

MARCH 2021 QUARTERLY ACTIVITIES REPORT

Highlights

- Diamond drilling results over the Iguana and Papayal Prospects received. Diamond drilling confirms widths and grades of the Iguana vein sets reported under the Canadian NI 43-101 resource estimate. Better intercepts reported (refer to ASX releases dated 3 February and 29 April 2021) include:
 - 4.94m @ 6.28 g/t gold and 16 g/t silver from 82.22m – IGD007
 - 2.28m @ 6.82g/t gold and 88g/t silver from 24.52m – IGD010
 - 2.69m @ 7.54 g/t gold and 38 g/t silver from 125.76m IGD013
 - 3.80m @ 6.92 g/t gold and 30 g/t silver from 117.20m IGD015
 - 8.46m @ 2.23g/t gold and 11g/t silver from 83.60m – IGD016
 - 2.9m @ 20.7g/t gold and 57g/t silver from 49m – TPD005
 - 3.85m @ 3.01g/t gold and 5 g/t silver from 85.8m – TPD008
- Structural analyses of oriented diamond core and 3D modelling for both Iguana and Papayal Prospects completed, Resource modelling work progressing concurrent with confirmatory drilling activity.
- Diamond Drilling continues in June Quarter on the Cerro Verde Prospect as part of an ongoing 12,000m campaign.
- Re-logging work on over 33,000m of archived diamond core from previous drill programmes completed in the March quarter. Better Intercepts reported from re-sampling work (refer to ASX release dated 17 February 2021) include:
 - 9.78m @ 0.93 g/t gold and 10 g/t silver from 3.0m and 5.9m @ 5.35 g/t gold and 20 g/t silver from 37m and 25m @ 1.51 g/t gold and 9g/t silver from 66m (CV19-010)
 - 13.9m @ 0.95 g/t gold and 18g/t silver from 24.83m Including 2.45m @ 3.01g/t gold and 86g/t silver and 18.2m @ 0.98 g/t gold and 6 g/t silver from 46m (CV19-012)
 - 4.75m @ 5.65g/t gold and 8 g/t silver from 14.6m (CV19-015)
 - 5.68m @ 1.79 g/t gold and 4 g/t silver from 66.81m (CV19-023)
 - 4.25m @ 6.37g/t gold and 111g/t silver from 56.85m and 10.8m @ 2.06g/t gold and 10 g/t silver from 89.5m (CV19-028)
- Copper Duke geochemistry and geophysical interpretation results received.
 - Geophysics confirms and extends a corridor hosting multiple clusters of intrusive centers
 - Multiple extensions to surface expressions of porphyry mineralization and high-grade gold veining located in several areas across the project:
 - 11.2m @ 0.98% copper and 4.05m @ 16.4g/t gold
 - 26m @ 1.13g/t gold and 0.21% copper

Titan Minerals Limited (ASX TTM) (Titan or the Company) is pleased to provide its March 2021 Quarterly Activities Report.

Operational Report

DYNASTY GOLD PROJECT

The Dynasty Gold Project located in southern Ecuador is Titan's flagship project and the focus of an exploration programme including an extensive re-logging campaign and an ongoing 12,000m diamond drill programme. Planned drilling is focus on acquiring additional structural data to refine modelling of a structurally complex telescoping epithermal to mesothermal style gold vein system. Dynasty hosts an existing foreign resource estimate totaling 2.1Moz gold averaging 4.5g/t and 16.8Moz silver averaging 36g/t in most recent Canadian NI-43-101 compliant estimate. The information in this announcement relating to Mineral Resource Estimates for the Dynasty Gold Project is a foreign estimate and is not reported in accordance with the JORC Code. (refer to ASX Release dated 30 April 2020 and Notes to Resource following the end of this announcement).

Diamond Core Relogging Programmes

Re-logging work on over 33,000m of archived diamond core from previous drill programmes was completed in the March quarter. The re-logging and supplementary sampling of 201 diamond holes totaling 27,700m drilled from 2005 through 2008 is now 100% complete.

As reported 13 January 2021, the re-logging and re-sampling of 42 diamond holes totaling over 4,600m drilled in the 2019-20 campaign is 100% complete. As reported 17 February, final results from the re-logging were received. Better results received from re-logging activity over the Cerro Verde Prospect area include:

- 9.78m @ 0.93 g/t gold and 10 g/t silver from 3.0m and
5.9m @ 5.35 g/t gold and 20 g/t silver from 37m and
25m @ 1.51 g/t gold and 9g/t silver from 66m (CV19-010)
- 13.9m @ 0.95 g/t gold and 18g/t silver from 24.83m
Including 2.45m @ 3.01g/t gold and 86g/t silver and
18.2m @ 0.98 g/t gold and 6 g/t silver from 46m (CV19-012)
- 4.75m @ 5.65g/t gold and 8 g/t silver from 14.6m (CV19-015)
- 5.68m @ 1.79 g/t gold and 4 g/t silver from 66.81m (CV19-023)
- 4.25m @ 6.37g/t gold and 111g/t silver from 56.85m and
10.8m @ 2.06g/t gold and 10 g/t silver from 89.5m (CV19-028)

The reported results to date support expectations for an emerging large-scale gold system, extending known mineralisation that remains open in multiple directions. The assay results reported show deeper intercepts, returning higher grades, over broader mineralised intercepts in comparison to previous modelling on several vein targets.

Re-logging activity has continued to define potential for mineralisation forming a halo around several of the veins zones within the Cerro Verde Prospect. Among the veins includes the Esperanza and Venado veins at Dynasty, delivering additional ounces in mine to model reconciliation work from previous small scale mining on the project (refer to ASX release dated 19 May 2020). Along with better results of recent drilling activity on the Comanche and Brecha vein zones (refer to ASX releases dated 14 July and 16 December 2020) not previously included in the resource estimation including better intercepts of:

- 14.5m @ 6.43g/t gold from 119m
- 23.6m @ 4.01g/t gold from 107.9m

- 16.6m @ 3.49g/t gold from 171.4m
- 2.80m @ 2.51g/t gold from 38m
- 15.2m @ 3.04g/t gold from 133.8m
- 5.00m @ 6.00g/t gold from 68.1m

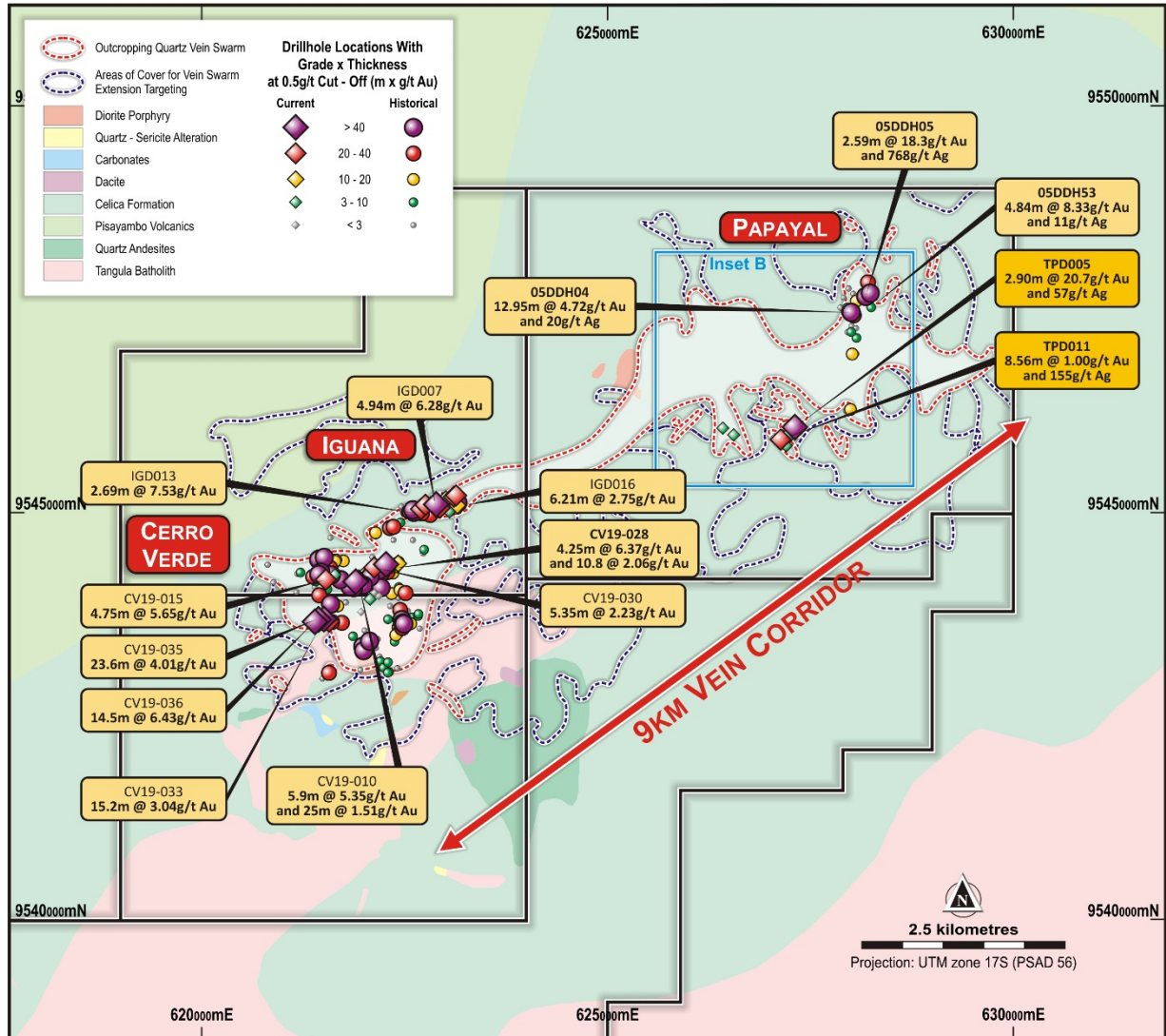


Figure 1: Drill collar locations within the Dynasty Gold Project with outline of mapped outcropping vein swarm corridor.

Diamond Drilling – Dynasty Gold Project

On 3 February, 17 February and 29 April 2021, Titan reported on assay result from drilling over the first of three prospect areas to be drilled in a confirmatory drilling programme. The current drilling programme is designed to deliver additional technical information to modernize geological modelling underpinning planned JORC compliant resource estimation.

Drilling towards the planned 12,000m campaign continues into Q2 2021 with drilling at the Cerro Verde prospect anticipated to re-commence in the coming month following various COVID related and Community engagement delays in the area.

Airborne Geophysical Survey

Recently completed airborne geophysics survey has been processed and a preliminary geological interpretation map was delivered in the March Quarter. Field validation and refining of the map is in

progress. The results to date have assisted in better defining the litho-tectonic setting for the mineralized belt at Dynasty, and is anticipated to yield extensive targeting opportunities for future drill activity.

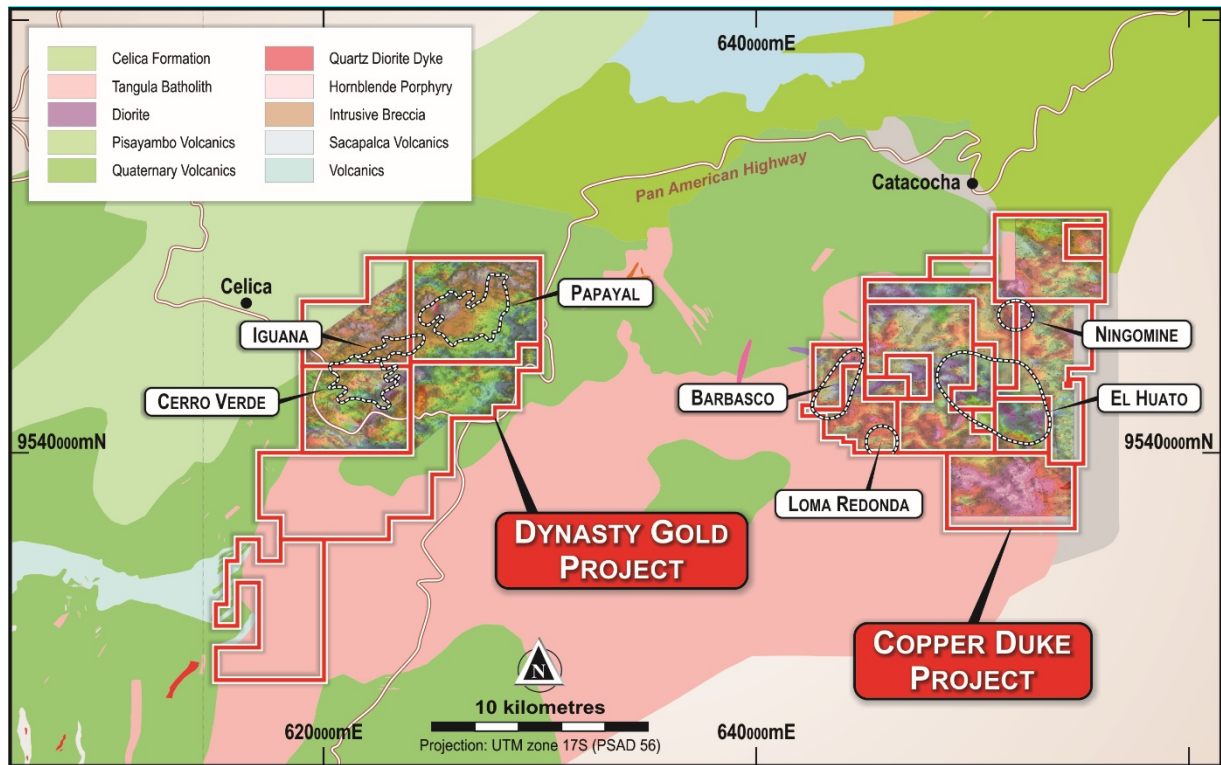


Figure 2 | Geophysical Survey outlines with total magnetic intensity (TMI) results for the Dynasty and Copper Duke project areas

Resource Estimate Update – Dynasty Gold Project

Integrating the upcycled drill datasets from additional assaying and re-logging into the geology model is a significant milestone in progressing towards an updated resource estimate. The modeling to underpin a resource update is well advanced and planned to be completed following adequate drill coverage across all prospects to provide systematic structural updates to the model from oriented diamond core drilling.

As a result of the late start-up to the field season, delays in gaining land access permission to drill, extended laboratory turn-around times and various delays to drilling resulting from the National Emergency in Ecuador declared in response to the COVID-19 pandemic, the planned JORC compliant resource estimate is currently anticipated to be completed subsequent to completion of the planned 12,000m drilling.

Dynasty Gold Project Overview

Comprised of five concessions totaling 139km², the Dynasty Gold Project is located in the Loja Province in southern Ecuador (refer to Figure 1). The three northernmost concessions have received an Environmental Authorisation and are fully permitted for exploration and small-scale mining operations (up to 1,000tpd per concession open-pit). The Dynasty Gold Project boasts a 9km long mineralised vein corridor with only a limited portion of the strike extent drilled to date and hosting a foreign mineral resource estimate (refer to Table 1, reported in compliance with Canadian NI 43-101).

Table 1: Foreign Mineral Resource Estimation reported in compliance with Canadian NI 43-101

Category	Tonnes (Thousands)	Au (g/t)	Ag (g/t)	Contained Au (1,000 ozs)	Contained Ag (1,000 ozs)
Indicated	6,622	4.65	36	991	7,673
Inferred	7,824	4.42	36	1,113	9,151
Total	14,446	4.53	36	2,103	16,800

The information in this document relating to Mineral Resource Estimates for the Dynasty Gold Project has been extracted from the ASX announcement dated 30 April 2020 (Initial Dynasty Announcement). Titan confirms that it is not in possession of any new information or data that materially impacts on the reliability of the Mineral Resource Estimates for the Dynasty Gold Project and included in the Initial Dynasty Announcement. Titan confirms that supporting information provided in the Initial Dynasty Announcement continues to apply and has not materially changed.

The information in this announcement relating to Mineral Resource Estimates for the Dynasty Gold Project is a foreign estimate and is not reported in accordance with the JORC Code. A competent person has not done sufficient work to classify this foreign estimate as a mineral resource in accordance with the JORC Code and it is uncertain that following further exploration work that this foreign estimate will be able to be reported as a mineral resource in accordance with the JORC Code.

Planned Work - Dynasty Gold Project

The Company is advancing an exploration programme that will provide a better understanding of the scale and tenor of mineralisation at the Dynasty Gold Project. This work will enable assessment of the best approach to develop the project going forward. In the near term, ongoing Diamond drilling and historical core sampling programmes at Dynasty Gold Project are focused on conversion of the substantial Canadian NI 43-101 resource estimate to a JORC Code compliant resource estimate. Further, the work will provide an improved geological understanding to facilitate expansion drilling of the resources which is open-ended. Drilling will continue through 2021.

Future resource growth is anticipated from exploration of several key targets where no significant exploration has been completed since 2007, following the initial discovery from predominantly shallow drilling. Significant un-drilled potential remains at Dynasty.

COPPER DUKE PROJECT

An aggressive exploration campaign is in progress over the Copper Duke Project, with a focus on collecting systematic geophysical and geochemistry datasets for the project, working towards ranking of multiple drill targets ahead of maiden drilling planned for mid to late 2021. Titan has completed a high resolution heli-borne magnetic and radiometric survey of the property, and a surface geochemistry campaign comprised of mapping, channel sampling and soil survey is in progress.

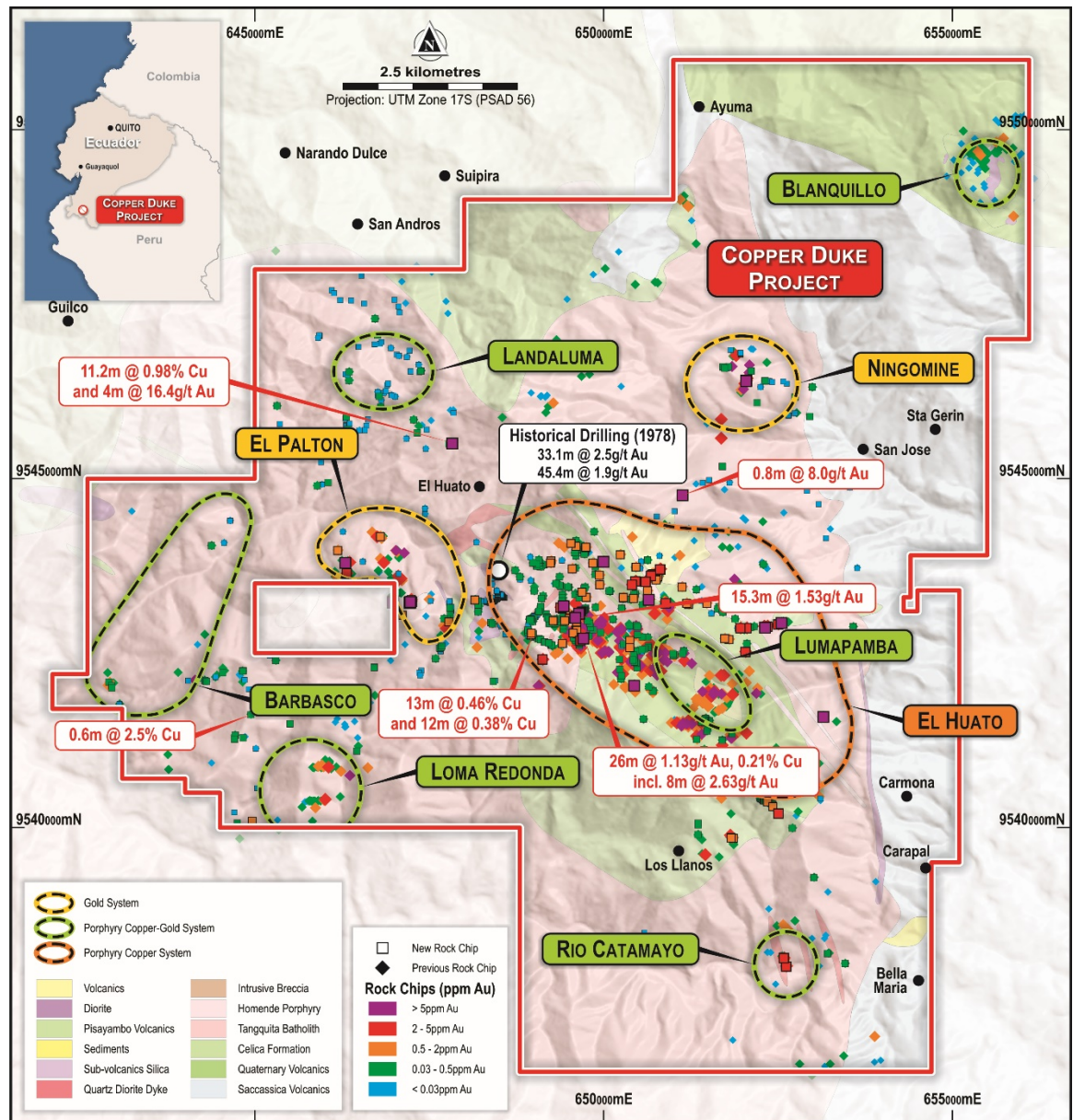


Figure 3 | Locations with gold assay results for both surface chip-channel and rock chip sampling locations for the Copper Duke Project, defining multiple porphyry and high tenor epithermal vein target areas across the tenement holdings, projected onto diagrammatic surface geology interpretation.

Soils Sampling Campaign,

Titan has commenced a systematic soil sampling programme over the northern portion of the Copper Duke Project area during the reporting period. Sampling is being completed on a 200m x 100m spaced grid with plans to infill over identified anomalism. Several additional zones of alteration and veining have been identified from mapping in areas with relatively poor road access and little to no historical sampling. Survey results are anticipated in the coming months.

Channel Sampling Results, gold-copper porphyry style mineralisation

As announced 21 January 2021, a corridor of surface channel sampling has been completed around the historical UN drilling site within the Copper Duke project, several anomalous zones reported are within a 1.2 kilometres proximity to the historical United Nations programme drilling. The recent results indicate potential for a 2 kilometre long northwest striking corridor of gold and copper anomalism of significant widths, extending southeast and northwest from the historical drilling, better results include:

- 11.2m @ 0.98% copper and 4.05m @ 16.4g/t gold and on newly identified structural zone
- 26m @ 1.13g/t gold and 0.21% copper – from channel sampling northwest El Huato Prospect
- 15.3m @ 1.32g/t gold located 1200m southeast of mineralised UN drillholes (El Huato Prospect)
- 13m @ 0.46% Copper located 820m southeast of UN drillholes
- 0.8m @ 8.18g/t gold and 16g/t silver in quartz veining – over 1km northeast of El Huato Prospect
- 1m @ 13.7 and 0.6m @ 16.6g/t gold in veining – additional vein sets within El Palton Prospect

The 2 kilometre long anomalous copper-gold corridor in the northwest of the El Huato Prospect includes several zones of favourable anomalism associated with an interpreted intrusion contact mapped from the recent geophysical results. Located 820m to the southeast two zones of channel sampling return 13m @ 0.46% copper and 12m @ 0.38% copper. Then, on a 1.5 kilometre step out from historical drilling in approximately the same direction, a 26m interval on a road cut delivers gold and copper mineralisation associated with quartz-magnetite stockworks in a hornblende porphyry unit averaging 26m @ 1.13g/t gold with 0.21% copper, with the interval including 8m @ 2.63g/t gold associated with the higher vein density material reported in mapping.

Rock Chip Sampling, high-grade gold potential

Recent sampling has identified several new high grade gold veins located at various locations across the project (refer to ASX release dated 21 January 2021). Additional sampling and detailed mapping will be required to assess the potential of these targets. The significant extent of mineralised quartz veining in several areas across the project area is encouraging for conceptually targeting large scale porphyry systems. The density of veining in some areas also provides potential for high grade gold mineralization targets within the porphyry field.

Airborne Geophysical Survey

As announced 2 March 2021, the geophysical survey results at Copper Duke has delivered similar indications to many major porphyry districts in the world with tier 1 assets. The survey results define an extensive corridor hosting porphyry related features, comprised of multiple clusters of intrusion centers.

The 9km long by up to 2 km wide arcuate trend of high magnetic features are coincident in some places with outcropping porphyry style mineralisation confirmed in geochemistry results at surface. Geophysical results are interpreted to be associated with magnetite alteration often corresponding with broad zones of high tenor surface geochemistry previously reported (refer to ASX releases dated 25 May 2020 and 21 January 2021).

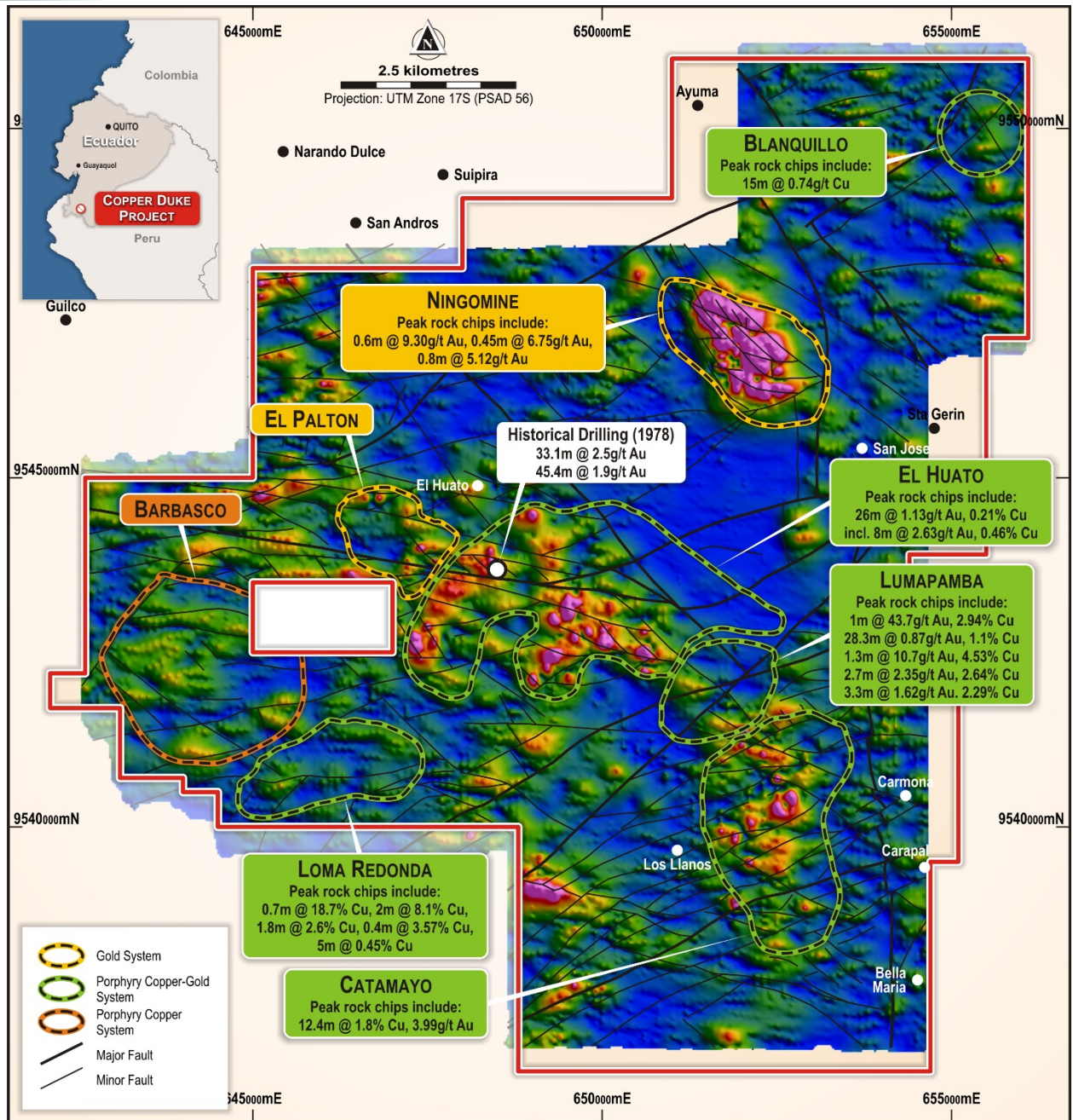


Figure 4: Copper Duke Prospect locations over Geophysical product with an Analytical Signal filter

Copper Duke Project - Overview

Copper Duke is an early-stage exploration project located in the Loja province of southern Ecuador, approximately 18km east of the Company's flagship Dynasty Gold Project. Copper Duke consists of thirteen concessions totalling 130km² situated approximately 5 kilometres south of both the Pan American Highway and the city of Catacocha, which is less than 1 hour's drive west of the regional airport for Loja, the provincial capital city.

The first modern exploration within what is now the Copper Duke Project was part of a United Nations survey initiated in 1968. The programme comprised a wide-ranging stream sediment geochemistry survey targeting Cu-Mo systems in southern Ecuador, followed by more focused geophysical surveys on identified anomalies. The programme culminated in 1978 with drilling of 2 diamond drill holes totalling

440m within the Copper Duke Project area (refer to ASX release dated 25 May 2020), with assays from drilling returning:

- 33.1m @ 2.5g/t gold, 154ppm copper and 2.4ppm Mo from 9m depth
 - Including 8.4m @ 1.9g/t gold, 294ppm copper and 3.9ppm Mo from 45.3m depth, SON-01
- 45.4m @ 1.9g/t gold, 168ppm copper and 3.0ppm Mo from surface
 - Including 10.9m @ 1.7g/t gold, 857ppm copper, and 2.0ppm Mo from 51.85m depth, SON-02

Planned Work - Copper Duke

The focus of initial exploration programs at Copper Duke is anticipated to generate a ranking of numerous porphyry and epithermal gold style zones of mineralisation. Ranking is based on the scale of system as an indicator of potential economic viability, leading towards maiden drill testing on the highest priority targets. Both geochemical and geophysical surveys are focused on acquiring systematic data coverage to prioritize targets for drill testing planned to commence mid 2021.

Surface mapping and sampling programmes commenced in Q4 2020, and the soil survey commenced in Q1 2021 will continue into the current quarter in conjunction with the ongoing review and ranking of geophysical targeting results.

JERUSALEM GOLD PROJECT

The Jerusalem Gold Project is a single concession, named the Jerusalén concession (code 353), located in south eastern Ecuador, 400 kilometres south east of the capital Quito in the province of Zamora-Chinchi, close to the border with Peru. The concession covers 225 hectares in a readily assessable region of southern Ecuador within 70 kilometres of the nearest regional airport located near the city of Loja.

The Jerusalem gold project is located on the margins of the Zamora batholith, a middle to late Jurassic age intrusion up to 100 kilometres wide and exposed for 200 kilometres in the prolific Zamora copper-gold metallogenic belt. The belt hosts several epithermal gold deposits including the Condor project and the 13.9Moz Fruta del Norte mine, and multiple copper to gold enriched copper porphyry systems including Mirador and Santa Barbara projects.

Table 2 | Summary of Foreign Mineral Resource Estimate dated 24 October 2014

Category	Tonnes (000's)	Au (g/t)	Ag (g/t)	Contained Au (ozs) (000's)	Contained Ag (ozs) (000's)
Measured	379	14.2	90	173	1098
Indicated	576	13.5	95	249	1760
Total Measure & Indicated	956	13.78	93	422	2,857
Inferred	1775	15.0	101	856	5764
Total	2,731	14.5	98	1,278	8,621

The information in this announcement relating to Mineral Resource Estimates for the Jerusalem Gold Project is a foreign estimate extracted from the ASX announcement dated 21 September 2020 (Initial Jerusalem Announcement) and is not reported in accordance with the JORC Code. A competent person has not done sufficient work to classify this foreign estimate as a mineral resource in accordance with the JORC Code and it is uncertain that following further exploration work that this foreign estimate will be able to be reported as a mineral resource in accordance with the JORC Code.

Titan confirms that it is not in possession of any new information or data that materially impacts on the reliability of the mineral resource estimates for the Jerusalem Gold Project and included in the Initial Jerusalem Announcement. Titan confirms that the supporting information provided in the Initial Jerusalem Announcement continues to apply and has not materially changed.

The Jerusalem Gold Project has been the focus of a number of exploration campaigns, reporting several mineral resource estimations, and host to artisanal mining activity since the early 1980's. Several mineral resource estimations were completed, two reported under the Canadian National Instrument 43-101, with the most recent technical report titled "Jerusalem Gold Project, Zamora Chinchipe – Ecuador" dated 24 October 2014, released on the SEDAR platform on 5 November 2014 (refer to Table 2).

The gold mineralisation found on the concession is associated with an extensive high grade polymetallic epithermal vein system featuring over twenty narrow high-grade gold veins. Multiple vein extensions and additional mineralisation were identified in 2003 to 2007 exploration campaigns that have not been followed up. Drill testing is required for continued growth and increase confidence of the previously drilled resource. The project hosts over 20 shoots of high-grade gold veining identified in historical mining and previous drilling (refer to ASX Release dated 20 September 2020).

No Exploration Activity was completed on the Jerusalem Project in the March Quarter.

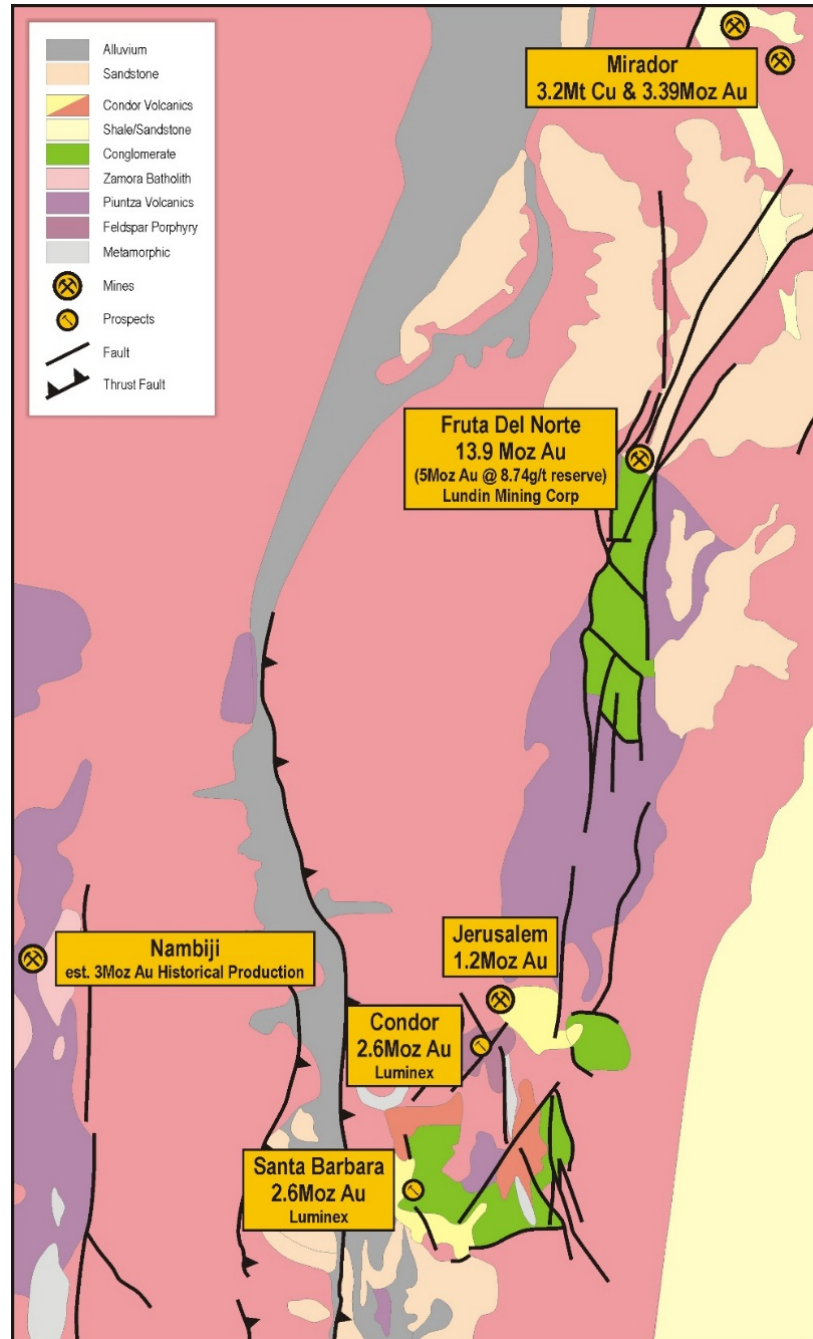


Figure 5 - Interpreted Regional Geology of southern Ecuador with major project locations

COVID-19 Related Disclosures

Titan is committed to advancing planned drilling and other exploration activities while minimising risk of infectious disease and providing a safe environment for employees, local communities, and other key stakeholders across all the Company's assets in Ecuador and Peru. In Ecuador, exploration and mining activities have been defined as essential activities and are allowed subject to each operation's development and implementation of COVID-19 related safety policies.

COVID-19 related issues continue to impact exploration activities from reliance on upstream and downstream vendors, shipping and delivery delays, and COVID-19 related curfews impacting assay laboratory operating hours resulting in extended turn-around times for assay results, an industry wide problem.

The Company's field activities are subject to sporadic delays from self-imposed restrictions in Ecuador, with Titan implementing quarantine and social distancing requirements for potential site contacts and for international travelers. Quarantine protocols typically exceed minimum requirements under Ecuadorian Law to better protect Titan's staff and the local communities we work in. The Company continues to engage with key stakeholders in the region and has provided health checks and educational forums to local communities in regard to good hygiene and social distancing requirements.

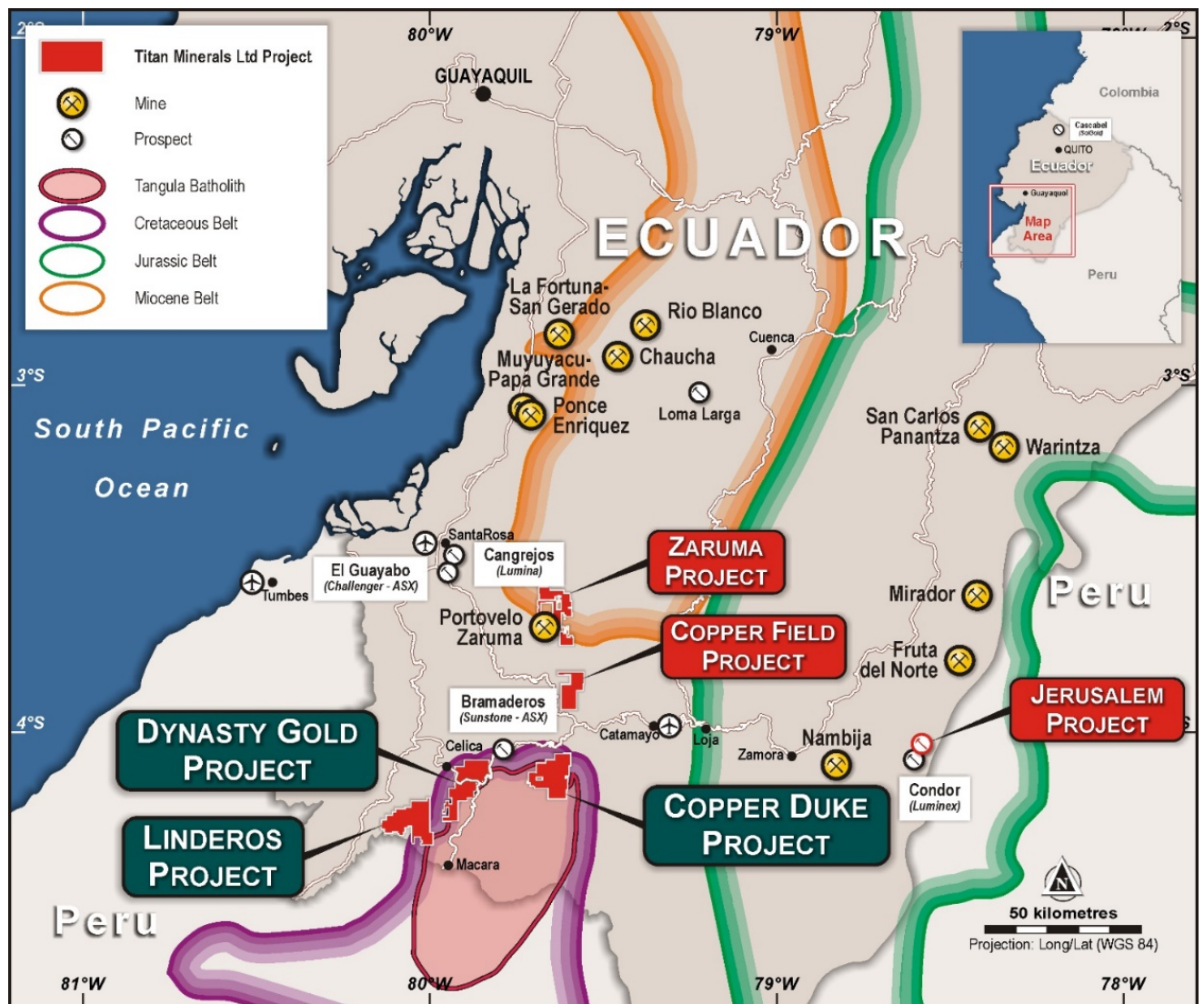


Figure 6 – Titan Project locations in southern Ecuador

Corporate

Sale of Zaruma Mine & Portovelo Process Plant for US\$15,000,000

Post quarter end, Titan entered into a term sheet ("**Term Sheet**") with Pelorus Minerals Limited ("**Pelorus**" or the "**Buyer**") for divestment of its non-core Zaruma Mine and Portovelo Process Plant assets in Ecuador.

Subject to the parties finalising and executing a formal binding transaction agreement (the "**Share Sale Agreement**") and the Buyer finalising its due diligence investigations within a 30-day exclusivity period from the date of the Term Sheet, and Titan receiving shareholder approval, Titan will receive proceeds from the sale of the non-core assets of US\$15 million in staged cash payments plus a two percent (2%) net smelter return royalty on the value of any recovered and realisable copper produced from any of the Zaruma Mine concessions (see "**Transaction Summary**" below for further details).

The asset sale together with the ongoing in-country strategic review and corporate restructuring (see ASX release 26 May 2020, "Core Gold Integration Update and Potential Divestment of Non-Core Assets") will allow Titan to resolve the balance sheet issues it inherited following the acquisition of Core Gold Inc. in 2020. The cash proceeds will allow Titan to focus its full attention on the development of its flagship Dynasty Gold Project and exploration at the Copper Duke Project in Ecuador.

Transaction Summary

Pursuant to the Term Sheet with Pelorus, Titan will receive proceeds from the sale of the non-core assets of US\$15 million in staged cash payments plus a two percent (2%) net smelter return royalty on the value of any recovered and realisable copper produced from any of the Zaruma Mine concessions.

The sale and transfer of the Zaruma Mine and Portovelo Process Plant (the "**Assets**") will be effected via the sale of the shares in the Titan subsidiaries that hold the Assets to Pelorus. The sale of the Assets is subject to the parties finalising and executing the Share Sale Agreement and the Buyer finalising its due diligence investigations within the 30-day exclusivity period, which shall include:

1. (i) Titan confirming to Pelorus the legal title and good standing of the Assets within the newly established corporate entities; and
2. (ii) Pelorus completing a NI 43-101 compliant technical report on the Assets.

The schedule of staged cash payments agreed between Titan and Pelorus is as follows:

1. US\$2,000,000 Non-refundable cash deposit payable by Pelorus upon signing of the Term Sheet
2. US\$3,000,000 Payable within 30 days on signing of the Share Sale Agreement
3. US\$2,500,000 Payable on 1 August 2021
4. US\$2,500,000 Payable on 1 December 2021
5. US\$2,500,000 Payable on 1 March 2022
6. US\$2,500,000 Payable on 1 June 2022

Cash

As at 31 March 2021 the Company had a reported cash position of US\$0.57M.

As announced 9 October 2020, Titan received 4,250,000 shares of Oro X Mining Corp (TSX-V: OROX) as partial payment for divestment of the Coriorcco and Las Antas projects in Peru. Following expiry of the agreed escrow period the shares are now free trading and based on the last trade, are currently valued at approximately CAD \$2,900,000

Loan from Director Matthew Carr:

During the period, Director Mr Matthew Carr extended an unsecured loan to the Company for \$660,000 on the same terms and conditions as the debt facility with RM Hunter Fund Pty Ltd, with no fixed repayment date.

Related Party Payments

In line with its obligations under ASX Listing Rule 5.3.5, Titan Minerals Limited notes that the payments to related parties of the Company, as advised in the Appendix 5B for the period ended 31 March 2021, pertain to payments to directors for fees, salary and superannuation, and interest on the unsecured loan from Mr Matthew Carr.

-ENDS-

Released with the authority of the Board.

For further information on the company and our projects, please visit: www.titanminerals.com.au

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About Titan Minerals Ltd

Titan Minerals is an exploration and development company focused on exploring and developing potential Tier One projects in Ecuador's southern Andean copper-gold belt. The Company's flagship asset is the Dynasty Gold Project that consists of a NI 43-101 mineral resource estimate of 2.1million ounces at 4.5g/t gold. Titan's strategy is to conduct a drilling campaign across Dynasty and deliver a JORC compliant update of the mineral resource estimation post completion of proposed drilling programme.

The Company is continuously evaluating additional projects in gold, copper, and other commodities within Ecuador and elsewhere for acquisition or joint venture to grow shareholder value.

Notes to Mineral Resource

The information in this document relating to Mineral Resource Estimates for the Dynasty Gold Project have been extracted from the ASX announcement dated 30 April 2020 (Initial Announcement).

Titan confirms that it is not in possession of any new information or data that materially impacts on the reliability of the Mineral Resource Estimates for the Dynasty Gold Project and included in the Initial Announcement. Titan confirms that the supporting information provided in the Initial Announcement continues to apply and has not materially changed.

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Competent Person's Statement

The information in this report that relates to Exploration Results is based on information compiled by Mr Travis Schwertfeger, who is a Member of The Australian Institute of Geoscientists. Mr Schwertfeger is the Chief Geologist for the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the JORC 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Schwertfeger consents to their inclusion in the report of the matters based on his information in the form and context in which it appears.

Mr. Schwertfeger confirms that the technical information in this release and information provided relating to the Mineral Resource Estimates for the Dynasty Gold Project have been provided under ASX Listing Rules 5.12.2 to 5.12.7 and is an accurate representation of the available data and studies for the Dynasty Goldfield Project located in southern Ecuador as a Foreign Estimate.

Appendix 1 – Tenements

Mining tenements held at the end of the March 2021 quarter:

Project	Location	Tenement	Interest at end of quarter
Dynasty	Loja, Ecuador	PILO 9	100%
Dynasty	Loja, Ecuador	ZAR	100%
Dynasty	Loja, Ecuador	ZAR 1	100%
Dynasty	Loja, Ecuador	CECILIA 1	100%
Dynasty	Loja, Ecuador	ZAR TRES A	100%
Copper Duke	Loja, Ecuador	BARBASCO	100%
Copper Duke	Loja, Ecuador	BARBASCO 1	100%
Copper Duke	Loja, Ecuador	BARBASCO 2	100%
Copper Duke	Loja, Ecuador	BARBASCO 4	100%
Copper Duke	Loja, Ecuador	CAROL	100%
Copper Duke	Loja, Ecuador	CATACocha	100%
Copper Duke	Loja, Ecuador	COLANGA	100%
Copper Duke	Loja, Ecuador	COLANGA 2	100%
Copper Duke	Loja, Ecuador	GLORIA	100%
Copper Duke	Loja, Ecuador	GLORIA 1	100%
Copper Duke	Loja, Ecuador	GONZA 1	100%
Copper Duke	Loja, Ecuador	LUMAPAMBA	100%
Copper Duke	Loja, Ecuador	LUMAPAMBA 1	100%
Linderos	Loja, Ecuador	CHORRERA	100%
Linderos	Loja, Ecuador	DYNASTY 1	100%
Linderos	Loja, Ecuador	LINDEROS E	100%
Linderos	Loja, Ecuador	NARANJO	100%
Copper Field	Loja, Ecuador	COOPER 1	100%
Copper Field	Loja, Ecuador	COOPER 4	100%
Zaruma	El Oro, Ecuador	BETHZABETH	100%
Zaruma	El Oro, Ecuador	ANA MICHELLE	100%
Zaruma	El Oro, Ecuador	NUEVA ESPERANZA	100%
Zaruma	El Oro, Ecuador	EL SALVADOR X-3	100%
Zaruma	El Oro, Ecuador	LOS CIPREces	100% ⁽¹⁾
Zaruma	El Oro, Ecuador	LOS LAURELES 2	100%
Zaruma	El Oro, Ecuador	MACHAY	100% ⁽²⁾
Zaruma	El Oro, Ecuador	EL TABLÓN	100%
Zaruma	El Oro, Ecuador	EL TABLÓN 1	100%
Zaruma	El Oro, Ecuador	IAM ZARUMA	100%
Zaruma	El Oro, Ecuador	LA ENVIDIA	100%
Zaruma	El Oro, Ecuador	MARA 8	100%
Zaruma	El Oro, Ecuador	MINANCA	2%
Zaruma	El Oro, Ecuador	NUEVA ESPERANZA 2	100%
Zaruma	El Oro, Ecuador	NUEVA ESPERANZA 3	100%
Zaruma	El Oro, Ecuador	NUEVA ESPERANZA 6	100%
Zaruma	El Oro, Ecuador	RESUC 4	100%
Zaruma	El Oro, Ecuador	RUTH	100%
Zaruma	El Oro, Ecuador	SAN ANTONIO DE PADUA	100%
Zaruma	El Oro, Ecuador	SAN JOSÉ 2	100%
Zaruma	El Oro, Ecuador	SUCA	100%
Zaruma	El Oro, Ecuador	SUCA 4	100%
Zaruma	El Oro, Ecuador	EL RETAZO 3	100%
Zaruma	El Oro, Ecuador	LA CALERA	100%
Zaruma	El Oro, Ecuador	LA DURA	100%
Zaruma	El Oro, Ecuador	MALVAS 1	100% ⁽³⁾
Zaruma	El Oro, Ecuador	SOROCHE UNIFICADO	57.5%
Zaruma	El Oro, Ecuador	BARBASCO 1A	50%
Zaruma	El Oro, Ecuador	BARBASCO UNIFICADO	20%
Alce	Southern Peru	ALCE	100%
Phoebe	Southern Peru	PHOEBE 1	100%
Phoebe	Southern Peru	PHOEBE 2	100%
Phoebe	Southern Peru	PHOEBE 3	100%
Phoebe	Southern Peru	PHOEBE 4	100%

Project	Location	Tenement	Interest at end of quarter
Phoebe	Southern Peru	PHOEBE 5	100%
Phoebe	Southern Peru	TOROLUMI	100%
Phoebe	Southern Peru	TOROLUMI II	100%
Cart	Central Peru	CART01	100% ⁽⁴⁾
Colossus	Central Peru	COLOSSUS01	100% ⁽⁴⁾
Jaw	Southern Peru	JAW01	100% ⁽⁴⁾
Jaw	Southern Peru	JAW02	100% ⁽⁴⁾
San Santiago	Southern Peru	San Santiago De Acari	100%
San Santiago	Southern Peru	Virgen Del Carmen 2004P	100%

- (1) A 14.16% proportion of the concession divested by Core Gold Inc. and transfer of divested mining rights subject to government approval of transfer.
- (2) A 51.2% proportion of the concession divested by Core Gold and transfer of divested mining rights subject to government approval of transfer.
- (3) A 50% proportion of the concession divested by Core Gold and transfer of divested mining rights subject to government approval of transfer.
- (4) Concession applications through wholly owned Peruvian subsidiaries of Titan with pending registration of final documentation of granted mineral rights

Mining tenements acquired and disposed during the March 2021 quarter:

Project	Location	Tenement	Interest at beginning of the quarter	Interest at end of the quarter
Mining tenements acquired				
Alce	Southern Peru	ALCE	0%	100%
Phoebe	Southern Peru	PHOEBE 1	0%	100%
Phoebe	Southern Peru	PHOEBE 2	0%	100%
Phoebe	Southern Peru	PHOEBE 3	0%	100%
Phoebe	Southern Peru	PHOEBE 4	0%	100%
Phoebe	Southern Peru	PHOEBE 5	0%	100%
Phoebe	Southern Peru	TOROLUMI	0%	100%
Phoebe	Southern Peru	TOROLUMI II	0%	100%
Cart	Central Peru	CART01	0%	100%
Colossus	Central Peru	COLOSSUS01	0%	100%
Jaw	Southern Peru	JAW01	0%	100%
Jaw	Southern Peru	JAW02	0%	100%
Mining tenements relinquished				
Torrecillas	Southern Peru	Retorno-I	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-II	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-III	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-IV	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-V	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-VI	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-VII	100%	Torrecillas
Torrecillas	Southern Peru	Retorno-IX	100%	Torrecillas
Torrecillas	Southern Peru	RetornoXIV	100%	Torrecillas
Torrecillas	Southern Peru	RetornoXV	100%	Torrecillas
Torrecillas	Southern Peru	RetornoX	100%	Torrecillas
Torrecillas	Southern Peru	Retorno XX	100%	Torrecillas

Beneficial percentage interests in farm-in or farm-out agreements at the end of the March 2021 quarter:

Project	Location	Tenement	Interest at end of the quarter
Nil			

**Beneficial percentage interests in farm-in or farm-out agreements
acquired or disposed of during the March 2021 quarter:**

Project	Location	Tenement	Interest at beginning of the quarter	Interest at end of the quarter
<i>Farm-in or farm-out interests acquired</i>				
Nil				
<i>Farm-in or farm-out interests disposed</i>				
Nil				

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Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Titan Minerals Limited

ABN

97 117 790 897

Quarter ended ("current quarter")

31 March 2021

Consolidated statement of cash flows		Current quarter	Year to date
		\$US'000	(3 months) \$US'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(213)	(213)
	(e) administration and corporate costs	(658)	(658)
	- Ecuador corporate restructuring including legal	(393)	(393)
	- Ecuador plant care & maintenance	(214)	(214)
	- Ecuador deferred payables	(923)	(923)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	2	2
1.5	Interest and other costs of finance paid	(63)	(63)
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material)	66	66
1.9	Net cash from / (used in) operating activities	(2,396)	(2,396)
2.	Cash flows from investing activities		
2.1	Payments to acquire:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-

Consolidated statement of cash flows		Current quarter	Year to date
		\$US'000	(3 months) \$US'000
	(d) exploration & evaluation (including all annual tenement payments Ecuador)	(2,386)	(2,386)
	(e) investments	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (disposal of Vista Gold SAC)	500	500
2.6	Net cash from / (used in) investing activities	(1,886)	(1,886)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	1,670	1,670
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	1,670	1,670

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,272	3,272
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(2,396)	(2,396)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(1,886)	(1,886)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	1,670	1,670
4.5	Effect of movement in exchange rates on cash held	(63)	(63)
4.6	Cash and cash equivalents at end of period	597	597

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$US'000	Previous quarter \$US'000
5.1	Bank balances	597	3,272
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	597	3,272

6. Payments to related parties of the entity and their associates

- 6.1 Aggregate amount of payments to related parties and their associates included in item 1
- 6.2 Aggregate amount of payments to related parties and their associates included in item 2

Current quarter \$US'000
132
-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments

7. Financing facilities

Note: the term "facility" includes all forms of financing arrangements available to the entity.

Add notes as necessary for an understanding of the sources of finance available to the entity.

7.1 Loan facilities

7.2 Credit standby arrangements

7.3 Other (please specify)

7.4 **Total financing facilities**

Total facility amount at quarter end \$US'000	Amount drawn at quarter end \$US'000
3,661	3,661
10,000	1,140
-	-
13,661	4,801

7.5 **Unused financing facilities available at quarter end**

8,860

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

Sophisticated and Professional Investors (secured):

The material terms of the loan facility are:

- Amount: AUD \$4,155,280
- Interest: 15% interest per annum payable at the repayment date.
- Security: the Loan Amount will be secured against the assets of Titan.
- Repayment: the Company must repay the Loan Amount it has drawn and all other amounts accrued or outstanding by 30 June 2021 (Termination Date).

Loan from Director (unsecured):

The material terms of the loan facility are:

- Amount: AUD \$660,000
- Interest: 12% interest per annum
- Repayment: no set date of repayment

RM Hunter Fund Pty Ltd Facility:

The material terms of the loan facility are:

- the total facility is US\$10 million;
- amounts drawn may be repaid and redrawn over the term;
- the term and repayment date have been extended to 31 December 2021;
- the interest rate on amounts drawn is 12% per annum (and no interest or fees accrue on undrawn amounts); and
- no security has been, or is required to be, provided to the Lenders in connection with the Loan Facility.

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(2,396)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(2,386)
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(4,782)
8.4	Cash and cash equivalents at quarter end (item 4.6)	597
8.5	Unused finance facilities available at quarter end (item 7.5)	8,860
8.6	Total available funding (item 8.4 + item 8.5)	9,457
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.97
<p><i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i></p>		
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
	<p>Answer:</p> <p>No. Ecuador plant care and maintenance costs will cease with the sale of the Portovelo Process Plant. Ecuador corporate restructuring is expected to be completed in this following quarter. Ecuador deferred payables will reduce over time.</p>	
8.8.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
	<p>Answer:</p> <p>As announced on 15 April 2021, Titan Minerals Limited has entered into a term sheet to divest its Zaruma Mine and Portovelo Process Plant for US \$15m.</p> <p>The schedule of staged payments from the purchaser is:</p> <ol style="list-style-type: none"> 1. US\$2,000,000 Non-refundable cash deposit payable by Pelorus upon signing of the Term Sheet (Received in April 2021) 2. US\$3,000,000 Payable within 30 days on signing of the Share Sale Agreement 3. US\$2,500,000 Payable on 1 August 2021 4. US\$2,500,000 Payable on 1 December 2021 5. US\$2,500,000 Payable on 1 March 2022 6. US\$2,500,000 Payable on 1 June 2022 <p>In addition the Company holds freely tradeable Oro-X share valued at approximately US\$2.3M.</p>	
<p><i>Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.</i></p>		

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 30 April 2021.....

Authorised by:The Board of Titan Minerals Limited.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.