MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED NOVEMBER 30, 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 month period ended November 30, 2014. This MD&A should be read in conjunction with Titanium's unaudited condensed financial statements as at and for the three months ended November 30, 2014 including the notes thereto (collectively, the "Financial Statements"). This MD&A is dated as at and based on information available to management as of January 29, 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 2015 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 and operating 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 Creating Value from Waste ™ ("CVW™") project under business models attractive to the Company, 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 may affect the ability or willingness of oil sands producers to enter into commercial projects with us 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 or implement the business plan;*
- *Uncertainty related to the cost to build and operate the CVW™ project or implement the business plan;*
- *Operational, execution or technical difficulties in connection with operating the CVW™ project;*
- *Development timeline delays and problems, including negative impacts on Titanium's technologies caused by unforeseen development costs;*
- *Inadequate protection of the Company's intellectual property or potential litigation with respect to any intellectual property infringements could seriously harm the Company's business and prospects as the Company's intellectual property is critical to the success of the CVW™ process;*
- *Competitors who may develop alternate solutions to Titanium's CVW™ process;*
- *Results of research activities;*
- *Reliance on a small number of key people to carry out Titanium's business and research activities;*
- *Changes to environmental 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 (sedar.com).

Titanium's Business

The Company has developed innovative *CVW*™ technology that recovers bitumen, solvents, valuable heavy minerals and water from oil sands waste tailings. The recovery of bitumen, associated solvents and water are expected to 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 working with the mining sector of Canada's oil sands industry making its technology commercially available with a view to developing commercial projects. 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 Inc., Canadian Natural Resources Limited ("CNRL"), Albian Sands ("Shell") and Imperial Oil Kearl. Expansion projects are underway at CNRL and Imperial Oil Kearl and Suncor is proceeding with the new Fort Hills oil sands mining project. These current, 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, solvents 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 solvents would also enable the direct reuse of hot froth treatment tailings water in bitumen recovery and other services, reducing energy costs and river water usage and GHG's related to reheating cold pond water used in the bitumen extraction process.

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; energy cost reductions due to hot process water reuse and cost reductions related to tailings remediation. We believe that, with a heightened sensitivity to operating costs, enhanced production and reducing environmental impacts from oil sands operators, commitments by the provincial and federal governments to reduce carbon emissions and increased monitoring of oil sands emissions, there is greater desire to implement solutions to address these concerns. Robust economics, incremental resource recovery, development of a new minerals industry and reduction of environmental impacts, we believe, favour adoption of our technology.

Update

The Company has been very active during the quarter, meeting with operators who are contemplating projects to implement our technology. Our value proposition remains highly relevant in the changed price environment in the oil sands industry. Recent months have seen a severe decline in oil prices, causing the oil sands industry to reevaluate their business plans. The industry's operators are taking measures to reduce 2015 capital spending and staffing levels while focusing on opportunities to increase production from existing operations and reduce operating expenses. Our technology will deliver additional bitumen production recovered from tailings at a direct operating cost below $10 per barrel. When the technology is implemented, there are additional operating cost savings related to emissions and volume reductions from tailings; energy cost reductions through hot water recovery and reuse; improved tailings thickening and reductions in hazardous materials.

Although current low prices are negatively affecting the industry in the near term, oil sands mining projects are exceptionally long life (50 years or more) and strategic investments are made with a view to long term supply, demand and pricing. Oil sands mining operators are continuing with multi-year projects as well as a focus on technology innovations that reduce costs, increase recoveries and improve environmental performance. The Company's technology addresses this strategic need within the industry and COSIA.

During the quarter, the Company has been actively evaluating projects, comprising bitumen and minerals recovery, at specific oil sands sites and working with industry operators and Government on the details of access to minerals and appropriate fiscal structures. The Company has also been maintaining relationships in the mineral industry, meeting with international consumers and producers during the quarter. The extraction of valuable minerals from Alberta's oil sands is a unique opportunity that our Company has been developing. Creating a new minerals export industry represents an opportunity for additional resource development and diversification of Alberta's economy. In contrast to oil prices, zircon and titanium prices have remained stable over the past year, with industry forecasts for moderate growth in demand and higher pricing beyond 2015.

In 2015, the Company is continuing efficiency programs to reduce expenses, conserve cash and evaluate funding options to ensure adequate capital resources are available during commercialization.

Next Steps

Adoption of the Company's technology requires the support and cooperation of the oil sands industry and the Alberta government. Titanium is working with those oil sands operators who are most interested in adoption of its new technologies. The Company is progressing well through due diligence processes typically involving reviews by research and technology specialists, project engineering, economic, and site operational departments of these large organizations. 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 due diligence and review of proposals and agree to proceed.
- The Company and the oil sands operator(s) negotiate the business model, commercial terms and conditions.
- The Alberta government finalizes the fiscal structure, including the royalty regime, which will apply to this new form of resource recovery.
- 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").
- After approximately 30 months of EPC, the project will be commissioned and commercial production begins.

There is wide acceptance that innovation and new technology are the principal solutions to the reduction of both environmental impacts and rising costs in Canada's oil sands industry. Through a disciplined R&D approach and with cooperation from industry and government, the Company has successfully developed unique technology solutions that offer significant improvements to both environmental and economic challenges. We are confident that this compelling value proposition will result in adoption of our 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 prepared under IFRS (Canadian dollar in millions except per share data):

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

The Company is in the development stage and it has yet to earn any revenues. Until commercial arrangements are made with an oil sands operator, investments are 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 month period ended November 30, 2014 compared to the three month periods ended November 30, 2013:

- Net loss of $0.5 million for the three month period ended November 30, 2014 decreased by $0.3 million from $0.8 million in the comparative three month period ended November 30, 2013. The Company has concluded its R&D phase, reduced expenses and focused on commercialization. Net loss in the current quarter is comprised of G&A expense of $0.4 million and R&D of $0.1 million. This compares to $0.5 million of G&A and $0.3 million of R&D expenses for the three month period ended November 30, 2013, related to minerals development work. As a development stage company, the net loss was in line with expectations.
- The Company reduced its G&A and R&D expenses by $0.3 million for the three month period ended November 30, 2014 compared to the same period in fiscal 2013. With uncertainty related to timing of a first commercial project, the Company has diligently reduced expenses to preserve cash.

- The Company had $2.2 million in cash at November 30, 2014 as compared to $2.6 million at August 31, 2014. The decrease in cash of $0.4 million for the three month period ended November 30, 2014 relates to general overhead costs offset by the receipt of a $0.2 million in refundable research tax credit for the Company's 2013 SR&ED filings. All of the cash balances are liquid and are held in interest bearing cash accounts with major Canadian chartered banks.

Research and Development Expenditures

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

	Three months ended		
	Nov 30, 2014	Nov 30, 2013	Increase (decrease)
Compensation and benefits	$ 92	$ 107	$ (15)
Pilot plant, rent and other	18	186	(168)
Government grant recovery		(34)	34
Stock-based compensation	3	29	(26)
	$ 113	**$ 288**	**$ (175)**

- R&D spending in the current quarter was minimal and consisted primarily of compensation for technical staff and rent, equipment storage fees, and patent filing and maintenance fees. In the prior year the Company was completing the final phase of the minerals development program to finalize the flow-sheet circuits and processing HMC into zircon products for customer testing.
- For the three month period ended November 30, 2014, R&D spending was $0.1 million as compared to $0.3 million for the three month period ended November 30, 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. With the final stage of minerals development complete, and the focus on commercialization of the CVW™ technology, R&D expenses in future quarters will be substantially reduced.

General and Administrative Expenditures

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

	Three months ended Nov 30, 2014	Nov 30, 2013	Increase (decrease)
Compensation and benefits	$ 189	$ 143	$ 46
Consulting and professional fees	109	117	(8)
Directors fees	39	55	(16)
Travel	22	28	(6)
Rent, insurance and office	25	38	(13)
Investor relations and regulatory	18	33	(15)
Stock-based compensation	14	49	(35)
	$ 416	**$ 463**	**$ (47)**

- The Company has reduced costs where possible to focus its resources on commercialization. G&A expense was lower for the three month period ended November 30, 2014 at $0.42 million as compared to $0.46 million at November 30, 2013. With uncertainty related to timing of commercial projects and to preserve cash, the Company continued with equity based compensation plans in lieu of certain cash compensation for management and directors. This program reduced cash payments by $0.1 million for the three month period ended November 30, 2014. There was no change to compensation in the current quarter, however, compensation and benefits were lower in the three month period ended November 30, 2013 due to the reversal of an over accrual of variable pay in the prior fiscal period.

Liquidity, Capital Resources and Going Concern

The Company had $2.2 million in cash at November 30, 2014 compared to $2.6 million at August 31, 2014. The reduction was due to ongoing operational expenses and general and administrative overheads for a publicly traded company. 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 to 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 securities, 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 future financing will be available on favorable terms. An inability to raise additional financing or to achieve and maintain profitable operations will result in there being significant doubt that the Company will continue as a going concern. If the going concern assumption was not appropriate for these financial statements, then the necessary adjustments to the carrying values of the assets and liabilities, reported income and expenses and the statement of financial position, which could be material.

Now that the R&D and demonstration piloting phases of project development are complete, any discretionary R&D and/or engineering projects will be pursued in conjunction with grant and/or partner funding. Currently the Company is evaluating funding options to ensure adequate capital resources through the commercialization period. 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 in 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 November 30, 2014 was $0.4 million as compared to $0.7 million, for the three month period ended November 30, 2013. The decrease in use of cash in operating activities was related to the reduction in R&D expense, as piloting projects were completed in the prior fiscal year.

- Cash provided by financing activities for the three month period ended November 30, 2014 was nil compared to $0.2 million in the previous three month period ended November 30, 2013 representing the final payment under the NRC-IRAP Contribution Agreement.

Financial Instruments and Financial Risk Factors

The Company has, for accounting purposes, designated its cash and cash equivalents, research tax credits government grants receivable and goods and services tax 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.

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. 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 November 30, 2014, the Company had aggregate cash and cash equivalents of $2.2 million ($2.6 million, August 31, 2014) to settle current liabilities of $0.4 million ($0.5 million, August 31, 2014). Most of the Company’s liabilities have contractual terms of 30 days or less with the remainder 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 August 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 Company has reviewed the new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company and will become effective beginning on or after December 1, 2014:

IFRS 9 - "Financial Instruments" This amendment replaces the current standard IFRS 39 "Financial Instruments: Recognition and Measurement", replacing the current classification and measurement criteria for financial assets and liabilities with only two classifications categories: amortized cost and fair value. The amendment is effective January 1, 2018.

IFRS 15 – "Revenue from Contracts with Customers". This amendment replaces the existing revenue standards and interpretations with a single standard and provides additional guidance on revenue recognition for contracts with customers. The amendment is effective January 1, 2017, with early adoption permitted.

The Company is currently evaluating the impact of adopting these standards on its financial statements.

Other Information

Outstanding Share Data - as at January 29, 2015:

Number of common shares issued and outstanding:	64,425,040
Number of common share awards granted and outstanding:	4,035,853

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.