

12 December 2018

Mr Wade Baggott
Principal Adviser, Listings Compliance Perth
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Wade

TITANIUM SANDS LIMITED – ASX CONFIRMATION STATEMENT

Titanium Sands Limited (the “**Company**”) confirms the following:

- (a) We confirm that the Company has closed its prospectus dated 29 March 2018 as varied by the supplementary prospectus dated 21 June 2018 and second supplementary prospectus dated 19 September 2018 (the “**Prospectus**”), with all conditions under the Public Offer having been satisfied. We confirm completion of the issue of all securities under each of the Offers under the Prospectus.
- (b) We confirm that 13,371,450 Shares have been issued to the Cuprum Holdings Limited in lieu of Vendor Cash Consideration.
- (c) We confirm that 4,600,000 Shares have been issued under the Creditor Offer to convert outstanding loans to creditors.
- (d) We confirm satisfaction (without waiver unless consented to by ASX) of each of the conditions precedent to, and completion of, the Option Agreement for the acquisition of 100% of Srinel Holdings Limited.
- (d) We confirm that there are no legal, regulatory, statutory or contractual impediments to the Company entering the land the subject of the exploration licences and recently renewed exploration licences as disclosed in the Prospectus and carrying out exploration activities such that the Company will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).
- (e) We confirm that there have been no material subsequent events to alter the Company’s consolidated pro-forma statement of financial position as detailed in the Prospectus.
- (f) We confirm that the Company is in compliance with the listing rules and in particular Listing Rule 3.1.

Yours faithfully



Nicki Farley
Company Secretary