attributable to the members of World Titane Holdings Ltd		(875,046)	(875,046)



**WORLD TITANIUM
RESOURCES**
PROXY FORM
WORLD TITANIUM RESOURCES LTD
ACN 120 723 426
ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9:30 am WST, on 23 December 2016 at BGC Conference Centre, Ground Floor, 28 The Esplanade Perth WA 6000, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where 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 below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Termination Benefit for Mr Jeffrey Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Carlo Baravalle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr David Sanders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director – Mr Michael Silbert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Reduction of capital – Demerger of African Assets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Disposal of Main Undertaking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Delisting from the ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Adoption of new constitution for WTR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to World Titanium Resources Ltd, 15 Lovegrove Close, Mount Claremont WA 6010; or
 - (b) facsimile to the Company on facsimile number +61 (0)8 9284 3801; or
 - (c) email to the Company at anzel.dutoit@bigpond.com,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.