

Appendix 3Y

Change of Director's Interest Notice

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

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

Name of entity	TITAN MINERALS LIMITED
ABN	97 117 790 897

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

Name of Director	Matthew Carr
Date of last notice	29/12/2017

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

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

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

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr M I Carr & Mr I M Carr as trustee for Ian Carr Family Super Fund ML Carr Pty Ltd Mr Carr is trustee and beneficiary of Ian Carr Family Trust Super Fund and a director of ML Carr Pty Ltd
Date of change	10/08/2018
No. of securities held prior to change	5,000,000 fully paid ordinary shares (Shares) 7,000,000 Class A Performance Rights 7,750,000 Class B Performance Rights 8,250,000 Class C Performance Rights
Class	Fully paid ordinary shares

+ See chapter 19 for defined terms.

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Number acquired	62,384,936 Shares (subject to 12 months escrow until 10 August 2019 as disclosed in the bidder statement dated 23 May 2018)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration. Under the terms of the Takeover Bid, 1 New Titan Share were issued for each 1.18 Andina Shares transferred to Titan (with any fractional entitlements to New Titan Shares being rounded up or down to the nearest whole number, with fractional entitlements of 0.5 and above being rounded up).
No. of securities held after change	67,384,936 fully paid ordinary shares 7,000,000 Class A Performance Rights 7,750,000 Class B Performance Rights 8,250,000 Class C Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Titan Shares as consideration under the Andina Takeover and as approved by shareholders on 12/07/2018

Part 2 – Change of director's interests in contracts

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

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

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

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