

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

	03	/	10	/	2017
The previous notice was given to the company on	11	/	02	/	2016
The previous notice was dated	11	/	02	/	2016

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	8.45%	38,000,000	7.34%

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
17/07/2017	Mr J & L Peterson <J&L Peterson SF AC>	Dilution of shares due to Appendix 3B	\$NIL	30,000,000	30,000,000
07/08/2017	Mr J & L Peterson <J&L Peterson SF AC>	Change of Trustee	\$NIL	(30,000,000)	(30,000,000)
07/08/2017	Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Change of Trustee	\$NIL	30,000,000	30,000,000
17/07/2017	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Dilution of shares due to Appendix 3B	\$NIL	3,000,000	3,000,000
17/07/2017	Professional Payment Services P/L	Dilution of shares due to Appendix 3B	\$NIL	5,000,000	5,000,000

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
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	30,000,000	30,000,000
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	3,000,000	3,000,000
Professional Payment Services P/L	Professional Payment Services P/L	Professional Payment Services P/L	Direct	5,000,000	5,000,000

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
Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	Director & Trustee
Celtic Capital Pty Ltd <The Celtic Capital A/C>	Director & Trustee
Professional Payment Services P/L	Director

7. Addresses

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

Name	Address
Sunset Capital Management Pty Ltd <Sunset Superfund 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
Professional Payment Services P/L	C/O PO Box Z5467, St Georges Tce, Perth WA 6831

Signature

print name	Mr Jason Peterson	capacity	Director & Trustee
sign here		date	03 / 10 / 2017