

# **NOTICE OF ANNUAL GENERAL MEETING**

## **TITANIUM RESOURCES GROUP LTD.**

Notice is hereby given that the Annual General Meeting of Titanium Resources Group Ltd. will be held at the Offices of Olswang LLP, 90 High Holborn, London WC1V 6XX, United Kingdom on Thursday 10 June 2010 at 9.00 a.m. for the following purposes:-

1. To receive the Company's Report and Accounts for the year ended 31 December 2009.
2. To re-elect Mr. John Sisay, who retires by rotation, as a Director.
3. To re-elect Mr. Alex Kamara, who retires by rotation, as a Director.
4. To amend Article 56A(1) of the Company's Articles of Association by:
  - (a) the deletion of the words "Except with the consent of the Board" and the insertion in their place of the words ""Except with the consent of the Independent Shareholders by ordinary resolution in general meeting";
  - (b) the addition, at the end of the Article, of the following words: "In this Article 56A(1) and in Article 56A(7) the expression "Independent Shareholders" means the shareholders of the Company, other than any shareholder who may be required to make a mandatory takeover offer under Article 56A(1), or any person acting in concert with such shareholder (for the avoidance of doubt, any shareholder selling shares in such transaction shall be considered to be an Independent Shareholder entitled to vote on the resolution);
5. To amend Article 56A(7) of the Company's Articles of Association by:
  - (a) the deletion of the words "the Board may, in its absolute discretion at any time thereafter" and the insertion in their place of the words "the Board shall be obliged within 21 days of being so satisfied";
  - (b) the deletion of the words "The Board may at any time give notice cancelling a Direction Notice" and the insertion in their place of the words "the Board shall not be entitled to withdraw a Direction Notice without the consent of an ordinary resolution of Independent Shareholders in general or special meeting".
6. To delete the heading at the top of page 21 of the Company's Articles of Association, which reads "ROTATION OF DIRECTORS" and insert "ANNUAL ELECTION OF DIRECTORS"; to delete the language in Article 93.4 in its entirety and replace it with the following language: "93.4 Directors shall be elected annually. All Directors shall retire at every annual meeting of members". Delete Article 93.5 in its entirety and note in the body of the said Article that it has been deleted and the date of such deletion.

7. To appoint BDO & Co. as auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to determine their remuneration.

*Registered Office:*

Trinity Chambers  
P O Box 4301  
Road Town  
Tortola  
British Virgin Islands

*By Order of the Board*

Ms. A Hoe-Richardson  
Company Secretary

20 May 2010

#### **Notes**

1. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy form which may be used to make such appointment and give proxy instructions is enclosed. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare on +44 (0) 1534 281824 2. Instruments of proxy and the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power or authority should be sent to Computershare Investor Services (Jersey) Ltd ,Queensway House,Hilgrove Street ,St Helier,JE1 1ES so as to arrive not less than 9.00 a.m. on 8 June 2010.
3. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of Members at 9.00 a.m. on 10<sup>th</sup> June 2010 ("the specified time"). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
4. For holders of Depositary Interests, to be valid any Forms of Instruction or Letter of Representations must be returned so as to reach the Company's registrars, Computershare, at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 9.00 a.m. on 7June 2010.

# TITANIUM RESOURCES GROUP LTD.

## PROXY FOR ANNUAL GENERAL MEETING

I/We the undersigned, being (a) member(s) of the Company, HEREBY APPOINT the Chairman of the Meeting or ..... as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Offices of Olswang, 90 High Holborn, London WC1V 6XX, United Kingdom Thursday 10 June 2010 at 9.00 a.m. and at any adjournment thereof.

	For	Against
<i>Ordinary Resolutions</i>		
1. To receive the Report and Accounts		
2. To re-elect Mr. Sisay		
3. To re-elect Mr. Kamara		
4. To amend Article 56A (1)		
5. To amend Article 56A (7)		
6. To amend heading, change Article 93.4 and delete Article 93.5		
7. To appoint BDO & Co. as auditors		

Dated this ..... day of ..... 2010

Signature .....

Full name(s) in which shares are registered .....

.....

### PLEASE USE BLOCK LETTERS

Notes:

1. If you wish some other person to be your proxy delete "the Chairman of the Meeting or" and insert the name(s) of the person(s) you wish to appoint. Any alterations to this form must be initialled. A proxy need not be a member of the Company.
2. Please indicate with an "X" in the relevant box marked "For" or "Against" how you wish the proxy to vote. In the absence of any instruction the proxy will vote or abstain as he thinks fit.
3. In the case of a corporation, this form of proxy must be executed under the common seal or under the hand of an officer or attorney duly authorised.
4. In the case of joint holders the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders.
5. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, should be returned so as to reach Computershare Investor Services (Jersey) Ltd ,Queensway House,Hilgrove Street ,St Helier, JE1 1ES not less than 48 hours before the time appointed for holding the meeting.
6. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.