



ASX RELEASE

22 September 2020

TITANIUM SANDS LIMITED

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PLACEMENT & SHARE PURCHASE PLAN

PLACEMENT

Titanium Sands Ltd ("**TSL**" or "**The Company**") is pleased to announce that it has received firm commitments from sophisticated investors to raise \$2,200,000 (before costs) via a placement ("**Placement**") of 50,000,000 ordinary shares at an issue price of \$0.044 per share ("**Placement Shares**"). The Placement Shares will be issued using the Company's existing ASX Listing Rule 7.1A capacity.

The subscribers to the Placement will be offered 1 free attaching option, exercisable at \$0.10 and expiring 3 years from the date of issue for every 2 Placement Shares subscribed, being a total of 25,000,000 Options ("**Attaching Placement Options**"). The Attaching Placement Options will be issued using the Company's existing ASX Listing Rule 7.1 capacity.

Allotment of the Placement Shares is expected to occur on or about 24 September 2020. Allotment of the Attaching Placement Options is expected to occur in accordance with the timetable below.

SHARE PURCHASE PLAN

The Company is also pleased to announce that it will undertake a Share Purchase Plan ("**SPP**") to raise \$500,000, pursuant to which existing eligible shareholders (being shareholders who were registered as TSL shareholders as at 5.00pm (WST) on the Record Date of 21 September 2020 and whose registered address is in Australia or New Zealand ("**Eligible Shareholders**") will have the opportunity to acquire up to \$30,000 worth of ordinary shares (irrespective of the size of their shareholding), at an issue price of \$0.044 per share ("**SPP Shares**").

The subscribers to the SPP will also be offered 1 free attaching option, exercisable at \$0.10 and expiring 3 years from the date of issue for every 2 SPP Shares subscribed ("**SPP Attaching Options**"). The SPP Attaching Options will be on the same terms as the Placement Attaching Options.

The issue price per SPP Share will be the same as the issue price per Placement Share which represents a 17% discount to the 5 day volume weighted average price (VWAP) as at the Record Date and no brokerage or commissions are payable in respect of SPP Shares applied for under the SPP. The Directors reserve its discretion to accept oversubscriptions under the SPP to raise up to an additional \$500,000. If the total SPP applications received are in excess of

\$500,000 (plus such oversubscriptions as the Directors determine to accept), the Directors reserve the right to scale back applications at its discretion.

Full details of the SPP will be set out in the SPP offer document (which will be a prospectus). The Company anticipates posting the SPP offer document to Eligible Shareholders together with their personalised application form in accordance with the timetable below.

The funds raised from the Placement and SPP will be used primarily to undertake a further drilling program with the aim of converting part of the already identified inferred resource at its Mannar Island Project to a greater category indicated resource as well as further exploration on its Mannar Island Project.

The Placement was managed by CPS Capital Group Pty Ltd (“**CPS**”). Under CPS’s mandate, CPS will receive a 2% Management Fee and Placement Fee of 4% of all funds raised under the Placement. CPS (and/or their nominee) will also receive 40,000,000 Options at an issue price of \$0.00001 per Option (“**Corporate Options**”). The Corporate Options are exercisable at \$0.10 and expiring 3 years from the date of issue and will otherwise be on the same terms as the Attaching Placement Options and Attaching SPP Options. The SPP will also be managed by CPS Capital Group Pty Ltd (“**CPS**”). Under CPS’s mandate, CPS will receive a 6% Management Fee of all funds raised under the SPP. Additionally, CPS will be paid an Options Exercise Fee of 6% of amounts paid to the Company upon the exercise of any Placement Attaching Options or Corporate Options.

The SPP Shares and SPP Attaching Options will be issued using the Company’s existing ASX Listing Rule 7.1 capacity, as such the Company will not be relying on ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547. The Corporate Options will also be issued using the Company’s existing ASX Listing Rule 7.1 capacity. Subject to meeting the minimum ASX quotation requirements, the Company intends to apply for quotation of the Placement Attaching Options, SPP Attaching Options and Corporate Options.

The indicative timetable for the Placement and SPP is detailed below:

EVENT	DATE
Record Date (for identifying shareholders entitled to participate in the SPP)	21 September 2020
Announcement Date	22 September 2020
Allotment and Issue of Placement Shares	24 September 2020
Lodge Prospectus containing SPP Offer and offer of Placement Attaching Options and offer of Corporate Options (Offers)	20 October 2020
Opening Date of Offers	21 October 2020
Closing Date of Offers	10 November 2020
Completion Date (results of the SPP announced by the Company)	13 November 2020
Allotment and Issue of SPP Shares and (subject to meeting minimum ASX quotation requirements) SPP Attaching Options, Placement Attaching Options and Corporate Options	17 November 2020
Quotation of SPP Shares and (subject to meeting minimum ASX quotation requirements) SPP Attaching Options, Placement Attaching Options and Corporate Options	20 November 2020

This timetable is indicative only and the Company may, at its discretion, vary any of these dates except for the Record Date.

Ends-

The Board of Directors of Titanium Sands Ltd authorised this announcement to be given to ASX.

Further information contact:

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