Condensed Interim Financial Statements (Unaudited)

November 30, 2015 and August 31, 2015

January 28, 2016

# To the Shareholders of Titanium Corporation Inc.

The condensed interim financial statements of Titanium Corporation Inc. as at and for the three month period ended November 30, 2015 have been compiled by management.

No audit or review of this information has been performed by the company's auditors.

# **Titanium Corporation Inc.** Statement of Financial Position

(expressed in Canadian dollars)

	November 30, 2015 \$	August 31, 2015 \$
Assets		
Current assets Cash and cash equivalents Goods and services tax receivable Prepaid expenses	1,029,358 - 13,661	883,099 8,333 9,460
Tropald expenses	1,043,019	900,892
Equipment Deferred financing costs (note 6)	13,094 566,802	14,026 -
Total assets	1,622,915	914,918
Liabilities		
Current liabilities Trade and other payables Accrued liabilities Deferred compensation (note 5)	143,120 255,262 291,565	23,775 262,576 705,354
Total liabilities	689,947	991,705
Shareholders' Equity		
Share capital (note 7)	61,137,222	60,256,945
Contributed surplus	15,485,152	14,757,098
Deficit	(75,689,406)	(75,090,830)
Total shareholders' equity	932,968	(76,787)
Total liabilities and shareholders' equity	1,622,915	914,918

Reporting entity and going concern (note 1)

The accompanying notes are an integral part of these financial statements. Certain amounts have been restated for comparative purposes.

Statement of Loss and Comprehensive Loss For the three month periods ended November 30, 2015 and 2014 (expressed in Canadian dollars)

	Three month periods ended November 30,		
	2015 \$	2014 \$	
<b>Expenses and losses</b>			
General and administrative (note 10)	427,889	415,597	
Research and development (note 10) Amortization and finance expenses	122,805	113,325	
(note 6)	49,385	1,806	
	600,079	530,728	
Other income	000,073	330,720	
Interest	(1,503)	(2,720)	
Net loss and comprehensive loss	598,576	528,008	
Basic and diluted loss per			
share (note 8)	0.01	0.01	

The accompanying notes are an integral part of these financial statements.

Statement of Changes in Shareholders' Equity For the three months period ended November 30, 2015 and 2014

(expressed in Canadian dollars)

	Share capital	Contributed surplus \$	Deficit \$	Shareholders' equity \$
Balance – September 1, 2015	60,256,945	14,757,098	(75,090,830)	(76,787)
Comprehensive loss for the period Equity-based compensation Proceeds on exercise of stock options Fair value of stock options exercised Fair value of DSUs released Fair value of warrants (note 7)	506,375 336,422 37,480	551,484 - (336,422) (37,480) 550,472	(598,576) - - - - -	(598,576) 551,484 506,375 - - 550,472
Balance – November 30, 2015	61,137,222	15,485,151	(75,689,406)	932,968
	Share capital	Contributed surplus \$	Deficit \$	Shareholders' equity \$
Balance – September 1, 2014	60,256,945	14,729,832	(72,629,517)	2,357,260
Comprehensive loss for the period Equity-based compensation (note 7)	- -	- 17,342	(528,008)	(528,008) 17,342
Balance – November 30, 2014	60,256,945	14,747,173	(73,157,525)	1,846,593

The accompanying notes are an integral part of these financial statements.

**Statement of Cash Flows** 

For the three month periods ended November 30, 2015 and 2014

(expressed in Canadian dollars)

	Three month period ende November 3	
Cash (used in) provided by	2015 \$	2014 \$
Operating activities Net loss for the period Items not affecting cash	(598,576)	(528,008)
Amortization	932	1,636
Equity-based compensation Deferred compensation expense Amortization of debt issue	137,695	17,342 -
costs(note 6)	41,806	<u>-</u>
Net change in non-cash working capital	(418,143)	(509,030)
items Change in research tax credits		
receivable Goods and services tax receivable	- 8,333	177,843
Prepaid expenses and other assets	0,333	3,407 12,434
Trade and other payables and accrued liabilities	107,830	(72,325)
	(301,980)	(387,671)
Financing activities		
Exercise of stock options	506,375	-
Deferred debt issue costs(note 6)	(58,136)	
T (1 )! 1 1	448,239	-
Increase (decrease) in cash and cash equivalents	146,259	(387,671)
Cash and cash equivalents – beginning of period	883,099	2,609,652
Cash and cash equivalents –		
end of period	1,029,358	2,221,981

The accompanying notes are an integral part of these financial statements.

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

#### 1 Reporting entity and Going Concern

Titanium Corporation Inc. (the "Company" or "Titanium") is a public company domiciled in, and governed by the laws of Canada. Titanium was formed upon the amalgamation of Titanium Corporation of Canada Limited and NAR Resources Ltd. under the *Business Corporations Act* (Ontario) on July 24, 2001. On March 19, 2009 the Company was continued under the *Canada Business Corporations Act*. The Company does not have any subsidiaries.

The Company's principal business office is Suite 510, 840 6 Avenue, SW, Calgary, Alberta, T2P 3E5 and the Company's registered office is located at Suite 2400, 525 8th Ave SW Calgary, AB T2P 1G1. The Company's common shares are listed on the Toronto Stock Venture Exchange under the ticker symbol "TIC".

Titanium's mission is "Creating Value from Waste<sup>TM</sup>" ("CVW<sup>TM</sup>"). The Company has developed innovative  $CVW^{TM}$  technologies that recover valuable heavy minerals, bitumen, solvent 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. The Company has completed demonstration piloting which culminated several years of progressive research and development ("R&D") of its proprietary technology.

The financial statements are prepared using International Financial Reporting Standards ("IFRS") that are applicable to a going concern which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. The Company is considered to be a development stage enterprise as it has yet to earn any revenues from its planned operations. The Company is devoting substantially all of its efforts toward commercializing its proprietary technology. The recoverability of amounts expended on R&D is dependent on the ability of the Company to complete pre-commercialization activities, commercialization at oil sands sites, and achieve future profitable operations. In addition, for the quarter ended November 30, 2015, the company reported a loss of \$598,576 and an accumulated deficit of \$75,689,406. 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. These circumstances could cast significant doubt on the ability of the company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. While the Company has been successful in obtaining the necessary financing to develop the business to this point including recent loan facilities, there are no assurances that the Company will be successful in the future in these endeavors.

An inability to raise additional financing or to achieve commercial operations, will impact the future assessment of the Company as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

#### 2 Basis of presentation

These financial statements of the Company have been approved by the Board of Directors on January 27, 2016. These financial statements are presented in Canadian dollars, which is the Company's functional currency.

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRIC interpretations. The financial statements have been prepared under the historical cost convention except as detailed in the Company's accounting policies disclosed in Note 3.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

#### 3 Significant accounting policies

Except as outlined below, these condensed interim financial statements have been prepared following the same accounting policies and methods of computation as the most recent annual financial statements as at and for the year ended August 31, 2015. Significant accounting policies are described in Note 3 of the August 31, 2015 annual financial statements.

#### Critical accounting estimates and judgements

The preparation of financial statements in accordance with IFRS requires management to make critical accounting estimates and judgements that affect the amounts reported in the financial statements and accompanying notes. These estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the actual results. Management considers the following areas to be those where critical accounting policies affect the significant estimates and judgements used in the preparation of the Company's financial statements.

#### a) Fair value of stock options

Determining the fair value of stock based compensation requires judgement related to the choice of a pricing model, the estimation of stock price volatility, the expected term of the underlying instruments and the estimation of the risk free interest rate.

#### b) Fair value of warrants

Determining the fair value of warrants requires judgement related to the choice of a pricing model, the estimation of stock price volatility, the expected term of the underlying instruments and the estimation of the risk free interest rate.

#### 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.

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

The Company has not yet begun the process of assessing the impact that the new standards 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. 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, 2018, with early adoption permitted.

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

#### 4 Government assistance

#### Scientific Research and Experimental Development (SR&ED) Tax Incentive Program

The Alberta SR&ED tax credit program provides a refundable tax credit to qualified corporations that incur eligible R&D expenditures in the province of Alberta. The Company received funds related to its 2013 claim in the amount of \$177,843 on October 28, 2014.

#### 5 Deferred Compensation

In order to preserve cash, the Company made arrangements with its directors and officers to receive a portion of their cash compensation in the form of either Restricted Share Units ("RSUs") or Deferred Share Units ("DSUs"). The deferred compensation liability was recognized as the value of accrued and approved compensation. The Company issued RSUs and DSUs for the settlement of approved deferred compensation of \$551,484. The remaining balance of \$291,565, represents an estimated accrual for deferred compensation that will be approved and settled in the future. Upon settlement, the outstanding liability is reclassified to contributed surplus. The vesting provisions, expiry date and the number of RSUs and DSUs to be issued remain subject to further determination of the Compensation Committee and shall be formally granted upon such determination.

#### **6** Loan Facilities and Deferred Financing Costs

On October 9, 2015 the Company entered into loan agreements (the "Loan Agreements") with with Mossco Capital Inc., an affiliated Canadian resident corporation controlled by Mr. Moss Kadey ("Mossco") and David Macdonald, two of its independent directors (together, the "Lenders") pursuant to which the Lenders agreed to lend to the Company the aggregate principal amount of up to \$1,500,000 (collectively, the "Loans"). The Loans, when drawn, are repayable in full by Titanium to the Lenders on October 9, 2017. Titanium may permanently repay all or part of the Loans at any time without notice or penalty. Mossco agreed to advance up to \$1,000,000 and Mr. Macdonald agreed to advance up to \$500,000. The proceeds from the Loans are to be used for general corporate purposes as approved by the Company's Board of Directors in its annual budget. Interest accrues on the Loans at the rate of 12% per annum from the date of advance, standby fees at the rate of 3% per annum on

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

any undrawn balances of the Loans (both payable monthly), and drawdown fees of 2.0% at the time of each advance of \$500,000. As at November 30, 2015, the Company has not drawn upon the Loans, and accordingly has not recorded an interest charge. Standby fees incurred during the three months ended November 30, 2015 on the undrawn balances of the Loans were \$6,411 and are included as other operating expenses.

Titanium's obligations in respect of the Loans are secured by a general security agreement granted by Titanium to each Lender under which Titanium has granted security interests over all of its present and after-acquired personal property and a floating charge over all of its real property. Titanium and the Lenders entered into an intercreditor agreement to confirm the pari passu ranking of the Loans and security, including the right to payment, priority of security and realization in respect of security.

In connection with the loans, Titanium issued 750,000 non-transferable common share purchase warrants to the Lenders which were allocated proportionally on the basis of their committed amounts. Each warrant (note 7) entitles the holder to acquire one common share of Titanium at a price of \$1.35 per Common Share prior to October 9, 2017. The warrants, and underlying common shares, are subject to a four-month hold period from the date of issuance, which expires on February 9, 2016.

The fair value of the warrants of \$550,472 and the cash debt issue costs of \$58,136, has been deferred and is being amortized on a straight line basis over the term of the loan facility. During the period ended November 30, 2015, the Company recorded amortization of deferred financing costs of \$41,806.

### 7 Share capital

#### Authorized

Unlimited number of common shares without par value have been authorized. Details of share capital balances are as follows:

	November 30, 2015			August 31, 2015
	Common shares #	Amount \$	Common shares #	Amount
Balance – beginning of period Exercise of stock options for cash Reallocation from contributed surplus relating to the exercise of stock	64,425,040 700,000	60,256,945 506,375	64,425,040	60,256,945
options  Reallocation from contributed surplus relating to the redemption of	- 64 207	336,422	-	-
DSUs  Balance – end of period	61,207 65,186,247	37,480 61,137,222	64,425,040	60,256,945

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

#### **Equity-based compensation**

The Company has an Equity Plan for its directors, officers, employees and consultants to encourage ownership of common shares and to align their interests with shareholders. The equity plan is designed to advance the Company's interests by providing additional incentives for plan participants and to retain and attract valued directors, officers, employees and consultants. The Company grants equity-based awards to officers, employees and non-executive directors at the discretion of the board of directors. The associated equity-based compensation expenses are recognized as components of general and administrative and research and development expenses. The Company adopted a "rolling" equity-based plan to include stock options, DSUs and RSUs. The number of common shares issuable under all such plans at any time is limited to 10% (rolling) of the issued and outstanding common shares of the Company in the aggregate. The revised equity plan was approved by shareholders on February 12, 2015 and the equity plan is subject to annual approval by the Company's shareholders.

The equity plan is comprised of the following components:

#### Stock options

Once a stock option is granted, the compensation expense for options granted is based on the estimated fair value of the options at the time of grant. The expense is recognized as a component of general and administrative and research and development expenses over the vesting periods of the options with a corresponding increase to contributed surplus within shareholders' equity. Upon exercise of the stock option, both the consideration received and the fair value of the option are recognized as share capital.

#### Deferred share units ("DSUs")

As part of the Company's long-term incentives for non-executive directors, a deferred stock unit plan was established representing a component of director compensation. DSU awards vest immediately upon grant and are settled with the issuance of common shares when a director's service ceases. The compensation expense for DSUs awarded to non-executive directors is based on the fair value at the time the award is granted. The fair value means, at any date, the higher of (i) weighted average price per share at which the common shares have traded on the TSXV during the last five (5) trading days prior to the relevant date and (ii) the closing price of the common shares on the date prior to the relevant date. The expense is recognized as a component of general and administration expense with a corresponding increase to contributed surplus within shareholders' equity. Upon redemption, the fair value of the award is reclassified from contributed surplus to share capital.

#### Restricted share units ("RSUs")

As part of the Company's long-term incentives for officers and other key employees, the RSU plan provides participants with the opportunity to acquire RSUs in order to participate in the long term success of the Company. The vesting schedule and term (not to exceed 10 years) of RSU awards are specified by the Board of Directors on the grant date and provide for a nominal award price (exercise price) which is reflected in the award notice. Once the award is vested, the RSU can be settled, at the option of the holder along with the exercise price, with the issuance of the Company's common shares. The compensation expense for RSUs awarded is based on the fair value of the award, less required exercise price, at the time of grant and is amortized over the specified vesting period. The fair value means, at any date, the higher of (i) weighted average

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

price per share at which the common shares have traded on the TSXV during the last five (5) trading days prior to the relevant date and (ii) the closing price of the common shares on the date prior to the relevant date. The cost is recognized as a component of general and administration and/or research and development expense with a corresponding increase to contributed surplus, within shareholders' equity. Upon redemption, the fair value of the award is reclassified from contributed surplus to share capital.

#### Summary of stock based awards

As of November 30, 2015, the Company was entitled to grant 6,518,625 stock based awards within the 10% rolling plan, of which 2,673,638 have been granted. Of the total granted and outstanding as at November 30, 2015, 1,850,000 were issued as stock options, 443,022 were issued as DSUs and 380,616 were issued as RSUs. The components of stock based compensation are summarized below:

#### **Summary of stock options**

A summary of the Company's stock option activity for the periods ended November 30, 2015 and August 31, 2015 is as follows:

		November 30, 2015		August 31, 2015	
	Number of common stock options #	Weighted average exercise price \$	Number of common stock options #	Weighted average exercise price \$	
Outstanding –					
September 1	3,658,400	1.28	3,815,400	1.25	
Granted	-	-	-	-	
Options exercised	(700,000)	0.72	-	-	
Options				_	
forfeited/cancelled	-	-	-		
Options expired	(1,108,400)	1.35	(157,000)	0.45	
Options outstanding	1,850,000	1.45	3,658,400	1.28	
Options exercisable	1,850,000	1.45	3,658,400	1.28	

The following table summarizes the options outstanding as at November 30, 2015:

Range of exercise price	Number of common shares #	Weighted average remaining contractual life years	Weighted average exercise price \$	Number of options exercisable #	Weighted average exercise price \$
1.00 – 1.99	1,075,000	2.32	\$1.05	1,075,000	\$1.05
2.00 – 2.99	775,000 1,850,000	0.15 1.41	\$2.00 \$1.45	775,000 1,850,000	\$2.00 \$1.45
	·	·		•	

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

Stock-based compensation expense has been presented in the statement of loss and comprehensive loss as a non-cash component of research and development and general and administrative expense (note 10). The fair value of each stock option is accounted for in the statement of loss and comprehensive loss, over the vesting period of the options, and the related credit is recorded in contributed surplus.

#### **Summary of DSUs**

A summary of the DSU activity for the periods ended November 30, 2015 and August 31, 2015 is as follows:

		November 30, 2015		
	Number of DSUs #	Weighted average share price at time of grant \$	Number of DSUs #	Weighted average share price at time of grant \$
Outstanding – September 1 Granted	388,012 116,217	0.91 1.11	370,447 17,565	0.90 1.03
Redeemed/released	(61,207)	0.61	-	<u>-</u>
DSUs outstanding	443,022	1.00	388,012	0.91

#### **Summary of RSUs**

A summary of the RSU activity for the periods ended November 30, 2015 and August 31, 2015 is as follows:

	November 30, 2015				August 31, 2015	
	Number of RSUs #		Share price at time of grant/release \$	Number ofE RSUs #	xercise price \$	Share price at time of grant \$
Outstanding September 1	_		-	-	-	-
Granted	380,616	\$0.0001	1.11	-	-	
RSUs outstanding	380,616	\$0.0001	1.11	-	-	

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

Equity based compensation expense related to stock awards for the period ended November 30, 2015 and November 30, 2014 is as follows:

	2015 \$	2014 \$
Stock options – G&A	_	5,991
Stock options – R&D	-	3,226
·	-	9,217
Deferred share units (DSUs)	-	8,125
Restricted share units(RSUs)	-	
Equity-based compensation expense	-	17,342
Equity-based compensation by nature (note 10)		
Equity-based compensation – G&A	-	14,116
Equity-based compensation – R&D	_	3,226
	-	17,342

#### Warrants

In connection with the loan facilities (note 6) the Lenders were issued 750,000 non-transferable common share purchase warrants which were allocated proportionally to the Lenders on the basis of their committed amounts. Each warrant entitles the holder to acquire one common share of Titanium at a price of \$1.35 per common share prior to October 9, 2017. A value of \$550,472 has been attributed to the warrants issued in connection with the loan facilities based on the Black-Scholes pricing model and has been recorded as part of contributed surplus on the statement of financial position. The fair value of the warrants has been deferred and is being amortized on a straight line basis over the term of the loan facility to contributed surplus.

The assumptions used in the Black Scholes pricing model for the fair value of the warrants are as follows:

Risk free interest rate	0.56%
Expected life	2.0
Expected volatility	104.75%
Fair value per whole warrant	\$0.734

#### 8 Basic and diluted loss per share

#### Weighted average number of common shares outstanding

As the Company incurred losses for the three month period ended November 30, 2015 and November 30, 2014, the impact of potentially issuable common shares upon the exercise of options would be anti-dilutive, therefore basic and diluted loss per share are the same.

Notes to Condensed Interim Financial Statements November 30, 2015 and 2014

The following table sets forth the reconciliation of basic and diluted loss per share:

	November 30, 2015 \$	November 30, 2014 \$
Net loss and comprehensive loss	598,576	528,008
Weighted average number of common shares for basic and diluted loss per share	64,766,486	64,425,040
Basic and diluted loss per share	0.01	0.01

#### 9 Segmented information

#### **Operating segments**

The Company has one reporting segment engaged in researching and developing a separation process for the recovery of heavy minerals, bitumen, solvent and water from oil sands froth treatment tailings. As the operations comprise a single reporting segment, amounts disclosed in the financial statements represent those of the single reporting unit. In addition all of the Company's equipment is located in Canada.

#### 10 Expenses by nature

General and administrative expenses consist of the following:

	Three month period ended November 30	
	2015 \$	2014 \$
Compensation and benefits	142,862	158,258
Deferred compensation expense (note 7)	137,695	30,704
Equity-based compensation (note 7)	· -	14,116
Investor relations and regulatory	36,025	17,825
Consulting and professional fees	81,263	108,732
Directors' fees	-	38,622
Travel	7,143	22,007
Rent, insurance and office	22,901	25,333
	427,889	415,597

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Research and development expenses consist of the following:

Pilot plant, rent and other		
Compensation and benefits		
Deferred compensation expense (note 7)		
Equity-based compensation (note 7)		

Three month period ended November 30		
2015	2014	
\$	\$	
23,969	17,856	
88,419	73,054	
10,417	19,189	
	3,226	
122,805	113,325	

#### 11 Capital management

The Company considers its shareholders' equity as its capital, which at November 30, 2015 totalled \$932,968 (August 31, 2015 – (\$76,787)). The Company does not have any bank debt or externally imposed capital requirements except those described in note 6, Loan Facilities and Deferred Financing Costs. The Company's capital management objectives are to manage its cash and cash equivalents prudently; to minimize the expenditures on general and administrative costs to ensure funds are available to continue to advance the commercialization of an oil sands project; and to access available government funding for research and development.

Management reviews its capital management approach on an ongoing basis and believes that its current approach, given the relative size and stage of the Company, is appropriate. There were no changes in the Company's approach to capital management during the three month period ended November 30, 2015. Refer to note 1 for a discussion of material uncertainties that may impact the company's ability to continue as a going concern.

#### 12 Subsequent Events

#### a) Deferred Compensation

On December 8, 2015 the Company announced that it had issued restricted share units ("RSUs") and deferred share units ("DSUs") of the Company under each of the Company's shareholder approved restricted share unit plan (the "RSU Plan") and deferred share unit plan (the "DSU Plan"), respectively for the settlement of \$234,391 in deferred compensation. The Company issued 212,361 RSUs to officers for settlement of \$169,889 of deferred compensation liability and 80,627 DSUs to non executive directors for settlement of \$64,502 of deferred compensation liability. As a result of the issuance of these equity awards, the deferred compensation liability was reduced subsequent to November 30, 2015 in aggregate by \$234,391 and the corresponding credit was included as contributed surplus.