

**Star Mountain Promissory Note Amendment and Extension**

October 2, 2017

Reference is made to the promissory note (the “**Promissory Note**”) dated December 30, 2016, between Star Mountain Resources Inc. (“**Star Mountain**”) and Titan Mining (US) Corporation (the “**Company**”).

All defined terms used in this letter (the “**Extension Letter Agreement**”) shall have the same meanings as set out in the Promissory Note.

1. Section 1.2(b)(iii) of the Promissory Note is hereby amended by replacing the phrase “\$500,000 on the date that is nine months after the Closing Date” with “\$525,000 on the date that is the earlier of (i) five (5) days from the closing date of the initial public offering of the Company’s parent Titan Mining Corporation, and (ii) October 31, 2017”.
2. Except as amended by this Extension Letter Agreement, all terms and conditions of the Promissory Note continue to be in full force and effect.

This Extension Letter Agreement shall be governed by and construed in accordance with the laws of the State of New York and the federal laws of the United States applicable therein. This Extension Letter Agreement shall, when accepted, be binding upon each of us and our respective successors and assigns and may be executed in any number of counterparts and by electronic means, each of which shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same instrument.

Please indicate your acceptance of this Extension Letter Agreement by signing a copy of this Extension Letter Agreement and returning it to us.

AGREED as of the date first written above:

**TITAN MINING (US) CORPORATION**

by (signed) Saurabh Handa  
Name: Saurabh Handa  
Title: CFO

**STAR MOUNTAIN RESOURCES INC.**

by (signed) Mark Osterberg  
Name: Mark Osterberg  
Title: President & COO