

12 June 2018

UNMARKETABLE PARCEL SHARE SALE FACILITY

Titan Minerals Limited (ASX:TMM) (“Titan” or “the Company”) announces that it has established a share sale facility (“Facility”) for shareholders that hold less than \$500 in value of the Company's shares (“Unmarketable Parcel”).

As at 5.00pm (WST) on 8 June 2018 (“Record Date”), an Unmarketable Parcel of shares is any shareholding of 15,624 shares or less, based on the Company’s closing share price of \$0.032 on the Record Date. This represents 2,153,699 shares, held by 2,476 shareholders.

The Company is offering this Facility to assist holders of Unmarketable Parcels to sell shares without incurring any brokerage or handling costs that could otherwise make a sale of their shares uneconomic. The Company will organise remittance of sale proceeds for those shareholders who participate in the Facility. By making this Facility available, the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

Holders of an Unmarketable Parcel will receive a proportionate share of the sale proceeds, based on their initial shareholding, from all shares sold under the Facility without any deduction for brokerage or handling costs.

Shareholders with an Unmarketable Parcel who wish to retain their shareholding must provide the Company a Share Sale Facility Form by no later than 5.00pm (WST) on 26 July 2018, otherwise their shares will be sold by the Company.

Shareholders with an Unmarketable Parcel who would like their shareholding to be sold by the Company do not need to take any action.

A summary of the key dates in relation to the Facility are as follows:

Unmarketable Parcels Record Date	5.00pm (WST) on 8 June 2018
Announcement of Unmarketable Parcel Facility to ASX	12 June 2018
Letters sent to holders of Unmarketable Parcels	13 June 2018
Closing Date for receipt of Share Sale Facility Form	5.00pm (WST) on 26 July 2018
Estimated Unmarketable Parcels payment date	As soon as practicable after 26 July 2018

Attached is a copy of the letter to shareholders and Share Sale Facility Form which will be despatched to all shareholders holding an Unmarketable Parcel of shares as at the Record Date.

ENDS

For further information please contact:

Mr Matthew Carr
 Executive Chairman
 Titan Minerals Limited
 Tel: +61 408 163 950

About Titan Minerals Ltd

Titan Minerals is the owner and operator of a copper and gold business in a well-established mining region of Southern Peru. A centralised processing plant with three separate circuits produces copper concentrate and copper cement in addition to loaded carbon from the CIP gold circuit, with feed sourced from third party operators as well as from Titan's 100% owned mines.

The copper assets of Titan are contained within 5,700Ha of under explored concessions that surround the San Santiago processing plant and are currently being mined for copper, with an attractive gold and silver credit.

Titan's gold assets include its small-scale mines at the Torrecillas project. At Torrecillas, a number of high-grade narrow gold veins have been developed and mined by Titan Minerals. This gold project, located just 180kms from the processing plant, are part of 13,000Ha concession package that also contain two large tonnage, low-grade disseminated targets containing known gold and copper with silver and molybdenum mineralization.

12 June 2018

Dear Shareholder

NOTICE OF INTENTION TO SELL YOUR UNMARKETABLE PARCEL OF SHARES IN TITAN MINERALS LIMITED

We are writing to advise you that Titan Minerals Limited (**Titan** or **Company**) has established a share sale facility (**Facility**) for shareholders that hold less than \$500 in value of Titan's shares (**Unmarketable Parcel**) as at 7.00pm (AEST) on 8 June 2018 (**Record Date**).

The Company is offering this Facility to assist holders of Unmarketable Parcels to sell shares who might otherwise find it difficult to sell their shares due to the small size of their holding without incurring brokerage or handling costs.

The Company's registry records show that you held an Unmarketable Parcel based on the closing price of the Company's closing share price of \$0.032 on 8 June 2018. Unless you advise the Company by 5.00pm (AEST) on 26 July 2018 (**Closing Date**) that you do **not** wish to sell your shares, the Company intends to sell your shares through the Facility in accordance with article 2.12 and schedule 4 of the Company's constitution.

The Company will pay all costs of the sale for holders of an Unmarketable Parcel who use this Facility, excluding tax consequences from the sale which remain the shareholder's responsibility. The sale proceeds will be determined once all the shares under the Facility are sold. You will receive your proportionate share of the sale proceeds, based on your initial shareholding, from all shares sold under the Facility without any deduction for brokerage or handling costs.

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. The Company may sell your shares on market or in any other way it considers fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale.

What do you need to do if you wish to sell your Unmarketable Parcel?

You do not need to take any action. Your shares will be sold through the Facility after the Closing Date and the proceeds of the sale will be paid to you.

If you have previously provided the Company with details of an account with an Australian financial institution, your sale proceeds will be paid in Australia dollars by direct credit into that account. The Company encourages you to notify it of your account details by completing Step B of Option B of the enclosed Share Sale Election Form and return it before the Closing Date, being 5.00pm (AEST) on 26 July 2018. In all other circumstances, sale proceeds will be paid in Australian dollars by cheque.

By refraining from taking any action, you will be deemed to have irrevocably appointed the Company as your agent:

- to sell all your shares at a price to be determined by when and how the shares are sold and without any cost being incurred by you; and
- to deal with the proceeds of the sale as detailed in the attached Information Sheet.

What do you need to do if you wish to retain your Unmarketable Parcel?

If you wish to retain your shares, you must:

- complete and return the attached Share Sale Election Form before the Closing Date, being 5.00pm (AEST) on 26 July 2018. Alternatively, you may visit <http://investor.automic.com.au/#/home> before the Closing Date to submit your intention to retain your existing holding; or
- increase your shareholding so that you hold more than \$500 in value of Titan shares at the Closing Date.

Key Dates

A summary of the key dates in relation to the Facility are as follows:

Unmarketable Parcels Record Date	7.00pm (AEST) on 8 June 2018
Unmarketable Parcel announcement to ASX	12 June 2018
Letters sent to shareholders holding Unmarketable Parcels	13 June 2018
Closing Date for receipt of Share Sale Election Form	5.00pm (AEST) on 26 July 2018
Estimated Unmarketable Parcels payment date	As soon as practicable after 26 July 2018

The Company makes no recommendation as to whether you should participate in the Facility.

If you need help deciding what to do or if you require information regarding the financial, legal or tax consequences of participating in the Facility, you should consult your legal, financial, taxation or other professional adviser.

The attached Information Sheet provides further information about the Facility. Please read it carefully and if you have any questions, please contact Zane Lewis, Company Secretary, on +61 8 6555 2950.

Yours sincerely

Zane Lewis
Company Secretary

INFORMATION SHEET – TITAN MINERALS LIMITED UNMARKETABLE PARCEL SALE FACILITY

1. What is the Share Sale Facility?

The share sale facility (**Facility**) is a share sale arrangement which Titan Minerals Limited (**Titan** or **Company**) has established to sell shares held by its shareholders who hold shares in the Company valued at less than \$500 (**Unmarketable Parcel**) as at 7.00pm (AEST) on 8 June 2018 (**Record Date**).

2. Why is the Facility being offered?

The Company is providing the Facility to allow shareholders with a small size holding to dispose of their shares without incurring brokerage or handing costs, or who might otherwise find it difficult to sell their shares due to the small size of their holding. Further, by making the Facility available, the Company expects to reduce the administrative costs associated with maintaining the Unmarketable Parcels.

3. What is the amount that I will receive for sale of my shares?

You will receive your proportionate share of the sale proceeds, based on your initial shareholding, from all shares sold under the Facility without any deduction for brokerage or handing costs.

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. The Company may sell your shares on market or in any other way it considers fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale.

4. Does Titan have the right to sell my Shares?

The Company has the right under its constitution (article 2.12 and schedule 4) and ASX Listing Rule 15.13 to sell Unmarketable Parcels of shares, unless those shareholders elect to retain their shares by returning their Share Sale Election Form by 5.00pm (AEST) 26 July 2018.

5. What are the benefits of selling through the Facility?

Shareholders who utilise the Facility will have their shares sold without incurring any brokerage or handling costs. Any tax consequences arising from the sale of your shares will be your responsibility.

6. What should I do if I wish to sell my Unmarketable Parcel of shares?

If you wish to sell your shares without incurring brokerage or handling costs, you do not need to take any action other than completing the enclosed Share Sale Facility Form. Your shares will be sold through the Facility after 26 July 2018 (**Closing Date**) and your portion of the proceeds received from all of the shares sold under the Facility will be paid to you.

By refraining from taking any action, you will be deemed to have irrevocably appointed the Company as your agent:

- to sell all your shares at a price to be determined by when and how the shares are sold and without any cost being incurred by you; and
- to deal with the proceeds of the sale as detailed in this Information Sheet.

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www.titanminerals.com.au

7. What should I do if I wish to retain my Unmarketable Parcel of shares?

If you wish to retain your existing holding, then you must either:

- lodge your election online at <https://investor.automic.com.au/#/home> or correctly complete, sign and return the enclosed Share Sale Election Form so that it is received by the Closing Date. Please read the instructions on your personalised Share Sale Election Form carefully before completing it;
- arrange to have multiple holdings consolidated into the one holding, which has \$500 or more in value of Titan shares on the Closing Date; or
- make your own arrangements outside this Facility to purchase additional shares so that you are the registered holder of \$500 or more in value of Titan shares on the Closing Date. For a purchase to be an effective notification that you wish to retain your shares, any additional shares purchased must be registered by the Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

If you successfully take one of these steps, the Company will not be entitled to sell your shares under this Facility.

8. When will my shares be sold under the Facility?

The sale of shares under the Facility is expected to occur as soon as practicable after the Closing Date.

9. What if I purchase more shares in Titan?

If you increase your shareholding so that it is valued at \$500 or more by the Closing Date, the Company will not sell your shares under the Facility.

10. When and how will I receive my sale proceeds?

If you have previously provided the Company with details of an account with an Australian financial institution, your sale proceeds will be paid in Australian dollars by direct credit into that account. The Company encourages you to notify it of your account details by completing Step B of Option B of the enclosed Share Sale Election Form and return it before the Closing Date, being 5.00pm (AEST) on 26 July 2018. In all other circumstances, sale proceeds will be paid in Australian dollars by cheque.

The proceeds to which you are entitled will be remitted to you as soon as practicable after the sale.

Important Notes

This Information Sheet and accompanying letter do not constitute advice, nor a recommendation to buy, sell or hold shares in the Company, nor that the Facility is the best way to sell your shares. If you are in doubt about what to do, you should consult your legal, financial, taxation or other professional advisers.

Titan reserves the right to change any of the dates referred to in the accompanying letter, this Information Sheet or the Share Sale Election Form by written notice to ASX. The Company may, before a sale of shares is completed under the Facility, suspend or terminate the Facility, either generally or in specific cases.

[EntityRegistrationDetailsLine1Envelope]
 [EntityRegistrationDetailsLine2Envelope]
 [EntityRegistrationDetailsLine3Envelope]
 [EntityRegistrationDetailsLine4Envelope]
 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

No. of Securities Held: [TTMUMPWRK Holding]
Security Code: TTM
Holder Reference (SRN/HIN): [HolderNumber]

BARCODE

LESS THAN MARKETABLE PARCEL: SHARE SALE ELECTION FORM

IMPORTANT: YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 5.00PM (AEST) ON THURSDAY 26 JULY 2018.

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Option A: Elect Online (Recommended)

Visit <https://investor.automic.com.au/#/home>

To elect online, simply scan the barcode to the right with your tablet or mobile device or enter the above link into your browser. Once logged in to the Investor Portal you will be able to access your election by clicking on the 'Offers' menu on the left-hand navigation panel.

- ✓ **It's fast and simple:** Electing online is very easy to do, it eliminates any postal delays and removes any potential risk of it being lost in transit.
- ✓ **It's secure and confirmed:** Electing online provides you with greater privacy over your instructions and provides you with confirmation that your Election has been successfully processed.



Option B: Paper Election

Step 1: Make your election below:

A PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES

B REQUEST FOR DIRECT CREDITING OF PAYMENTS – SELL YOUR SHARES

Please provide your EFT details below.

BSB Number

Account Number

Name in which account is held (e.g.: John Smith)



DO NOT USE YOUR CARD NUMBER
If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

Note: Do not complete section B if you wish to retain your shares. By completing your details online OR above you are agreeing to the sale of your shares even if you tick the above box in section A.

Step 2: Provide your contact details:

Telephone Number ()	Contact Name (PLEASE PRINT)
Email Address	

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

Step 3: Sign and return the form in accordance with the instructions provided:

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director or Sole Director & Sole Company Secretary

Director

Director/Company Secretary

INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

- Individual:** Where the holding is in one name, the Shareholder must sign.
- Joint holding:** Where the holding is in more than one name, all of the Shareholders must sign.
- Power of Attorney:** If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
- Companies:** To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
- Estates:** If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE SALE FACILITY FORM
This form must be received at an address given below by 5.00PM (AEST) on Thursday, 26 July 2018.
ONLINE By following the instructions overleaf
BY EMAIL Scan and email a copy of your form to corporate.actions@automic.com.au
BY FACSIMILE +61 2 8583 3040
BY MAIL Titan Minerals Limited C/- Automic PO Box 2226 Strawberry Hills NSW 2012
BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEST) Automic Level 29 201 Elizabeth Street Sydney NSW 2010

**YOUR SHARE SALE FACILITY FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (AEST) ON THURSDAY 26 JULY 2018**