

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000.

Name of entity

WORLD TITANIUM RESOURCES LIMITED

ACN, ARBN or ARSN

120 723 426

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- 1 +Class of +securities issued or to be issued

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest

+ See chapter 19 for defined terms.

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**New issue announcement**

	payment <ul style="list-style-type: none"><li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>																																								
5	Issue price or consideration																																								
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)																																								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates																																								
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>231,371,341</td><td>ORD (WTR)</td></tr></table>	Number	+Class	231,371,341	ORD (WTR)																																			
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9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th></th><th>+Class</th></tr><tr><td>782,315</td><td>WTRAU</td><td>ORD RESTRICTED 12/10/2012</td></tr><tr><td>66,205,210</td><td>WTRAW</td><td>ORD RESTRICTED 12/01/2014</td></tr><tr><td>1,492,050</td><td>WTRAA</td><td>WARRANTS \$US0.285 21/06/2013</td></tr><tr><td>30,000</td><td></td><td>OPTIONS \$1.20 26/11/2012</td></tr><tr><td>375,000</td><td></td><td>OPTIONS \$0.80 8/05/2013</td></tr><tr><td>16,250</td><td></td><td>OPTIONS \$0.48 28/02/2015</td></tr><tr><td>475,000</td><td></td><td>OPTIONS \$0.80 8/05/2015</td></tr><tr><td>12,500</td><td></td><td>OPTIONS \$0.60 22/05/2015</td></tr><tr><td>12,500</td><td></td><td>OPTIONS \$0.84 22/05/2015</td></tr><tr><td>12,500</td><td></td><td>OPTIONS \$1.12 22/05/2015</td></tr><tr><td>16,275,000</td><td>WTRAY &amp; WTRAZ</td><td>OPTIONS RESTRICTED \$0.285 31/03/2015</td></tr><tr><td>1,000,000</td><td></td><td>OPTIONS \$0.285 31/03/2015</td></tr></table>	Number		+Class	782,315	WTRAU	ORD RESTRICTED 12/10/2012	66,205,210	WTRAW	ORD RESTRICTED 12/01/2014	1,492,050	WTRAA	WARRANTS \$US0.285 21/06/2013	30,000		OPTIONS \$1.20 26/11/2012	375,000		OPTIONS \$0.80 8/05/2013	16,250		OPTIONS \$0.48 28/02/2015	475,000		OPTIONS \$0.80 8/05/2015	12,500		OPTIONS \$0.60 22/05/2015	12,500		OPTIONS \$0.84 22/05/2015	12,500		OPTIONS \$1.12 22/05/2015	16,275,000	WTRAY & WTRAZ	OPTIONS RESTRICTED \$0.285 31/03/2015	1,000,000		OPTIONS \$0.285 31/03/2015
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NOT APPLICABLE
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	

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+ See chapter 19 for defined terms.

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|----|---|--|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | +Despatch date  |  |

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a) ☐ Securities described in Part 1
- (b) ☒ All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid,

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+ See chapter 19 for defined terms.

employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*(If the additional securities do not form a new class, go to 43)*

*Tick to indicate you are providing the information or documents*

- 35 ☐ The names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ A distribution schedule of the additional +securities setting out the number of holders in the categories
- 37 ☐ A copy of any trust deed for the additional +securities

*(now go to 43)*

## Entities that have ticked box 34(b)

- |    |  |  |
|----|--|--|
| 38 | Number of securities for which +quotation is sought  | 7,906,700  |
| 39 | Class of +securities for which quotation is sought   | ORDINARY SHARES FULLY PAID                                 |
| 40 | <p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | YES  |
| 41 | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>   | <p>END OF RESTRICTION PERIOD</p> <p>7,906,700 15/05/12</p> |

+ See chapter 19 for defined terms.

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### New issue announcement

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- 42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class
231,371,341	ORD (WTR)

(now go to 43)

## All entities

### Fees

- 43 Payment method (tick one)

☐

Cheque attached

☐

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

☒

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

### Quotation agreement

- 1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant to ASX that the issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation. We warrant to ASX that an offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

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<sup>+</sup> See chapter 19 for defined terms.



Sign here:

(Company secretary)

Date: 16<sup>th</sup> May 2012

Print name:

Graeme R Boden

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