

*No securities regulatory authority has expressed an opinion about these securities, and it is an offence to claim otherwise. This prospectus supplement (the “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus dated January 27, 2026 (the “**Base Shelf Prospectus**” and, as supplemented by this Prospectus Supplement, the “**Prospectus**”) to which it relates, as amended or supplemented, and each document incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See “Plan of Distribution”.*

*Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Titan Mining Corporation at Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1, telephone 604-687-1717, and are also available electronically at [www.sedarplus.ca](http://www.sedarplus.ca) and at [www.sec.gov](http://www.sec.gov).*

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in the “United States” or to a “U.S. person” (as such terms are defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and all applicable securities laws of any state of the United States, or exemptions from such registration requirements are available. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States or to a U.S. person. See “Plan of Distribution” below.*

## PROSPECTUS SUPPLEMENT

To the Short Form Base Shelf Prospectus dated January 27, 2026

New Issue

January 28, 2026



TITAN MINING CORPORATION

US\$14,999,998.50

### 6,666,666 COMMON SHARES AND 6,666,666 COMMON SHARE PURCHASE WARRANTS ISSUABLE ON DEEMED EXERCISE OF 6,666,666 SPECIAL WARRANTS

No securities are being offered or sold pursuant to this Prospectus Supplement. Titan Mining Corporation (“**we**”, “**Titan Mining**” or the “**Company**”) is hereby qualifying for distribution (the “**Distribution**”) 6,666,666 units of the Company (each, a “**Unit**” and collectively, the “**Units**”) consisting of: (i) one (1) common share in the authorized share structure of the Company (each, a “**Unit Share**” and collectively, the “**Unit Shares**”); (ii) one half (1/2) of one common share purchase warrant (each full warrant, a “**Class A Warrant**” and collectively, the “**Class A Warrants**”), with each Class A Warrant having an exercise price of US\$3.04 per common share (each, a “**Class A Warrant Share**” and collectively, the “**Class A Warrant Shares**”) with a term of 36 months from the date of issuance; and (iii) one half (1/2) of one transferable common share purchase warrant (each, full warrant, a “**Class B Warrant**” and collectively, the “**Class B Warrants**”, and together, with the Class A Warrants, the “**Warrants**”), with each Class B Warrant having an exercise price of US\$3.71 per common share (each, a “**Class B Warrant Share**” and collectively, the “**Class B Warrant Shares**”, and together with the Class A Warrant Shares, the “**Warrant Shares**”) with a term of 36 months from the date of issuance, subject to the Warrant Acceleration (as defined below) (the “**Expiry Date**”). The Units will be issued only to the holder of 6,666,666 special warrants of the Company (the “**Special Warrants**”, and together with the Unit Shares and Warrants, the “**Securities**”) upon the deemed exercise thereof for no additional consideration. In the event the closing price of the common shares of the Company listed on the NYSE American exceeds a 50% premium to the applicable exercise price of the Warrants for 15 or more trading days in any 30-trading day period, the Company may deliver a notice (including by way of a news release) to the holders of the applicable Warrants accelerating the Expiry Date to the date that is 30 days following the date of such notice (the “**Warrant Acceleration**”).

The Special Warrants were sold by the Company in a private placement (the “**Special Warrant Financing**”) that was completed on December 18, 2025 (the “**Closing Date**”) and distributed pursuant to an agency agreement dated December 16, 2025 between the Company and Maxim Group LLC (the “**Agent**”), as exclusive placement agent in connection with the Special Warrant Financing (the “**Agency Agreement**”). The Special Warrants are governed by the terms and conditions contained in the certificate representing the Special Warrants (the “**Special Warrant Certificate**”) issued to the Investor (as hereinafter defined) who has purchased the Special Warrants. **No additional**

**Special Warrants are available for purchase pursuant to this Prospectus Supplement and no additional funds are to be received by the Company from the distribution of the Units upon exercise of the Special Warrants.**

	Price to the Public <sup>(1)</sup>	Agent's Commission <sup>(2)</sup>	Net Proceeds to the Company <sup>(3)</sup>
Per Special Warrant.....	US\$2.25	US\$0.09	US\$2.16
Total <sup>(4)</sup> .....	US\$14,999,998.50	US\$599,999.94	US\$14,399,998.56

- (1) The Offering Price (as defined below) was determined by arm's length negotiation between the Company and the Agent, on their own behalf, with reference to the prevailing market price of the Common Shares and other factors.
- (2) The Company has paid the Agent a cash commission of US\$599,999.94 (the "**Cash Commission**"). See "*Plan of Distribution*".
- (3) After deducting the Cash Commission but before deducting the Company's expenses of the Distribution, estimated at approximately US\$400,000.00, which, together with the Cash Commission, the Company paid from the proceeds of the Distribution. See "*Plan of Distribution*".

The Company issued the Special Warrants on a private placement basis pursuant to the "minimum amount investment" exemption under section 2.10 of National Instrument 45-106 - *Prospectus Exemptions* (collectively, the "**Investors**"), pursuant to the subscription agreement dated December 16, 2025 between the Company and the investor (the "**Investor**").

The Common Shares are listed on the Toronto Stock Exchange (the "**TSX**") under the stock symbol "TI" and on the NYSE American LLC ("**NYSE American**") under the stock symbol "TII". On January 27, 2026, the last complete trading day prior to the date of this Prospectus Supplement, the closing price of the Common Shares on the TSX was CAD\$6.50 and was US\$4.86 on the NYSE American. **There is no market through which the Securities, other than the Common Shares, may be sold and holders may not be able to resell any of such Securities, other than the Common Shares.**

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Certificate. Subject to the terms and conditions of the Special Warrant Certificate, each Special Warrant entitles the holder thereof to acquire one Unit, subject to adjustments in certain circumstances, without payment of additional consideration.

Each Special Warrant will be deemed to be exercised at 5:00 pm (New York time) on the date that is the earlier of (the "**Automatic Exercise Date**"): (i) the fifth business day after the date on which the Company files this Prospectus Supplement; and (ii) the date that is four months and a day after the Closing Date. The Company agreed to use its commercially reasonable efforts to file this Prospectus Supplement in order to qualify the distribution of the Unit Shares and Warrants upon conversion of the Special Warrants in the Qualifying Jurisdiction as soon as practicable.

**An investment in the Unit Shares, Common Shares or Warrants involves a high degree of risk. You should carefully review the risks outlined in this Prospectus Supplement and in the documents incorporated by reference in this Prospectus Supplement and consider such risks in connection with an investment in the Unit Shares, Common Shares or Warrants. See "*Risk Factors*".**

**Prospective investors should be aware that the acquisition of the Unit Shares, Common Shares and Warrants described herein may have tax consequences in Canada and elsewhere. Such consequences for investors may not be described fully herein and investors should discuss with their tax advisors. See "*Certain Canadian Federal Income Tax Considerations*".**

**Certain directors and officers of the Company and certain persons for whom the Company has filed a consent in connection herewith, reside outside of Canada. Although such persons have appointed the Company as their agent for service of process, purchasers are advised that it may not be possible for investors to enforce judgements obtained in Canada against such persons. See "*Enforcement of Judgments Against Foreign Persons or Companies*".**

For information about the right to withdraw or rescind from an agreement to purchase securities, see "*Statutory Rights of Withdrawal and Rescission*" and "*Contractual Rights of Rescission of Special Warrant Holders*".

**Maxim Group LLC – Sole Placement Agent**

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## **IMPORTANT NOTICE ABOUT THE INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE BASE SHELF PROSPECTUS**

This document is in two parts. The first part is this Prospectus Supplement, which describes the terms of the Special Warrant Financing and securities being distributed hereunder and also adds to and updates information contained in the Base Shelf Prospectus and the documents incorporated by reference herein and therein. The second part, the Base Shelf Prospectus, gives more general information, some of which may not apply to the securities being distributed hereunder. This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purposes of the Distribution. Other documents are also incorporated, or are deemed to be incorporated by reference into this Prospectus Supplement and into the Base Shelf Prospectus. See “*Documents Incorporated by Reference*”.

An investor should rely only on the information contained in or incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus. If the description of the Unit Shares, Common Shares and Warrants varies between this Prospectus Supplement and the Base Shelf Prospectus, investors should rely on the information in this Prospectus Supplement. To the extent that any statement made in this Prospectus Supplement differs from those in the Base Shelf Prospectus, the statements made in the Base Shelf Prospectus and the information incorporated by reference herein and therein are deemed modified or superseded by the statements made by this Prospectus Supplement. The Company has not authorized anyone to provide you with different information. If anyone provides you with any additional, different or inconsistent information, investors should not rely on it.

An investor should assume that the information appearing in this Prospectus Supplement or the accompanying Base Shelf Prospectus is accurate only as of the date on the front of those documents and that information contained in any document incorporated by reference herein or therein is accurate only as of the date of that document unless specified otherwise. The Company’s business, financial condition, results of operations and prospects may have changed since those dates.

**Information contained in this Prospectus Supplement should not be construed as legal, tax or financial advice and readers are urged to consult their own professional advisors in connection therewith.**

This Prospectus Supplement does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this Prospectus Supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

**Unless stated otherwise or the context otherwise requires, all currency presentation, and references to dollar amounts in this Prospectus and any Prospectus Supplement are references to United States dollars and will be indicated by “\$” or “US\$”. Any reference to Canadian dollars will be indicated by “C\$” or “CAD\$”. The Company’s financial statements that are incorporated by reference into this Prospectus and any Prospectus Supplement are expressed in United States dollars and have been prepared in accordance with International Financial Reporting Standards. Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to “Titan Mining”, the “Company”, “we”, “us” or “our” includes the Company and each of its material subsidiaries.**

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Prospectus Supplement and the Base Shelf Prospectus, including the documents incorporated by reference herein and therein, contain “forward-looking statements” within the meaning of applicable Canadian securities laws (“**forward-looking statements**”), concerning the Company’s plans for its properties, operations and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning estimates of mineral resources may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property in which that mineralization is contained is developed. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”,

“would”, “might” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements included or incorporated by reference in this Prospectus Supplement include, but are not limited to, estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur; exploration and development plans; timing of such exploration plans, and potential results of such exploration plans; recommended work programs and the expected results therefrom; the expectation that net proceeds from the sale of the Securities will be used towards exploration at the Empire State Mine including the Kilbourne Graphite Project and general corporate purposes, including funding potential future acquisitions, capital expenditures, and debt repayment including a potential feasibility study in 2026 in order to proceed with commercial construction of the Kilbourne Graphite Project; the expectation that the current working capital will be sufficient to fund current operations and capital requirements for the next 12 months; and the expectation that the Company will continue to raise necessary funds through the issuance of securities or other types of financing.

Any such forward-looking statements are based, in part, on assumptions and factors that may change, thus causing actual results or achievements to differ materially from those expressed or implied by the forward-looking statements. Such factors and assumptions may include, but are not limited to: assumptions concerning future prices of zinc and other minerals; mineral cut-off grade or recovery rates; accuracy of mineral resource estimates and resource modeling; timing and reliability of sampling and assay data; representativeness of mineralization; timing and accuracy of metallurgical test work; anticipated political and social conditions; expected government policy, including reforms; and the ability to successfully raise additional capital.

Forward-looking statements are subject to a variety of risks and uncertainties, both general and specific, which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: debt risk; general business, economic, competitive, political, regulatory and social uncertainties; actual results of exploration activities and economic evaluations; fluctuations in currency exchange rates; changes in project parameters; changes in costs, including labour, infrastructure, operating and production costs; future prices of zinc and other minerals; variations of mineral grade or recovery rates; operating or technical difficulties in connection with exploration, development or mining activities, including the failure of plant, equipment or processes to operate as anticipated; delays in completion of exploration, development or construction activities; changes in government legislation and regulation; the ability to maintain and renew existing licenses and permits or obtain required licenses and permits in a timely manner, including environmental licences; the ability to obtain financing on acceptable terms in a timely manner; contests over title to properties; employee relations and shortages of skilled personnel and contractors; the speculative nature of, and the risks involved in, the exploration, development and mining business; assumptions as to mining dilution; assumptions as to closure costs and closure requirements; environmental risks; unanticipated reclamation expenses; unexpected variations in quantity of mineralized material, grade or recovery rates; geotechnical or hydrogeological considerations during mining being different from what was assumed; changes to assumptions as to salvage values; ability to maintain the social license to operate; changes to interest rates; changes to tax rates, including federal, state and county income and property tax rates; Common Share price fluctuation; global economic conditions; uncertainty of future revenues or of a return on investment; no defined mineral reserves; the speculative nature of mineral exploration and development; risk of global outbreaks and contagious diseases; risks from international operations; relationships with, and claims by, local communities and indigenous groups; permitting risk; anti-mining sentiment; failure to comply strictly with applicable laws, and regulations may have a material adverse impact on the Company’s operations or business; the inherent operational risks associated with mining, exploration and development, many of which are beyond the Company’s control; land title risk; ethics and business practices; the Company may in the future become subject to legal proceedings; the Company’s mineral assets are located outside Canada and are held indirectly through non-Canadian affiliates; commodity price risk; exchange rate fluctuations; property commitments; infrastructure; key management; conflicts of interests; uninsurable risks; information systems; public company obligations; internal controls provide no absolute assurances as to reliability of financial reporting and financial statement preparation, and ongoing evaluation may identify areas in need of improvement; the value of the Common Shares, as well as its ability to raise equity capital, may be impacted by future issuances of Common Shares; and measures to protect endangered species may adversely affect the Company’s operations, as well as those factors discussed in this Prospectus.

For additional risk factors that could cause results to differ materially from forward-looking information, see the section entitled “*Risk Factors*” below and in the Annual Information Form (as defined herein) and in the Annual MD&A (as defined herein). Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Forward-looking statements are made based on management’s informed judgement, beliefs, estimates and opinions on the date the statements are made. Other than as required by applicable law, the Company undertakes no obligation to update forward-looking statements if such judgements, beliefs, estimates and opinions or other circumstances should change. Accordingly, investors should appreciate the inherent uncertainty of, and not place undue reliance on, forward-looking statements.

### CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

The Company reports in United States dollars. Accordingly, all references to “\$”, “US\$” or “United States dollars” included or incorporated by reference in this Prospectus and in any Prospectus Supplement refer to United States dollar values, while references to “C\$” or “CAD\$” are to Canadian dollar values.

The following table sets out for each period indicated: (i) the high and low daily exchange rates during such period; (ii) the average daily exchange rates for such period; and (iii) the daily exchange rate in effect at the end of the period, for one United States dollar, expressed in Canadian dollars, based on the daily average exchange rates published by the Bank of Canada.

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2025
	CAD\$	CAD\$
High	1.3858	1.4603
Low	1.3316	1.3558
Average	1.3604	1.3988
End of Period	1.3499	1.3921

	Year ended December 31, 2023	Year ended December 31, 2024
	CAD\$	CAD\$
High	1.3875	1.4416
Low	1.3128	1.3316
Average	1.3497	1.3698
End of Period	1.3226	1.4389

The daily average exchange rate on January 27, 2026 as published by the Bank of Canada for the conversion of Canadian dollars into United States dollars was CAD\$1.00 equals US\$0.7342 and for the conversion of United States dollars into Canadian dollars was US\$1.00 equals CAD\$1.3620.

### DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Base Shelf Prospectus solely for the purposes of the Distribution. Other documents are also incorporated, or are deemed to be incorporated by reference, into the accompanying Base Shelf Prospectus and reference should be made to the accompanying Base Shelf Prospectus for full particulars thereof.

Information has been incorporated by reference in this Prospectus Supplement and the accompanying Base Shelf Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference herein and therein may be obtained on request without charge from the Corporate

Secretary of the Company at Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1, telephone: 604-687-1717 and are also available electronically on the Canadian System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) at [www.sedarplus.ca](http://www.sedarplus.ca). The Company’s filings through SEDAR+ are not incorporated by reference into this Prospectus Supplement and the accompanying Base Shelf Prospectus except as specifically set forth herein.

The following documents (“**documents incorporated by reference**” or “**documents incorporated herein by reference**”) that we have filed with the securities regulatory authority in the Qualifying Jurisdiction are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement and the accompanying Base Shelf Prospectus:

- (a) the annual information form of the Company dated March 18, 2025 (the “**Annual Information Form**”) (but excluding the technical report titled “Empire State Mines 2024 NI 43-101 Technical Report” with an effective date of December 3, 2024 incorporated by reference therein together with the information derived from such technical report, all of which is specifically excluded and is not incorporated by reference herein);
- (b) the audited consolidated financial statements of the Company for the years ended December 31, 2024, and 2023, together with the notes thereto and the auditors’ report thereon and related management’s discussion and analysis (the “**Annual MD&A**”);
- (c) the unaudited interim condensed consolidated financial statements of the Company for the three and nine months ended September 30, 2025 and 2024, together with the notes thereto (the “**Interim Financial Statements**”) and related management’s discussion and analysis;
- (d) the management information circular of the Company dated July 9, 2025, prepared in connection with the Company’s annual general meeting of shareholders held on August 20, 2025;
- (e) the material change report dated January 14, 2025, in respect of the Company’s updated mineral resource estimate and extended mine life for the Company’s ESM zinc operations;
- (f) the material change report dated June 30, 2025, in respect of EXIM’s approval of a US\$15.8 million financing for ESM;
- (g) the material change report dated July 28, 2025, in respect of the Company entering into a credit agreement with Augusta Investments Inc. and the Company’s wholly owned subsidiary, Empire State Mines, LLC (“**ESM LLC**”), entering into a definitive credit agreement with the Export Import Bank of the United States (“**EXIM**”);
- (h) the material change report dated September 18, 2025, in respect of the Company announcing plans to list on the NYSE American and the promotion of a new chief executive officer;
- (i) the material change report dated November 6, 2025, in respect of the consolidation of the issued and outstanding Common Shares (the “**NYSE Consolidation**”) on the basis of one new Common Share for every 1.5 existing Common Shares in order to align the Company with United States market standards in preparation for listing on the NYSE American;
- (j) the material change report dated December 10, 2025, in respect of the results from the Company’s Preliminary Economic Assessment for the Kilbourne Graphite Project and expanded support from EXIM under the Make More in America initiative; and
- (k) the material change report dated December 23, 2025, in respect of the Company’s closing of its private placement of special warrants for aggregate gross proceeds of US\$15 million.

Any documents of the type described in section 11.1 of Form 44-101F1 – *Short Form Prospectus* (“**Form 44-101F1**”) filed by the Company with a Commission subsequent to the date of this Prospectus Supplement and prior to the expiry

of the Prospectus, or the completion of the issuance of securities pursuant hereto, will be deemed to be incorporated by reference into this Prospectus Supplement and the accompanying Base Shelf Prospectus.

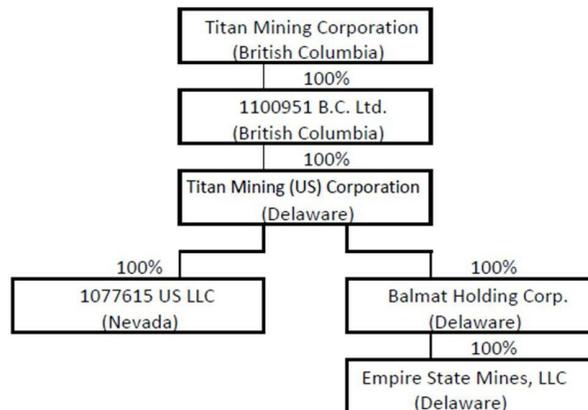
**Any statement contained in the Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus Supplement, except as so modified or superseded.**

Upon filing of a new annual information form and related annual consolidated financial statements with, and where required, accepted by, the applicable securities regulatory authorities during the currency of the Prospectus, the previous annual information form, including all amendments thereto, the previous annual financial statements and all unaudited condensed consolidated interim financial statements (and related management’s discussion and analysis in the interim reports for such periods), material change reports filed prior to the end of the fiscal year in which the new annual information form is filed and management information circulars filed prior to the commencement of the fiscal year in which the new annual information form is filed shall all be deemed no longer to be incorporated into this Prospectus Supplement.

### SUMMARY DESCRIPTION OF BUSINESS

The Company was incorporated on October 15, 2012, under the *Business Corporations Act* (British Columbia) under the name “Triton Mining Corporation” On November 10, 2016, it changed its name to “Titan Mining Corporation”.

The following diagram illustrates the organizational structure of the Company, including its subsidiaries, as of the date of this Prospectus Supplement.



Titan Mining is a natural resource company engaged in the acquisition, exploration, development and production of mineral properties. The Company’s principal asset is its indirect ownership interest (as illustrated in the chart above) of ESM LLC, which owns a group of high-grade zinc mines in St Lawrence County, New York. These past-producing operations include Empire State Mine’s #2, #3, #4, Hyatt, Pierrepont and Edwards mines (collectively referred to as “ESM” or the “**Empire State Mine**”), which had been on care and maintenance since 2008. The Company indirectly acquired ESM on December 30, 2016 as part of its acquisition of 100% of the issued and outstanding shares of Balmat Holdings Corp. The zinc concentrates produced by the Company at ESM are 100% sold to Glencore Ltd. pursuant to an off-take agreement between the Company and Glencore Ltd. dated October 17, 2017. ESM also includes the Company’s Kilbourne Graphite Project.

For additional information with respect to the Company's business, operations and financial condition, refer to the Annual Information Form and the Annual MD&A, available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### CONSOLIDATED CAPITALIZATION

Except as disclosed below under "Prior Sales", and the NYSE Consolidation, where the Company consolidated the issued and outstanding Common Shares on the basis of a ratio of one new Common Share for every 1.5 existing Common Shares on November 3, 2025, there has not been any material change in the share and loan capital of the Company, on a consolidated basis, since September 30, 2025, being the date of the Interim Financial Statements.

As a result of the Distribution and the private placement of special warrants, the shareholders' equity of the Company increased by the amount of the net proceeds of the Special Warrant Financing, and the number of issued and outstanding Common Shares will increase by the number of Common Shares distributed under the Distribution and the number of issued and outstanding Warrants will increase by the number of Warrants distributed under the Distribution. The Distribution is not expected to have a material impact on the loan capital of the Company.

### USE OF PROCEEDS

#### Proceeds

The Company received net proceeds of US\$14,399,998.56 from the Special Warrant Financing, after deducting the Cash Commission of US\$599,999.94, but before deducting the expenses of the Distribution, estimated at approximately US\$400,000.00. No additional funds are to be received by the Company from the Distribution of the Units upon exercise of the Special Warrants. The Company may receive additional proceeds from the exercise of the Warrants.

#### Principal Purposes

The proceeds are used towards the exploration and development at the Empire State Mine including the Kilbourne Graphite Project and for general corporate purposes. The Company intends to use the net proceeds of the Special Warrant Financing to fund the items described below. The Company intends to use US\$12,479,000.00 of the net proceeds to advance completion of studies for the Company's Kilbourne Graphite project. This includes: US\$1,842,000.00 of net proceeds to for resource drilling, modeling and estimation; US\$6,074,000.00 of net proceeds for geotechnical and hydrogeology drilling and modeling; and US\$385,000.00 of net proceeds for metallurgical testwork; US\$373,000.00 for permitting; US\$3,805,000.00 for engineering studies (mine planning, infrastructure, process design, water management and closure). The balance of the remaining net proceeds of the Special Warrant Financing is allocated to general corporate and working capital purposes, including Distribution expenses. A breakdown of the use of the gross proceeds to be received by the Company from the Special Warrant Financing is provided below:

<b>Use of Proceeds</b>	<b>Amount (US)</b>
Resource Drilling, Modeling and Estimate	1,842,000.00
Geotechnical and Hydrogeology Drilling and Modeling	6,074,000.00
Metallurgical Testwork	385,000.00
Permitting	373,000.00
Engineering Studies (mine planning, infrastructure, process design, water management and closure)	3,805,000.00
<b>Studies Cost</b>	<b>12,479,000.00</b>
General Corporate and Working Capital (Including Distribution expenses)	1,920,998.56
<b>TOTAL</b>	<b>\$14,399,998.56</b>

The above noted allocation represents the Company's current intentions with respect to its use of proceeds from the Special Warrant Financing and use of available funds based on current knowledge, planning and expectations of

management of the Company. Although the Company intends to use the net proceeds from the Special Warrant Financing as set forth above, the actual allocation of the net proceeds may vary from those allocations set out above, depending on the amount of proceeds raised, the time periods in which the proceeds are raised, future developments in relation to the financing and advancement of the Empire State Mine including the Kilbourne Graphite Project or other projects or unforeseen events, including those listed under “*Risk Factors*” of this Prospectus Supplement, the Base Shelf Prospectus, the Annual Information Form and the Annual MD&A. Potential investors are cautioned that notwithstanding the Company’s current intentions regarding the use of the net proceeds of the Distribution, there may be circumstances where a reallocation of the net proceeds may be advisable for reasons that management believes, in its discretion, are in the Company’s best interests.

Titan expects to use the net proceeds to achieve completion of a feasibility study in 2026 to enable the Company to seek approval from the Company’s board to proceed with commercial construction of the Kilbourne Graphite Project.

## PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company engaged the Agent, as exclusive placement agent, to effect the Special Warrant Financing on a “commercially reasonable efforts” private placement basis of 6,666,666 Special Warrants at a price of US\$2.25 per Special Warrant (the “**Offering Price**”) for aggregate proceeds to the Company of US\$14,999,998.50. The Offering Price was determined through negotiations between the Company and the Agent. In consideration for its services in connection with the Special Warrant Financing, the Company paid the Agent an aggregate Cash Commission of US\$599,999.94 (US\$0.09 per Special Warrant). It is estimated that the total expenses of the Special Warrant Financing, not including the Agent’s Commission, will be approximately US\$400,000.00. All such expenses have been or will be paid by the Company.

This Prospectus Supplement is being filed in British Columbia (the “**Qualifying Jurisdiction**”) to qualify the Distribution of the Unit Shares and the Warrants comprising the 6,666,666 units issuable on the exercise or deemed exercise of 6,666,666 Special Warrants. The Company has agreed to use its commercially reasonable efforts to qualify the Distribution of the Unit Shares and Warrants as soon as practicable. The Special Warrants will automatically convert into Unit Shares and Warrants on the Automatic Exercise Date.

Under applicable securities laws in Canada, certain persons and individuals have statutory liability for any misrepresentation in this Prospectus Supplement, the Prospectus and the documents incorporated herein and therein by reference, subject to available defences. The Company has agreed to indemnify the Agent and its affiliated entities, managers, members, officers, employees, legal counsel, agents and controlling persons against certain liabilities including, without restriction, civil liabilities under applicable securities legislation in Canada, and to contribute to any payments that the Agent may be required to make in respect thereof.

Pursuant to the Agency Agreement, each of the directors and officers of the Company has entered into lock-up agreements with the Agent (a “**Lock-Up Agreement**”) not to, subject to certain limited exceptions, offer, sell, contract to sell, hypothecate, pledge or otherwise dispose of, directly or indirectly, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position, with respect to, any Common Shares of the Company or securities convertible, exchangeable or exercisable into, Common Shares of the Company for a period of 90 days from December 18, 2025 (the “**Restriction Period**”), unless with the prior written consent of the Agent, such consent not to be unreasonably withheld or delayed, provided that the Company receives a signed lock-up agreement (in the form substantially similar to the Lock-Up Agreement) for such transferred Securities for the balance of the Restriction Period from the transferee.

The TSX and the NYSE American have approved the listing of the Unit Shares and the Warrant Shares.

### Special Warrants

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Certificates. An aggregate of 6,666,666 special warrants are outstanding as of the date of this Prospectus Supplement.

The material terms and conditions of the Special Warrants are summarized below:

- Each of the Special Warrants entitles the holder thereof to acquire one Unit for each Special Warrant, subject to adjustment as provided for in the Special Warrant Certificates;
- Each Special Warrant will entitle the holder thereof to receive upon deemed exercise on the Automatic Exercise Date and without payment of additional consideration, one (1) Unit consisting of: (i) one (1) Unit Share; (ii) one half (1/2) of one Class A Warrant with each Class A Warrant having an exercise price of US\$3.04 per Class A Warrant Share with a term of 36 months from the date of issuance; and (iii) one half (1/2) of one Class B Warrant with each Class B Warrant having an exercise price of US\$3.71 per Class B Warrant Share with a term of 36 months from the date of issuance, subject to the Warrant Acceleration.
- The Company has agreed to use its commercially reasonable efforts to file a prospectus in order to qualify the distribution of the Unit Shares and Warrants upon conversion of the Special Warrants in the Qualifying Jurisdiction as soon as possible. This Prospectus Supplement is for such purpose;
- The Special Warrants will automatically convert into the Units on the Automatic Exercise Date;
- The Special Warrant Certificates provide for and contain adjustment provisions designed to keep the holders of the Special Warrants unaffected by the possible occurrence of certain corporate events, including any subdivision, consolidation, stock dividend or reclassification of the Common Shares, amalgamation, merger or corporate reorganization of the Company. The Company will make adjustments as it considers necessary and equitable acting in good faith, subject to any approvals required by any stock exchange or regulatory authority having jurisdiction over the Company.
- Until such time of the conversion of the Special Warrants into the Units, the holders of Special Warrants do not have any right or interest whatsoever as a shareholder of the Company, including but not limited to any right to vote at, to receive notice of, or to attend, any meeting of shareholders or any other proceedings of the Company or any right to receive any dividend or other distribution.

The Company has granted to the holder of the Special Warrants a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires another security of the Company on exercise of the Special Warrant is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation, (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired; (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the underwriter or the Company, as the case may be, on the acquisition of the special warrant; (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber. See "*Contractual Rights of Rescission of Special Warrant Holders*".

The above is a summary of the material attributes and characteristics of the Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Certificate.

## **DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

### **Authorized Capital**

The Company's authorized capital consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus Supplement, 91,621,438 Common Shares are issued and outstanding.

### **Common Shares**

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company, and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of the holders of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Company may determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The

issued Common Shares are not subject to call or assessment by the Company nor are there any pre-emptive, conversion, exchange, redemption or retraction rights attaching to the Common Shares.

### **Warrants**

The Warrants will be governed by the terms of certificates representing the warrants (the “**Warrant Certificates**”) to be issued by the Company. The following summary of certain provisions of the Warrant Certificates does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Certificates which will be issued to each Warrant holder.

Each Class A Warrant will entitle the holder to acquire one Class A Warrant Share at an exercise price of US\$3.04 per Class A Warrant Shares with a term of 36 months from the date of issuance, subject to the Warrant Acceleration.

Each Class B Warrant will entitle the holder to acquire one Class B Warrant Share at an exercise price of US\$3.71 per Class B Warrant Share with a term of 36 months from the date of issuance, subject to the Warrant Acceleration.

The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including: (a) a share dividend, subdivision, (b) any consolidation or reverse share split of the outstanding Common Shares into a smaller number of Common Shares, (c) the issuance by reclassification of Common Shares, (d) a subsequent rights offerings or special distribution to certain groups of holders.

The Warrant Certificate also provides for adjustment in the class and/or number of securities or other property issuable upon the exercise of the Warrants and/or the exercise price per security upon the occurrence of the following additional events: (a) sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets, (b) any reclassification, reorganization or recapitalization of the Common Shares or any compulsory share exchange pursuant to which the Common Shares are effectively converted into or exchanged for other securities, cash or property, (c) a share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off, merger or plan of arrangement) whereby another person or group acquires more than 50% of the outstanding Common Shares or more that 50% of the voting power. The Warrant Certificate also provides that, during the period in which the Warrants are exercisable, the Company will give notice to the warrant holders of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants and/or the number of Warrant Shares issuable upon exercise of the Warrants. The Warrants are transferable in accordance with its terms and may be modified or amended with the written consent of the Company and the warrant holder.

In accordance with the Warrant Certificate, the Company shall not effect any exercise of the Warrants, and any such attempted exercise shall be void and of no effect to the extent that after giving effect to such issuance after exercise as set forth on the applicable notice of exercise, the holder (together with the holder’s affiliates), and any other persons as set out in the Warrant Certificate, would beneficially own in excess of 9.99% of the number of Common Shares outstanding immediately after giving effect to the issuance of the common shares issuable upon exercise of the Warrants.

### **PRIOR SALES**

For the 12-month period before the date of this Prospectus Supplement, the Company issued the following Common Shares and securities exercisable or convertible into Common Shares:

<b>Date of Issuance</b>	<b>Number and Type of Securities Issued<sup>(1)</sup></b>	<b>Exercise Price<sup>(1)</sup></b>
July 25, 2025	53,676 Common Shares issued on exercise of stock options	CAD\$0.945
August 20, 2025	50,000 Common Shares issued on exercise of stock options	CAD\$0.945

August 21, 2025	100,000 Common Shares issued on exercise of stock options	CAD\$0.945
August 25, 2025	25,769 Common Shares issued on exercise of stock options	CAD\$0.945
August 26, 2025	51,538 Common Shares issued on exercise of stock options	CAD\$0.945
August 26, 2025	51,538 Common Shares issued on exercise of stock options	CAD\$0.945
September 8, 2025	3,333 Common Shares issued on exercise of stock options	CAD\$0.945
September 10, 2025	100,000 Common Shares issued on exercise of stock options	CAD\$0.945
September 19, 2025	37,296 Common Shares issued on exercise of stock options	CAD\$0.945
September 25, 2025	100,000 Common Shares issued on exercise of stock options	CAD\$0.945
September 26, 2025	5,555 Common Shares issued on exercise of stock options	CAD\$0.945
November 10, 2025	16,667 Common Shares issued on exercise of stock options	CAD\$0.765
November 13, 2025	110,000 Common Shares issued on exercise of stock options	CAD\$1.275
December 18, 2025	6,666,666 Special Warrants	N/A <sup>(2)</sup>
January 21, 2026	5,000 Common Shares issued on exercise of stock options	CAD\$0.765

<sup>(1)</sup> Numbers provided after giving effect to the Company's consolidation of Common Shares on the basis of a ratio of one new Common Share for every 1.5 existing Common Shares.

<sup>(2)</sup> Each Special Warrant will be deemed to be exercised on the Automatic Exercise Date for no additional payment.

### TRADING PRICE AND VOLUME

The Common Shares are listed on the TSX under the stock symbol "TI" and on the NYSE American under the stock symbol "TII". The following tables set forth information relating to the monthly trading of the Common Shares on the TSX and the NYSE, as applicable, for the 12-month period prior to the date of this Prospectus Supplement. On January 27, 2026, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Common Shares on the TSX was CAD\$6.50 and the closing price of the Common Shares on the NYSE American was US\$4.86.

#### TSX

Date	High (CAD\$)	Low (CAD\$)	Volume (no. of Common Shares)
January 2025 <sup>(1)</sup>	0.31	0.255	1,431,410
February 2025 <sup>(1)</sup>	0.29	0.245	511,620
March 2025 <sup>(1)</sup>	0.445	0.25	4,254,329
April 2025 <sup>(1)</sup>	0.67	0.35	2,460,400

Date	High (CAD\$)	Low (CAD\$)	Volume (no. of Common Shares)
May 2025 <sup>(1)</sup>	0.69	0.49	1,021,626
June 2025 <sup>(1)</sup>	0.72	0.49	609,440
July 2025 <sup>(1)</sup>	1.77	0.69	4,338,010
August 2025 <sup>(1)</sup>	1.40	1.13	1,308,388
September 2025 <sup>(1)</sup>	1.68	1.17	2,527,840
October 2025 <sup>(1)</sup>	3.17	1.66	8,346,538
November 2025	4.39	3.09	1,755,463
December 2025	5.04	3.00	1,556,177
January 1 – 27, 2026	7.75	3.75	4,819,032

<sup>(1)</sup> The Common Shares of the Company were consolidated on the basis of one post-consolidation Common Share for every 1.5 pre-consolidation Common Shares on November 3, 2025. The figures prior to November 2025 are on a pre-consolidation basis.

#### NYSE American

Date	High (US\$)	Low (US\$)	Volume (no. of Common Shares)
November 21 – 30, 2025 <sup>(1)</sup>	2.90	2.26	632,392
December 2025	4.18	2.09	6,270,817
January 1 – 27, 2026	5.65	2.80	30,325,000

<sup>(1)</sup> The Common Shares of the Company began trading on the NYSE American on November 21, 2025.

### RISK FACTORS

**Investors should consider carefully the risk factors set out herein and contained in and incorporated by reference in the accompanying Base Shelf Prospectus. Discussions of certain risks affecting the Company in connection with the Company’s business are set out under the heading “Risk Factors” in the accompanying Base Shelf Prospectus as well as in the documents incorporated by reference therein and herein.**

*An investment in the Securities is speculative.*

An investment in the Securities and the Company’s prospects generally, are speculative due to the risky nature of its business and the present state of its development. Investors may lose their entire investment and should carefully consider the risk factors described below and under the heading “Risk Factors” in the Annual Information Form.

*Management will have certain discretion concerning the use of proceeds.*

While detailed information regarding the use of proceeds from the Distribution are described in this Prospectus Supplement, the Company will have broad discretion over the use of net proceeds. There may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary. In such circumstances the net proceeds will be reallocated at the Company’s sole discretion.

Management will have discretion concerning the use of proceeds described in this Prospectus Supplement as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds. Management may use the net proceeds described in this Prospectus Supplement in ways

that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company's results of operations may suffer.

***The Company may have to raise additional capital to develop the Company's business through the issuance of additional equity, which the Company may not be able to do on favorable terms or at all.***

The continued development of the Company may require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to partially fund its business objectives by way of additional offerings of equity and/or debt financing as well as through positive cash flow from operations. The failure to raise or procure such additional funds or the failure to maintain positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by new equity securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. In addition, any debt financings may increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions or the disposition of assets. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing. The Company will require additional financing to fund its operations until positive cash flow is achieved.

***There is no market for certain of the Securities.***

There is currently no market through which the Securities, other than the Common Shares, may be sold and such unlisted Securities may not be listed on any securities or stock exchange or any automated dealer quotation system. As a consequence, purchasers may not be able to resell such unlisted Securities purchased under this Prospectus Supplement. This may affect the pricing of the Company's Securities, other than Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. There can be no assurance that an active trading market for the Company's Securities, other than the Common Shares, will develop or, if developed, that any such market, including for the Common Shares, will be sustained.

***The market price of the Company's Common Shares may be volatile.***

The market price of the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period; downward revision in securities analysts' estimates; adverse changes in general market conditions or economic trends; changes in the economic performance or market valuations of companies in the industry in which the Company operates; addition or departure of the Company's executive officers, directors and other key personnel and consultants; release or expiration of transfer restrictions on outstanding Common Shares; sales or perceived sales of additional shares; regulatory changes affecting the Company's industry generally and its business both domestically and abroad; announcements of developments and other material events by the Company or its competitors, fluctuations in the cost of vital production materials and services; changes in global financial markets, global economies, general market conditions, interest rates and volatility in the price of the Company's products which may be impacted by a variety of factors; fluctuations in the price of Common Shares that cause short sellers to enter the market; the sentiment of retail investors (including as may be expressed on financial trading and other social media sites); significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; operating and share price performance of other companies that purchasers deem comparable to the Company or from a lack of market comparable companies; or news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets; along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market uncertainty continue, the Company's operations could be adversely impacted, and the trading price of the Common Shares may be materially adversely affected.

***There may not be an active, liquid market for the Company's Common Shares.***

There may not be an active, liquid market for the Common Shares. There is no guarantee that an active trading market for the Common Shares will be maintained on the TSX, the NYSE American or any other stock exchange on which the Company may list the Common Shares in the future. Investors may not be able to sell their Common Shares quickly or at the latest market price if trading in the Common Shares is not active.

***If the Company is required to raise additional capital through the issuance of additional equity, this could result in dilution to shareholders.***

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options issued under the Company's stock option plan, and upon the exercise of outstanding Common Share purchase warrants. Furthermore, the Company may complete additional corporate and property acquisitions pursuant to which it may issue Common Shares or other equity as partial or full consideration for such acquisitions.

***It may be difficult for certain investors to enforce foreign judgements.***

Some of the Company's directors and officers reside outside of Canada. Some or all of the assets of such person may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

***The Company may lose its foreign private issuer status in the future, which could result in significant additional costs and expenses to the Company.***

In order to maintain its status as a foreign private issuer, a majority of the Company's Common Shares must be either directly or indirectly owned by non-residents of the U.S. unless the Company also satisfies one of the additional requirements necessary to preserve this status. The Company may in the future lose its foreign private issuer status if a majority of its Common Shares are held in the U.S. and if the Company fails to meet the additional requirements necessary to avoid loss of its foreign private issuer status. The regulatory and compliance costs under U.S. federal securities laws as a U.S. domestic issuer may be significantly more than the costs incurred as a Canadian foreign private issuer eligible to use the Canada-U.S. multijurisdictional disclosure system ("MJDS"). If the Company is not a foreign private issuer, it would not be eligible to use MJDS or other foreign issuer forms and would be required to file periodic and current reports and registration statements on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer, and would be required to file financial statements prepared in accordance with United States GAAP. In addition, the Company may lose the ability to rely upon exemptions from corporate governance requirements of U.S. securities exchanges that are available to foreign private issuers.

***The Company relies upon certain accommodations available to it as an “emerging growth company”.***

The Company is an “emerging growth company” as defined in Section 3(a) of the United States Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”), and the Company will continue to qualify as an emerging growth company until the earliest to occur of: (a) the last day of the fiscal year during which the Company has total annual gross revenues of US\$1,235,000,000 (as such amount is indexed for inflation every five years by the SEC) or more; (b) the last day of the fiscal year of the Company following the fifth anniversary of the date of the first sale of common equity securities of the Company pursuant to an effective registration statement under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”); (c) the date on which the Company has, during the previous three year period, issued more than US\$1,000,000,000 in non-convertible debt; and (d) the date on which the Company is deemed to be a “large accelerated filer”, as defined in Rule 12b-2 under the U.S. Exchange Act. The Company will qualify as a “large accelerated filer” (and would cease to be an emerging growth company) at such time when on the last business day of its second fiscal quarter of such year the aggregate worldwide market value of its common equity held by non-affiliates will be US\$700,000,000 or more. For so long as the Company remains an emerging growth company, it is permitted to and intends to rely upon exemptions from certain disclosure requirements that are applicable to other public companies that are not emerging growth companies. These exemptions include not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. The Company cannot predict whether investors will find the Common Shares less attractive because the Company relies upon certain of these exemptions. If some investors find the Common Shares less attractive as a result, there may be a less active trading market for the Common Shares and the Common Share price may be more volatile. On the other hand, if the Company no longer qualifies as an emerging growth company, the Company would be required to divert additional management time and attention from the Company’s development and other business activities and incur increased legal and financial costs to comply with the additional associated reporting requirements, which could negatively impact the Company’s business, financial condition and results of operations.

**CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

The following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) generally applicable to a holder of Unit Shares and Warrants qualified by this Prospectus Supplement, and Warrant Shares acquired on the exercise of such Warrants (the Unit Shares and Warrant Shares referred to herein as Common Shares). This summary only applies to a holder that, for the purposes of the Tax Act and at all relevant times: (i) acquires and holds such Common Shares and Warrants as capital property, and (ii) is not affiliated with and deals at arm’s length with the Company, the Agent and any subsequent purchasers of Common Shares and Warrants held by them (a “**Holder**”). A Common Share or Warrant generally will be capital property to a holder unless it is held in the course of carrying on a business of trading in or dealing in securities, or it has been acquired in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) (“**Tax Proposals**”) before the date of this Prospectus Supplement, and the current administrative policies and assessing practices of the Canada Revenue Agency (“**CRA**”), published in writing by it before the date of this Prospectus Supplement. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. Except as mentioned above, this summary does not take into account or anticipate any changes in law, whether by legislative, administrative or judicial decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein.

**This summary is not exhaustive of all possible Canadian federal income tax considerations, is of a general nature only, does not describe the income tax consequences relating to the deductibility of interest on money borrowed to acquire Units and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of a Common Share or Warrant.**

**Allocation of Cost**

Holders will be required to allocate on a reasonable basis their cost of each Unit between the Unit Share and the Warrants comprising the Unit in order to determine their respective adjusted cost bases for purposes of the Tax Act. There can be no assurance that the CRA will agree with a Holder's allocation of such cost.

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit qualified by this Prospectus Supplement will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

### **Currency Conversion**

Subject to certain exceptions that are not discussed in this summary, for the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Common Shares or Warrants must be determined in Canadian dollars based on the Bank of Canada rate for the day on which such amount arose or such other rate as is acceptable to the CRA.

### **Exercise of Warrants**

No gain or loss will be realized by a Holder upon the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base (determined immediately before the acquisition of the Warrant Share) to the Holder of all Common Shares (if any) held by the Holder as capital property immediately prior to such acquisition.

### **Expiry of Warrants**

The expiry of an unexercised Warrant will result in a capital loss to a Holder equal to the Holder's adjusted cost base of such Warrant immediately before its expiry.

### **Residents of Canada**

The following portion of the summary is generally applicable to a Holder that, at all relevant times for purposes of the Tax Act and any applicable income tax treaty or convention, is or is deemed to be a resident of Canada (a "**Resident Holder**").

Resident Holders that might not otherwise be considered to hold their Common Shares as capital property may, in certain circumstances, be entitled to have their Common Shares and all other "Canadian securities" (as defined in the Tax Act) owned in the taxation year of the election and all subsequent taxation years deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Such Resident Holders should consult their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances. This election is not available for the Warrants.

This summary does not apply to a Resident Holder: (i) that is a "financial institution" for purposes of the Tax Act, (ii) that is a "specified financial institution" as defined for purposes of the Tax Act, (iii) that is a corporation that is or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of Common Shares or Warrants, controlled by a non-resident person, or a group of non-resident persons not dealing with each other at arm's length for the purposes of the foreign affiliate dumping rules in Section 212.3 of the Tax Act, (iv) that reports its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency, (v) that has entered into or will enter into a "synthetic disposition arrangement" or "derivative forward agreement", as such terms are defined in the Tax Act, with respect to Common Shares or Warrants, (vi) an interest in which is a "tax shelter investment" for purposes of the Tax Act, or (vii) that receives dividends on Common Shares under or as part of a "dividend rental arrangement", as defined in the Tax Act. Such Resident Holders should consult their own tax advisors.

### ***Receipt of Dividends on Common Shares***

Dividends received or deemed to be received on Common Shares by a Resident Holder that is an individual (other than certain trusts) will be included in computing the individual's income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received by an individual from a taxable Canadian corporation. Taxable dividends received or deemed to be received by such individual which are designated by the Company as "eligible dividends" in accordance with the Tax Act will be subject to enhanced gross-up and dividend tax credit rules under the Tax Act. There may be limitations on the Company's ability to designate any dividends as "eligible dividends".

Dividends received or deemed to be received on Common Shares by a Resident Holder that is a corporation will be included in computing its income and generally will be deductible in computing its taxable income for that taxation year. In certain circumstances, taxable dividends received by a Resident Holder that is a corporation may be treated as proceeds of disposition or a capital gain pursuant to the rules in subsection 55(2) of the Tax Act. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a "private corporation" or "subject corporation" (each as defined in the Tax Act) generally will be liable to pay a special tax under Part IV of the Tax Act (refundable in certain circumstances) on dividends received (or deemed to be received) on the Shares to the extent such dividends are deductible in computing its taxable income for the taxation year. A "subject corporation" is generally a corporation (other than a private corporation) resident in Canada and controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts).

### ***Disposition of a Common Share or a Warrant***

On a disposition or a deemed disposition of a Common Share (other than to the Company, unless purchased by the Company on the open market in the manner in which shares are normally purchased by any member of the public in the open market) or Warrant, a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share or Warrant exceed (or are exceeded by) the aggregate of the Resident Holder's adjusted cost base thereof and any reasonable costs of disposition. The adjusted cost base to a Holder of Common Shares and Warrant is described under the headings "*Allocation of Cost*" and "*Exercise of Warrants*". The tax treatment of any such capital gain (or capital loss) and the capital loss on the expiry of unexercised Warrants is described under the headings "*Taxation of Capital Gains and Capital Losses*" and "*Expiry of Warrants*".

### ***Taxation of Capital Gains and Capital Losses***

Generally, one-half of the amount of any capital gain (a "**taxable capital gain**") realized by a Resident Holder in a taxation year must be included in computing the Resident Holder's income in that year, and one-half of the amount of any capital loss (an "**allowable capital loss**") realized by a Resident Holder in a taxation year must be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses in excess of taxable capital gains realized in a taxation year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any following taxation year against net taxable capital gains realized in such years to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Common Share by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on the Common Share (or on a share for which such Common Share has been substituted) to the extent and in the circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, directly, or indirectly through a partnership or a trust. Resident Holders to which these rules may be relevant should consult their own tax advisors.

### ***Refundable Tax***

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act), or that is, at any time in a relevant taxation year, a "substantive CCPC" (as defined in the Tax

Act) may be liable to pay an additional tax (refundable in certain circumstances) on its “aggregate investment income” (as defined in the Tax Act) for the year, which includes taxable capital gains, and dividends or deemed dividends that are not deductible in computing the Resident Holder’s taxable income. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

### ***Minimum Tax***

Capital gains realized and taxable dividends received or deemed to be received by a Resident Holder who is an individual (including certain trusts) may give rise to minimum tax under the Tax Act. Resident Holders should consult their own advisors with respect to the application of minimum tax.

### **Holders Not Resident in Canada**

The following portion of the summary is generally applicable to a Holder that, at all relevant times for purposes of the Tax Act, is (i) neither a resident nor deemed to be a resident of Canada (including as a consequence of an applicable income tax treaty or convention) and (ii) does not use or hold, and is not deemed to use or hold Common Shares or Warrants in connection with carrying on a business in Canada (a “**Non-Resident Holder**”). Special rules which are not discussed in this summary, may apply to a non-resident insurer carrying on business in Canada and elsewhere or to an “authorized foreign bank” (as defined in the Tax Act). Such Holders should consult their own tax advisors.

### ***Receipt of Dividends on Common Shares***

Dividends on Common Shares paid or credited, or deemed to be paid or credited to a Non-Resident Holder will be subject to a non-resident withholding tax under the Tax Act at a rate of 25%, subject to reduction under the provisions of an applicable income tax treaty or convention. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the Canada-U.S. Income Tax Convention (1980), as amended, and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15% of the amount of such dividend. The *Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting* (the “**MLI**”) of which Canada is a signatory, affects many of Canada’s tax treaties (but not the Canada-U.S. Income Tax Convention (1980)), including the ability to claim benefits thereunder. Non-Resident Holders should consult their own tax advisors to determine their entitlement to benefits under any applicable income tax treaty or convention based on their particular circumstances.

### ***Disposition of a Common Share or a Warrant***

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition of Common Shares or Warrants unless the Common Shares or Warrants disposed of constitute “taxable Canadian property” of the Non-Resident Holder and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention (including as a result of the application of the MLI).

Generally, a Common Share or Warrant will not be “taxable Canadian property” (within the meaning of the Tax Act) of a Non-Resident Holder at a particular time provided that the Common Shares are listed on a “designated stock exchange” (which currently includes the TSX and the NYSE American) unless, at any time during the 60-month period preceding the particular time, (a) the Common Shares derived more than 50% of their fair market value directly or indirectly from one or any combination of: (i) real or immovable properties situated in Canada, (ii) Canadian resource properties (as defined in the Tax Act), (iii) timber resource properties (as defined in the Tax Act), and (iv) options in respect of, or interests in, or for civil law rights in, property described in (i) to (iii), whether or not the property exists; and (b) at such time, 25% or more of the issued shares of any class or series of the Company’s shares were owned by one or any combination of (i) the Non-Resident Holder, (ii) persons with whom the Non-Resident Holder did not deal at “arm’s length” (within the meaning of the Tax Act), and (iii) partnerships in which the Non-Resident Holder or a person described in (ii) holds a membership interest directly or indirectly through one or more partnerships. Notwithstanding the foregoing, the Common Shares and Warrants may also be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act in certain circumstances.

If Common Shares or Warrants are, or are deemed to be, taxable Canadian property of a Non-Resident Holder and any capital gain that would be realized on the disposition thereof is not exempt from tax under the Tax Act or pursuant to an applicable income tax treaty or convention (including as a result of the application of the MLI), the income tax consequences described above under “*Resident Holders – Disposition of a Common Share or a Warrant*” and “*Resident Holders – Taxation of Capital Gains and Capital Losses*” will generally apply to the Non-Resident Holder.

**Non-Resident Holders whose Common Shares or Warrants may constitute taxable Canadian property should consult their own tax advisors.**

### LEGAL MATTERS

Certain legal matters relating to the Special Warrant Financing under this Prospectus Supplement will be passed on behalf of the Company by Borden Ladner Gervais LLP, and on behalf of the Agent by Cozen O’Connor LLP.

### AUDITOR, TRANSFER AGENT AND REGISTRAR

The Company’s auditors are Ernst & Young LLP (“EY”) located at 1133 Melville St, Suite 1900, Vancouver, British Columbia V6E 4E5. EY has confirmed that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia and in accordance with the applicable rules and regulations of the SEC and Public Company Oversight Board (United States).

The Company’s registrar and transfer agent for its Common Shares is Computershare Investor Services located at 510 Burrard St. 3rd Floor, Vancouver, British Columbia, V6C 3B9.

### INTEREST OF EXPERTS

The following are the names of each person or company who has prepared or certified a report, valuation, statement or opinion in this Prospectus Supplement, either directly or in a document incorporated by reference, and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

Name of Individual or Company	Report, Valuation, Statement or Opinion
Bahareh Asi, P.Eng.	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.
David Willock, P.Eng.	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.
Derick de Wit, FAusIMM	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.
Steven M. Trader, PG, CPG	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.
Donald R. Taylor, MSc., PG, Vice Chair of the Company	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.
Todd McCracken, P.Geo	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.

Name of Individual or Company	Report, Valuation, Statement or Opinion
Deepak Malhotra, P.Eng.	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.
Oliver Peters, MSc, P.Eng., MBA	Prepared or approved scientific and technical information referenced or incorporated by reference in this Prospectus Supplement or the accompanying Base Shelf Prospectus.

Information regarding additional experts is contained in the Annual Information Form under the heading “Interests of Experts”.

To the knowledge of the Company, each of Bahareh Asi, David Willock, Derick de Wit, Steven M. Trader, Todd McCracken, Deepak Malhotra and Oliver Peters, each independent of the Company, and their respective associates or affiliates, as of the date of the applicable report, valuation, statement or opinion referred to in the table above, beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares of the Company.

Donald R. Taylor is a director and officer of the Company. As of the date of this Prospectus, Mr. Taylor owns, beneficially, directly or indirectly, 3,471,057 common shares of the Company, nil warrants and 1,233,333 stock options, each to acquire one common share of the Company.

#### ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

The following persons reside outside of Canada or, in the case of companies, are incorporated, continued or otherwise organized under the laws of a foreign jurisdiction and each has appointed an agent listed below, if applicable, for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, or resides outside of Canada, even if the party has appointed an agent for service of process.

Name of Person	Name and Address of Agent
Rita Adiani <i>Director</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
John Boehner <i>Director and Audit Committee Member</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
William Mulrow <i>Director</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
George Pataki <i>Director and Audit Committee Member</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
Donald R. Taylor <i>Vice Chair</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
Deepak Malhotra <i>Qualified Person</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
Derick de Wit <i>Qualified Person</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1
Steven M. Trader <i>Qualified Person</i>	Titan Mining Corporation Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1

## **WHERE YOU CAN FIND ADDITIONAL INFORMATION**

The Company is required to file with the securities commission or authority in each of the applicable provinces and territories of Canada annual and quarterly reports, material change reports and other information. In addition, the Company is subject to the informational requirements of the U.S. Exchange Act, and, in accordance with the U.S. Exchange Act, the Company also files reports with, and furnishes other information to, the United States Securities and Exchange Commission (the “SEC”). Under MJDS adopted by the United States and Canada, these reports and other information (including financial information) may be prepared in accordance with the disclosure requirements of Canada, which differ in certain respects from those in the United States. As a “foreign private issuer” (under U.S. securities laws), the Company is exempt from the rules under the U.S. Exchange Act prescribing the furnishing and content of proxy statements, and the Company’s officers and directors are exempt from the short-swing profit recovery provisions contained in Section 16 of the U.S. Exchange Act. The Company is also exempt from Regulation FD, which prohibits issuers from making selective disclosures of material non-public information. In addition, the Company is not required to publish financial statements as promptly as U.S. companies. Furthermore, as a foreign private issuer, the Company has the option to follow certain Canadian corporate governance practices, except to the extent that such laws would be contrary to U.S. securities laws, and provided that the Company disclose the requirements it is not following and describe the Canadian practices it follows instead.

Documents filed with, or furnished to, the SEC are available through EDGAR at [www.sec.gov](http://www.sec.gov). The Company’s Canadian public disclosure is available on SEDAR+ and can be viewed at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company’s issuer profile. Unless specifically incorporated by reference herein, documents filed or furnished by the Company on SEDAR+ or EDGAR are neither incorporated in nor part of this Prospectus.

## **STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus or prospectus supplement (including any pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

In an offering of convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the convertible, exchangeable or exercisable securities is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of this right of action for damages or consult with a legal adviser.

## **CONTRACTUAL RIGHTS OF RESCISSION OF SPECIAL WARRANT HOLDERS**

In addition to the rights set out above, in the event that the a holder of Special Warrants who acquires the Units is or becomes entitled under applicable Canadian securities laws to the remedy of rescission by reason of the final Prospectus or supplement to the Prospectus to be filed by the Company in connection herewith and any amendment thereto containing a misrepresentation, such holder shall, subject to available defences and any limitation period under applicable Canadian securities laws, be entitled to rescission not only of the holder’s deemed exercise of its Special Warrants but also of the private placement transaction pursuant to which the Special Warrants were initially acquired, and shall be entitled in connection with such rescission to a full refund from the Company of the aggregate subscription

price paid on the acquisition of the Special Warrants. In the event such holder is a permitted assignee of the interest of the original purchaser of the Special Warrants, such permitted assignee shall be entitled to exercise the rights of rescission and refund granted hereunder as if such permitted assignee was such original purchaser. The provisions of this section are a direct contractual right extended by the Company (but specifically not by the agent) to holders of Special Warrants, permitted assignees of such holders and holders of the Units acquired by such holders upon deemed exercise of the Special Warrants and are in addition to any other right or remedy available to a holder of Special Warrants under section 131 of the *Securities Act* (British Columbia) or equivalent provisions of applicable Canadian securities laws, or otherwise at law. The foregoing contractual rights of action for rescission shall be subject to the defences described under section 131 of the *Securities Act* (British Columbia) which is incorporated herein by reference and any other defence or defences available to the Company under applicable laws.

**CERTIFICATE OF TITAN MINING CORPORATION**

Dated: January 28, 2026

The short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of each of the provinces and territories of Canada, other than Quebec.

*“Rita Adiani”*

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Rita Adiani  
President and Chief Executive Officer

*“Kevin Hart”*

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Kevin Hart  
Chief Financial Officer

**On behalf of the Board of Directors**

*“Richard Warke”*

\_\_\_\_\_  
Richard Warke  
Director

*“Lenard Boggio”*

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Lenard Boggio  
Director