MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTH PERIODS MAY 31, 2014

Titanium Corporation Inc. ("Titanium" or the "Company") has prepared the following management's discussion and analysis ("MD&A") to provide information to assist in understanding the financial results for the three and nine month periods ended May 31, 2014. This MD&A should be read in conjunction with Titanium's unaudited condensed financial statements as at and for the three and nine month periods ended May 31, 2013 as well as the audited financial statements for the fiscal year ended August 31, 2013 including the notes thereto (collectively, the "Financial Statements"). This MD&A is dated as at and based on information available to management as of July 17, 2014. The Company is a development stage company whose common shares are listed on the TSX Venture Exchange under the symbol "TIC".

The above referenced material is available on Titanium's website at www.titaniumcorporation.com or it can be found, along with additional information about Titanium, including the Company's annual information form for the year ended August 31, 2013 (the "AIF"), on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

The Financial Statements and this MD&A have been prepared in accordance with Canadian generally accepted accounting principles as set out in the Handbook of the Canadian Institute of Chartered Accountants ("CICA Handbook") which incorporate International Financial Reporting Standards ("IFRS"). All amounts included in this MD&A are in Canadian dollars, unless otherwise specified.

This MD&A contains forward-looking statements and information that reflects the current expectations of management about the future results, performance, achievements, prospects or opportunities for Titanium. These statements generally can be identified by use of forward-looking words such as "may", "will", "expect", "estimate", "anticipate", "believe", "project", "should" or "continue" or the negative thereof or similar variations. Forward-looking information is provided in this document in the discussion of Titanium's research and development plans under the heading "Titanium's Business" and Titanium's business plans for fiscal 2014 under the headings "Update" and "Next Steps". Titanium provides forward-looking information in order to describe management's expectations and assist shareholders in understanding our financial position as at and for the periods ended on the dates presented in this MD&A. Readers are cautioned that this information may not be appropriate for other purposes. Forward-looking statements are based upon a number of assumptions and are subject to a number of known and unknown risks and uncertainties, many of which are beyond Titanium's control, which could cause actual results, performance or achievements to differ materially from those that are disclosed in or implied by such forward-looking statements. Forward-looking information is subject to significant risks and *uncertainties and is based on a number of Titanium's expectations and assumptions which may prove to be incorrect regarding future prices for zircon and bitumen, stable currency exchange rates between the Canadian and US dollars, expected capital expenditures and Titanium's expected future research and development activities. The material risks, uncertainties and other factors that could influence actual results include, but are not limited to:*

- *Commercialization of the Creating Value from Waste ™ ("CVW™") project on the timetable anticipated or at all;*
- *The commercialization of the CVW™ process is dependent upon oil sands producers adopting and integrating the CVW™ process into their operations and providing froth treatment tailings volumes as feedstock to the CVW™ process;*
- *Access to and cost of oil sands tailings necessary to carry out the CVW™ project;*
- *Commodity price fluctuations which are beyond our control and may affect the ability of oil sands producers to enter into commercial projects with us;*
- *Heavy mineral price fluctuations which are beyond our control and may have a material adverse effect on our business operating results, financial condition and profitability;*
- *Potential fluctuations in our financial and business results make forecasting difficult and may restrict our access to funding for our commercialization plan;*
- *Access to the necessary sources of capital to finance the CVW™ project;*
- *Access to the necessary sources of capital to finance the implementation of the business plan;*
- *Uncertainty related to the cost to build and operate the CVW™ project;*
- *Operational, execution or technical difficulties in connection with successfully completing research activities and building and operating the CVW™ project;*
- *Development timeline delays and problems, including negative impacts on Titanium's technologies caused by unforeseen development costs;*
- *Results of research activities;*
- *Reliance on a small number of key people to carry out Titanium's business and research activities;*
- *Competitors who may develop alternate solutions or Titanium's intellectual property may not be adequately protected; and/or*
- *Changes to environment laws and regulations which may add significant cost to or impair the permitted operation of the CVW™ project.*

While we anticipate that subsequent events and developments may cause our views to change, we do not have an intention to update this forward-looking information except as required by applicable securities laws. This

forward-looking information represents our views as of the date of this MD&A and such information should not be relied upon as representing our views as of any date subsequent to the date of this document. We have attempted to identify important factors that could cause actual results, performance or achievements to vary from those current expectations or estimates expressed or implied by the forward-looking information. However, there may be other factors that cause results, performance or achievements not to be as expected or estimated and that could cause actual results, performance or achievements to differ materially from current expectations.
There can be no assurance that this forward-looking information will prove to be accurate as actual results and future events could differ materially from those expected or estimated in such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking information. These factors are not intended to represent a complete list of the factors that could affect the Company. Additional information on these and other factors are disclosed elsewhere in this MD&A and in other reports filed with the securities regulatory authorities in Canada from time to time and available on SEDAR, including the Company's annual information form for the year ended August 31, 2013.

Titanium's Business

The Company has developed innovative *CVW*™ technology that recovers bitumen, solvent, valuable heavy minerals and water from oil sands waste tailings. The recovery of bitumen, associated solvents and water will result in important and timely environmental improvements for the oil sands industry. In fiscal 2011, the Company completed a twelve month demonstration pilot which culminated several years of progressive research and development ("R&D") of its proprietary technologies. In fiscal 2013, additional piloting provided further confirmation, at higher testing volumes, of the performance of the Company's technology. The 2013 pilot program also produced a bulk sample of heavy mineral concentrates ("HMC") for minerals process testing in Australia. The Company's R&D programs have received strong support from both the Alberta and Canadian governments which have provided over $10 million of grant funding. Canada's Oil Sands Innovation Alliance ("COSIA"), the industry's collaborative organization established to accelerate the adoption of new environmental technologies, has prioritized the Company's technology in its Tailings Technology Roadmap and the Company joined COSIA as an Associate Member. By the end of fiscal 2013, the Company had successfully completed R&D and extensive demonstration piloting for the oil sands industry and was engaged in an extensive minerals process testing program in Australia. The Company is focusing its resources on gaining adoption of its technology by oil sands operators and developing commercial projects.

The Company is working with the mining sector of Canada's oil sands industry. This industry surface mines deposits in northern Alberta's Athabasca Oil Sands region to extract bitumen (heavy oil trapped in the sands) for local upgrading into synthetic crude oil or pipelining to refineries. Heavy minerals that naturally occur in these oil sands deposits are concentrated in tailings during one of the bitumen extraction steps referred to as 'froth treatment'. Oil sands producers currently use either a naphtha or paraffinic based solvent to process bitumen at the froth treatment stage. These solvent-based processes result in the loss of bitumen, solvents and heavy minerals in froth treatment tailings streams which are currently deposited in tailings ponds. The combination of bitumen and solvent losses to tailings ponds results in substantial volatile organic compound ("VOC") emissions and greenhouse gas ("GHG") emissions from the ponds.

Five large oil sands mining sites are currently operated by Syncrude Canada, Suncor Energy, Canadian Natural Resources Limited ("CNRL"), Albian Sands ("Shell") and Imperial Oil Kearl. Expansion projects are underway or planned for current sites and Suncor Energy has also announced plans to proceed with the Fort Hills oil sands mining project together with joint owners Total E&P Canada Ltd. and Teck Resources Limited. Total recently announced the delay of a further project, Joslyn, which has received regulatory approval. These current and developing sites and forecast expansions will significantly increase Canada's oil sands mining production in the years ahead. The growth of the oil sands mining industry means that increased volumes of bitumen, solvent and minerals will be lost in froth treatment tailings until new technology is adopted to recover this lost value.

The Company's technology has been developed to meet the current and future needs of all the major oil sands operators related to froth treatment tailings recovery and remediation. In addition to the benefits of emissions reductions, the Company's technology affords a number of other opportunities to reduce the environmental footprint of mining oil sands operations. Following processing by the Company's technology, tailings thicken more effectively in subsequent applications for Directive 74 compliance, a Government of Alberta regulation requiring reductions in the volume of tailings. The removal of bitumen and solvent would also enable the direct reuse of froth treatment tailings water in bitumen recovery and other services, reducing energy costs and river water usage.

Key economic drivers that support the adoption of Titanium's technology include: the commodity value and significantly reduced costs for recovery of bitumen and solvents currently lost to tailings ponds; recovered zircon and titanium products; the value of emissions reductions under current and future regulatory regimes; and cost reductions related to tailings remediation. We believe with a heightened sensitivity to environmental impacts from oil sands operators and commitments by the provincial and federal governments to reduce carbon emissions, there is an increased desire to implement solutions to address these concerns. Robust economics, incremental resource recovery, development of a new minerals industry, and reduction of environmental impacts favour adoption of our technology.

Update

The Company has completed substantially all of its technology development programs and is now exclusively focused on marketing and commercialization of its oil sands remediation tailings technology. The following updates the key activities since the last quarter:

- Project evaluation by industry advanced during the quarter including economic modeling and technical reviews. In addition to project costs and commodity recoveries, environmental benefits are being evaluated. Potential reductions in emissions, energy use, water and tailings remediation are under review for their impact on cost savings and environmental footprint reduction. Discussions are on-going and the Company is proposing flexible business models that may include technology licensing, joint ventures and third party participation. In parallel, the Company has been meeting with the Alberta Government for updates on progress and potential fiscal structures to support projects that increase resource recoveries and reduce environmental impacts.
- Independent engineering reports by the Company's Australian engineering partner have been finalized for the minerals bulk sample program completed earlier in 2014. Six expert firms also provided specialized equipment, analytical and testing services. The minerals program confirmed an efficient flow sheet to recover commercial volumes of premium zircon product as well as HiTi (high grade titanium product containing approximately 90% titanium dioxide) from Athabasca heavy minerals concentrate.
- An independent report from a recognized industry marketing firm confirmed the marketability of the zircon product for markets in China including zirconium silicate (widely used in ceramic manufacture), zirconium powder, chemicals and refractories markets. Further, the HiTi was deemed marketable in the welding rod and flux core wire, pigment and glazes, sponge and other markets in China.
- During 2014, the Company's technology received national and international recognition at a number of conferences and forums. At Globe 2014, held in Vancouver in March, the Company's technology was highlighted by Jim Balsillie, the former CEO of Research in Motion (Blackberry) and Chairman of Sustainable Development Technology Canada in his keynote remarks as a leading sustainable solution for the oil sands industry. At the 2014 CIM Conference held in Vancouver on May 13, the Company's Dr. Kevin Moran gave an address on "Sustainable Minerals Production from Oil Sands Tailings". Dr. Moran earlier had presented "Improving the Quality of Process-Affected Water from the Oil Sands" at the COSIA Oil Sands Water Conference held in Edmonton in March.
- The Company continued efficiency programs aimed at reducing costs and conserving cash. At the Company's AGM in January, shareholders approved new share ownership programs under which management and the Board receive shares in lieu of a portion of cash compensation. The Company completed final reporting to Sustainable Development Technology Canada ("SDTC") and on April 9,

2014 received payment of $629,194. This is the final payment of SDTC grants totaling $6.3 million which funded a significant portion of the Company's pre-commercial demonstration piloting. With these actions, the Company's cash position at the end of the third quarter was $3.0 million. On June 4, 2014 the Company received $101,071 related to its 2012 Alberta refundable tax credit for SR&ED expenditures. During the quarter, the Company filed its 2013 SR&ED claim for a refundable tax credit of $216,000 which has been included in accounts receivable.

Next Steps

Adoption of the Company's technology requires the support and cooperation of both the oil sands industry and the Alberta government. Titanium is working with the oil sands industry to gain support for on-site commercial development. Implementing Titanium's technology will see concentrator facilities built at oil sands sites which integrate with existing oil sands operations. Separate minerals separation facilities would process HMC into final minerals products. The facilities may be jointly owned and operated along with oil sands firms or strategic partners. The Company has advanced flexible business models whereby customers may elect to license technology and build certain of the facilities or elect to have the Company, together with partners build and operate. The following are key steps in establishing this new business:

- One or more oil sands operators complete their internal review of proposals and agree to proceed.
- The Company and the oil sands operator(s) negotiate the business model, terms and conditions.
- The Alberta government finalizes the fiscal structure, including the royalty regime, which will apply to this new form of resource extraction.
- The Company finalizes partnering, joint venture and financing arrangements.
- The proponents of the first project begin front-end engineering and design ("FEED") for bitumen recovery and minerals processing facilities followed by engineering, procurement and construction ("EPC").
- Approximately 30 months after EPC is complete the project will be commissioned and commercial production begins.

While commercializing any new technology in a capital-intensive industry is a time-consuming and non-linear process, Titanium has reached this advanced stage because of its successful development and demonstration piloting of this unique sustainable technology. The value proposition for operators centers on the opportunity to economically recover currently wasted resources (bitumen and solvent), to establish a new minerals industry and to reduce GHG and VOC emissions and river water consumption. The Company remains confident that with robust project economics, government support and the heightened focus on social license to operate, the oil sands industry will continue to move forward toward adopting CVW™ technology.

Financial Information & Analysis

Summary of Selected Quarterly Results

The following table summarizes the financial data of the Company for the most recently completed eight quarters ($ millions except per share data):

	Q3 May, 2014	Q2 Feb 28, 2014	Q1 Nov 30, 2013	Q4 Aug 31, 2013
STATEMENT OF LOSS				
Net Loss	**$ 0.7**	$ 1.0	$ 0.8	$ 0.4
Basic and Diluted Loss per Share	**$ 0.01**	$ 0.02	$ 0.01	$ 0.01
	Q3 May, 2013	**Q2 Feb 28, 2013**	**Q1 Nov 30, 2012**	**Q4 Aug 31, 2012**
STATEMENT OF LOSS				
Net Loss	**$ 1.5**	$ 1.1	$ 1.3	$ 0.5
Basic and Diluted Loss per Share	**$ 0.02**	$ 0.02	$ 0.02	$ 0.01

The Company is in the development stage and it has yet to earn any revenues. Until commercial investment is made and a plant is built and operating, the Company expects to incur losses. Quarterly losses are comprised of R&D and General and Administrative ("G&A") expenditures. Changes in quarterly losses are dependent on the level of pre-commercialization and R&D activity that the Company has underway at any time.

The following summarizes the Company's financial results for the three and nine month periods ended May 31, 2014 compared to the three and nine month periods ended May 31, 2013:

- Net loss of $0.7 million for the three month period ended May 31, 2014 decreased by $0.8 million from $1.5 million in the comparative three month period ended May 31, 2013. As the Company has concluded its R&D phase and focused on commercialization, net loss in the current quarter is comprised of G&A expense of $0.5 million and R&D of $0.2 million. This compares to $0.8 million of G&A and $0.8 million of R&D for the three month ended May 31, 2013, a period when the Company was completing the final phase of demonstration piloting. Net loss decreased by $1.5 million, to $2.4 million from $3.9 million for the nine month period ended May 31, 2014 as compared to the same nine month period in fiscal 2013 as a result of concluding the pilot testing of its technology in fiscal 2013. As a development stage company, the net loss was in line with expectations.
- G&A expense was lower by $0.3 million and $0.2 million respectively for the three and nine month period ended May 31, 2014 compared to the three and nine month periods ended May 31, 2013 as a result of recognition of non-cash stock-based compensation expense related to vesting of stock options previously granted and granting of deferred stock units ("DSUs") to directors in the third quarter of 2013.

- R&D spending in the current quarter consisted of minerals development work carried out in Australia related to the final stage of the minerals processing program. This program has been concluded and the final flow-sheet circuits and processing of HMC into zircon products for customer testing has been finalized. R&D spending for the three and nine month periods ended May 31, 2014 has been reduced to \$0.2 million and \$0.8 million respectively as compared to the prior fiscal periods when the Company was concluding its piloting programs.
- The Company had \$3.0 million in cash at May 31, 2014 as compared to \$4.2 million at August 31, 2013. The decrease in cash of \$1.2 million for the nine month period ended May 31, 2014 relates to R&D minerals development programs and G&A expenses incurred during the nine month period offset by the receipt of \$0.9 million in government grant funding. All of the cash balances are liquid and are held in interest bearing cash accounts with major Canadian chartered banks.
- Final review and approval of the four year demonstration pilot with SDTC was concluded with receipt of the 10% holdback on April 9, 2014.

Research and Development Expenditures

Below is a summary of the R&D expenditures by major category (\$ thousands):

	Three months ended			Nine months ended		
	May 31, 2014	May 31, 2013	Increase (decrease)	May 31, 2014	May 31, 2013	Increase (decrease)
Compensation and benefits	\$ 92	\$ 134	\$ (42)	\$ 305	\$ 442	\$ (137)
Pilot plant, rent and other	53	1,024	(971)	445	3,439	(2,994)
Government grant recovery	-	(385)	385	(34)	(1,674)	1,640
Stock-based compensation	16	30	(14)	70	30	40
	\$ 161	**\$ 803**	**\$ (642)**	**\$ 786**	**\$ 2,237**	**\$ (1,451)**

- For the three month period ended May 31 2014, R&D spending was \$0.2 million as compared to \$0.8 million for the three month period ended May 31, 2013. R&D expenditures in the current quarter were significantly reduced as labour and operating costs related to demonstration piloting were eliminated with the completion of R&D piloting in May of 2013. The final stage of minerals development is complete and with the focus on commercialization of the CVW™ technology, R&D expenses in the future quarters will be substantially reduced.
- Compensation and benefits were lower in the current quarter due to a reduction of technical staff with completion of piloting. Stock-based compensation expense recognized in the three month period ended May 31, 2014 was \$0.02 million related to the vesting of stock options granted on April 29, 2013.

General and Administrative Expenditures

The following table provides details of G&A expenditures for the periods noted ($ thousands):

	Three months ended			Nine months ended		
	May 31, 2014	May 31, 2013	Increase (decrease)	May 31, 2014	May 31, 2013	Increase (decrease)
Compensation and benefits	$ 183	$ 188	$ (5)	$ 430	$ 584	$ (154)
Consulting and professional fees	170	96	74	438	279	159
Directors fees	60	68	(8)	170	213	(43)
Travel	11	14	(3)	80	104	(24)
Rent, insurance and office	32	44	(12)	112	139	(27)
Investor relations and regulatory	12	31	(19)	106	156	(50)
Stock-based compensation	40	341	(301)	332	360	(28)
	$ 508	**$ 782**	**$ (274)**	**$ 1,668**	**$ 1,835**	**$ (167)**

- G&A expense was lower by $0.3 million for the three month period ended May 31, 2014 at $0.5 million as compared to May 31, 2013 at $0.8 million. The decrease in G&A is related to the non-cash stock based compensation expense related to stock awards. With uncertainty related to timing of commercial projects and to preserve cash, the Company initiated equity settled compensation plans in lieu of incentive cash compensation for management and directors. This program reduced cash compensation for the nine month period ended May 31, 2014 by $0.2 million. Consulting and professional fees were higher in the current quarter compared to the same three month period ended May 31, 2013 as the Company increased its campaign to advance the commercialization of the Company's technology with both government and industry. Additional legal expenses were incurred with the implementation of the stock based award programs and commercialization activities.
- The Company has reduced costs where possible to focus its resources on commercialization. These initiatives to conserve cash include the introduction of stock based plans to reduce management and directors' cash compensation. During the year, the Board and subsequently shareholders approved and ratified the adoption by the Company of a modified stock plan to include deferred share units ("DSU") and restricted share units ("RSU").

Liquidity and Capital Resources

The Company had $3.0 million in cash at May 31, 2014 compared to $4.1 million at August 31, 2013. The reduction was due to ongoing operational expenses in the quarter. The Company's cash balances consist of interest bearing cash accounts held at Schedule I Canadian chartered banks. The Company is in the pre-commercialization stage as it has yet to earn any revenues and is devoting substantially all of its efforts toward commercialization of its technologies. The recoverability of amounts expended on R&D to date is dependent on the ability of the Company to complete pre-commercialization activities, commercialization at oil sands sites, and the ability of the Company to achieve future profitable operations. The Company is dependent on raising funds through the issuance of shares, government grants and/or attracting partners in order to undertake further development and commercialization of its technology. While the Company has been successful in obtaining the necessary financing to develop the business to this point, there are no assurances that the Company will be successful in the future in these endeavors.

The Company has sufficient cash and refundable research tax credits to fund its R&D and G&A costs for a period in excess of twelve months. Now that R&D and demonstration piloting phases of project development are substantially complete, any discretionary R&D and/or engineering projects will be pursued in conjunction with grant and or partner funding. Options available to the Company to fund its future cash requirements include, but are not limited to, new or additional government grants and/or issuances of securities and/or some form of partnership or joint venture; however, as noted above, the Company may not be successful at these endeavors.

The following is a summary of the cash flows for the periods noted:

- Cash used in operating activities for the three month period ended May 31, 2014 was $0.5 million as compared to $1.5 million, for the three month period ended May 31, 2013. The decreased in use of cash in operating activities was related to the reduction in R&D expenses, as piloting projects were completed in the prior fiscal year.

- Cash provided by investing activities for the three month period ended May 31, 2014 was nil compared to $0.1 million for the three month period ended May 31, 2013 as the Company sold surplus equipment no longer required as a result of concluding its demonstration piloting in May of 2013.

- Cash provided by financing activities for the three month period ended May 31, 2014 was $0.6 million from SDTC compared to $0.1 million from NRC-IRAP for the three month period ended May 31, 2013. Receipt of the final grant payment from SDTC concluded the four year contribution agreement.

Financial Instruments and Financial Risk Factors

The Company has for accounting purposes, designated its cash and cash equivalents, research tax credit receivables, goods and services tax receivable, and government grant receivable as loans and receivables. Trade and other payables and accrued liabilities are classified for accounting purposes as other financial liabilities. The

Company estimates that both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent because of the short-term nature of the assets. This discussion on risks is not all-inclusive and other factors may currently, or in the future, affect the Company. Please refer to the risk factors more particularly described and updated in the Company's annual information form for the year ended August 31, 2013 on SEDAR *(www.sedar.com)*.

Financial risk

The Company's activities expose it to a variety of financial, credit, liquidity and market risks, including interest rate and foreign exchange rate risks.

Financial risk management is carried out by the Company's management team with guidance from the Audit Committee and the Board of Directors of the Company. The Board of Directors of the Company also provides guidance for enterprise risk management.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and eligible government grant receivables and research tax credits. Cash and cash equivalents are held with Schedule I Canadian Chartered banks which are reviewed by management. Management believes that the credit risk concentration with respect to financial instruments is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2014, the Company had aggregate cash and cash equivalents of $3.0 million ($4.1 million, August 31, 2013) to settle current liabilities of $0.5 million ($0.5 million, August 31, 2013). Most of the Company's financial liabilities have contractual terms of 30 days or less with the remaining due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

a) Interest rate risk

The Company's current policy is to invest excess cash in interest bearing cash accounts, bankers' acceptances and guaranteed investment certificates issued by Schedule I Canadian banks. The Company periodically monitors its investments and the creditworthiness of the banks it holds investments in. As at May 31, 2014, the Company has no bankers' acceptances, guaranteed investment certificates or interest-bearing debt.

b) Foreign currency risk

The Company's reporting and functional currency is the Canadian dollar and most purchases are transacted in Canadian dollars. Some research and development expenses are denominated in US dollars and to a lesser extent, Australian dollars. The Company does not hold any significant balances in foreign currencies to give rise to exposure to foreign exchange risk. Any impact from fluctuations in foreign exchange rates would be minimal and therefore the Company does not hedge its foreign exchange risk.

The Company manages the risks relating to the financial instruments by holding cash in interest bearing cash accounts at Schedule I Canadian chartered banks. The income statement includes interest income and foreign exchange loss which are associated with the Company's financial instruments.

Related Party Transactions

The Company does not have any related party transactions.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

New standards and amendments issued but not yet adopted

Certain new standards, amendments to standards and interpretations are not yet effective for the current reporting period, and therefore have not been applied in preparing the financial statements.
The following standard has been issued but does not have a fixed implementation date. The Company has not yet begun the process of assessing the impact that the new standard will have on its financial statements:

IFRS 9 – "Financial Instruments", which is the result of the first phase of the IASB's project to replace IAS 39 – "Financial Instruments: Recognition and Measurement". The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value.

Effective January 1, 2014, Titanium adopted, as required, IAS 36 "Impairment of Assets", and IAS 32 "Financial Instruments: Presentation". The adoption of these policies did not result in any measurement adjustments as at January 1, 2014.

Other Information

Outstanding Share Data - as at July 17, 2014:

Number of common shares issued and outstanding: 64,425,040

Number of common share awards granted and outstanding: 4,181,278

Compliance

Mr. Neil Dawson, of Australia, and a registered member of AusIMM is the independent consultant who acts as the Qualified Person for the Company on the CVW ™ project.