

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Titanium Sands Limited

ACN/ARSN 65 009 131 533

1. Details of substantial holder (1)

Name Mr Jason Peterson

ACN/ARSN (if applicable) n/a

There was a change in the interests of the substantial holder on

	14	/	12	/	2018
The previous notice was given to the company on	03	/	10	/	2017
The previous notice was dated	03	/	10	/	2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid (O.F.P.)	38,000,000	7.34%	29,326,866	5.16%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
13/12/2018	Celtic Capital Pty Ltd <Income A/C>	Advisor shares	\$54,712.00	2,735,600	2,735,600
13/12/2018	CPS Capital Investments Pty Ltd	Advisor shares	\$58,992.00	2,949,600	2,949,600
31/01/2018	Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Consolidation 1:3	\$NIL	(20,000,000)	(20,000,000)
19/06/2018	Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Purchase via off market transfer	\$21,000.00	1,000,000	1,000,000
12/12/2018	Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Public Offer	\$150,000.00	7,500,000	7,500,000
31/01/2018	Professional Payment Services P/L	Consolidation 1:3	\$NIL	(3,333,334)	(3,333,334)
13/02/2018	Professional Payment Services P/L	Sale via off market transfer	\$8,333.33	(1,666,666)	(1,666,666)
13/02/2018	Celtic Capital Pty Ltd <Celtic No 2 A/C>	Purchase via off market transfer	\$8,333.33	1,666,666	1,666,666
31/01/2018	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Consolidation 1:3	\$NIL	(2,000,000)	(2,000,000)
19/06/2018	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Sale via off market transfer	\$21,000.00	(1,000,000)	(1,000,000)
12/12/2018	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Public Offer	\$69,000.00	3,475,000	3,475,000

4. Present relevant interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Celtic Capital Pty Ltd <Income A/C>	Celtic Capital Pty Ltd <Income A/C>	Celtic Capital Pty Ltd <Income A/C>	Direct	2,735,600	2,735,600
CPS Capital Investments Pty Ltd	CPS Capital Investments Pty Ltd	CPS Capital Investments Pty Ltd	Direct	2,949,600	2,949,600
Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Direct	18,500,000	18,500,000
Celtic Capital Pty Ltd <Celtic No 2 A/C>	Celtic Capital Pty Ltd <Celtic No 2 A/C>	Celtic Capital Pty Ltd <Celtic No 2 A/C>	Direct	1,666,666	1,666,666
Celtic Capital Pty Ltd <The Celtic Capital A/C>	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Direct	3,475,000	3,475,000

6. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Celtic Capital Pty Ltd <Income A/C>	Director
CPS Capital Investments Pty Ltd	Director
Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Trustee
Celtic Capital Pty Ltd <Celtic No 2 A/C>	Director
Celtic Capital Pty Ltd <The Celtic Capital A/C>	Director

7. Addresses

The addresses of persons named in this form are as follows:


Name	Address
Celtic Capital Pty Ltd <Income A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
CPS Capital Investments Pty Ltd	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Celtic Capital Pty Ltd <Celtic No 2 A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Celtic Capital Pty Ltd <The Celtic Capital A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831

Signature

print name Mr Jason Peterson

capacity Director & Trustee

sign here



date 11 / 01 / 2019