

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

**Item 1 – Security and Reporting Issuer**

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

**Common shares (“Common Shares”) in the capital of Titan Mining Corporation (“Titan”)**

**Titan Mining Corporation  
Suite 555 – 999 Canada Place  
Vancouver, BC V6C 3E1**

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. The transaction that triggered the requirement to file this report was a private transaction.

**Item 2 – Identity of the Acquiror**

- 2.1 State the name and address of the acquiror.

**Augusta Investments Inc. (“Augusta”) (a company indirectly owned and controlled by Richard Warke (“Warke”))  
555 – 999 Canada Place  
Vancouver, BC, V6C 3E1**

**Augusta and Warke together referred to as the Acquiror.**

**Augusta Investments Inc. is a company organized under the laws of the British Virgin Islands and is an investment holding company.**

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

**On September 22, 2020 the Acquiror acquired 7,000,000 units of Titan (the “Units”) by way of a private placement (the “Private Placement”) at price of \$0.50 per Unit. Each Unit is comprised of one ordinary share of Titan (a “Share”) and one half of a share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder to acquire one Share at a price of \$0.75 for a period of three years from the closing of the Private Placement (the “Closing”).**

- 2.3 State the names of any joint actors.

**Not Applicable.**

### Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

**See Item 2.2 and 3.4.**

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

**The Acquiror acquired ownership over the securities that triggered the requirement to file this report. See Item 2.2**

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

**Not Applicable.**

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

**Prior to September 23, 2020 the Acquiror owned, directly or indirectly or exercised control or direction over:**

- 1. 63,306,612 Common Shares of Titan representing 51.48% of the issued and outstanding Common Shares of Titan.**
- 2. 12,236,072 Warrants representing 84.38% of the issued and outstanding Warrants of Titan.**
- 3. 2,000,000 Stock Options of Titan representing 29.82% of the issued and outstanding Stock Options of Titan.**

**Since September 23, 2020 the Acquiror owns, directly or indirectly or exercises control or direction over:**

- 1. 70,306,612 Common Shares of Titan representing 50.58% of the issued and outstanding Common Shares of Titan.**
- 2. 15,736,072 Warrants representing 69.93% of the issued and outstanding Warrants of Titan.**
- 3. 2,000,000 Stock Options of Titan representing 29.82% of the issued and outstanding Stock Options of Titan.**

**As at September 23, 2020, if all Warrants and Stock Options held by the Acquiror were exercised, the Acquiror would then own, directly or indirectly or exercise control or direction over 88,042,684 Common Shares of Titan (on a partially diluted basis) representing 56.18% of the total number of issued and outstanding Common Shares of Titan on a partially diluted basis.**

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

**See items 2.2. and 3.4.**

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

**Not Applicable.**

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

**Not Applicable.**

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

**Not Applicable.**

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

**Not Applicable.**

- 3.8 State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

**Not Applicable.**

- 3.9 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

**Not Applicable.**

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

**The Acquiror acquired the Units at a price of \$0.50 per Unit for aggregate consideration of \$3,500,000.**

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

**See item 4.1.**

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

**See item 2.2.**

## Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

**The Common Shares and Warrants comprising the Units will be held by the Acquiror for investment purposes. The Acquiror may in the future acquire or dispose of securities of Titan, through the market, privately or otherwise, as circumstances or market conditions warrant.**

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

**Not applicable.**

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

**Not applicable.**

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

**Not applicable.**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;

**Not applicable.**

- (f) a material change in the reporting issuer's business or corporate structure;

**Not applicable**

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

**Not applicable.**

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

**Not applicable.**

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

**Not applicable.**

- (j) a solicitation of proxies from securityholders;

**Not applicable.**

- (k) an action similar to any of those enumerated above.

**Not applicable.**

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**Not Applicable.**

#### **Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

**Not Applicable.**

#### **Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

**Not Applicable.**

#### **Item 9 – Certification**

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

#### **Certificate**

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

**September 24, 2020**

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Date

***/s/ "Richard W. Warke"***

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Signature

**Richard W. Warke**

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Name/Title