

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

1a. Company Name/Scheme WORLD TITANIUM RESOURCES LIMITED
ACN/ARSN ACN 120 723 426

1. Details of substantial holder(1)

Name AFRICAN MINERALS EXPLORATION & DEVELOPMENT FUND II (SAR)
ACN/ARSN (if applicable)

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

12/15/15

The previous notice was given to the company on

1/1 N/A

The previous notice was dated

1/1 N/A

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 or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<u>Ordinary shares</u>	<u>N/A</u>	<u>N/A</u>	<u>69,765,116</u>	<u>19.27%</u>

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 are as follows:

Date of change	Person whose relevant interest changed	Nature of change (5)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	<u>See Annexure A attached</u>				

4. Present relevant interests

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
<u>African Minerals Exploration & Development Fund II (SAR)</u>		<u>African Minerals Exploration & Development Fund II (SAR)</u>	<u>legal and beneficial holder</u>	<u>Ordinary shares</u>	

Total: 69,765,116 (19.27%)

5. 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
N/A	


6. Addresses

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

Name	Address
African Minerals Explor	12F rue Guillaume Kroll
Region 2 Development	L-1882 LUXEMBOURG

Fund II SICAR

Signature

print name EXPLORA capacity Fund manager
 sign here  date 13 / 02 / 15

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement, and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg, if the relevant interest arises because of an option) write "unknown"
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A**Changes in relevant interests**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
06/01/2015	African Minerals Exploration & Development Fund II SICAR	on market acquisition	\$ 13 178.57	310 000	310 000
07/01/2015			\$ 4 142.61	85 875	85 875
09/01/2015			\$ 28 385.57	564 887	564 887
20/01/2015			\$ 10 695.71	215 000	215 000
21/01/2015			\$ 1 130.63	25 000	25 000
23/01/2015			\$ 8 442.00	200 000	200 000
27/01/2015			\$ 13 869.00	300 000	300 000
28/01/2015			\$ 21 671.41	433 875	433 875
04/02/2015			\$ 6 289.85	142 240	142 240
05/02/2015			\$ 15 477.00	350 000	350 000
06/02/2015			\$ 5 253.48	113 638	113 638
09/02/2015			\$ 22 773.30	515 000	515 000
10/02/2015			\$ 1 105.50	25 000	25 000
12/02/2015			\$ 21 429.10	484 602	484 602
13/02/2015			\$ 200 999.95	3 999 999	3 999 999
Total					\$ 374 843.68

Previous and present voting powers

Class of securities	Previous Holding		Present Holding	
	Shares held	Voting Power	Shares held	Voting Power
Ordinary shares	62 030 000	17.14%	69 765 116	19.27%