TITAN MINING CORPORATION
(the "Company")

BOARD OF DIRECTORS MANDATE

1. ROLE AND RESPONSIBILITIES

1.1 The Board of Directors (the "Board") is responsible for the stewardship of the Company. This requires the Board to oversee the conduct of the business and supervise management, which is responsible for the day-to-day conduct of the business. The Board shall meet as frequently as may be required to fulfil these responsibilities, and at least once per quarter.

1.2 The Board is responsible for the review of the Company's strategic business plan proposed by management, and to adopt the plan with such changes as the Board deems appropriate. The plan and discussion should take into account, among other things, the opportunities and risks of the business.

1.3 The Board shall review and measure corporate performance against strategic plans, senior management objectives, financial plans and budgets.

1.4 The Board is responsible for ensuring that management has undertaken identification of the principal risks of the Company's business and is overseeing the implementation of appropriate systems to manage these risks.

1.5 The Board is responsible for satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and the other senior officers create a culture of integrity throughout the Company.

1.6 The Board is responsible for overseeing and approving the Company's communication policies, which:

(a) address how the Company interacts with analysts, investors, other key stakeholders and the public,

(b) contain measures for the Company to comply with its continuous and timely disclosure obligations and to avoid selective disclosure, and

(c) are reviewed from time to time.

1.7 The Board is responsible for ensuring the integrity of the Company's internal control and management information systems.

1.8 The Board is responsible for acting in accordance with all applicable laws, the Company's constating documents and the Company's Code of Business Conduct and Ethics.

1.9 The Board and each individual director is responsible for acting in accordance with the obligations imposed by the *Business Corporations Act* (British Columbia), applicable

securities commissions, The Toronto Stock Exchange and the NYSE American. In exercising their powers and discharging their duties, each director shall:

(a) act honestly and in good faith with a view to the best interests of the Company;

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;

(c) exercise independent judgment regardless of the existence of relationships or interests which could interfere with the exercise of independent judgment; and

(d) (i) disclose to the Company, in writing, the nature and extent of any interest that the director has in a material contract or material transaction (a "disclosable interest"), whether made or proposed, with the Company if the director is a party to the contract or transaction, is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or, has a material interest in a party to the contract or transaction; and

(ii) such director shall refrain from voting on any resolution to approve such contract or transaction unless all directors have a disclosable interest.

1.10 The Board has the authority to establish committees and appoint directors to be members of these committees. The Board may not delegate to such committees the power to:

(a) submit to the shareholders any question or matter requiring the approval of the shareholders;

(b) fill a vacancy among the directors or in the office of auditor, or appoint additional directors;

(c) issue securities, except as authorized by the directors;

(d) issue shares of a series, except as authorized by the directors;

(e) declare dividends;

(f) purchase, redeem or otherwise acquire shares issued by the Company;

(g) pay a commission to any person in consideration of his purchasing or agreeing to purchase shares of the Company from the Company or from any other person, or procuring or agreeing to procure purchasers for any such shares;

(h) approve a management proxy circular, take-over bid circular or directors' circular;

(i) approve financial statements to be put before an annual meeting of shareholders; or

(j) adopt, amend or repeal articles.

1.11 The matters to be delegated to committees of the Board and the constitution of such committees are to be assessed annually or more frequently, as circumstances require. From

time to time the Board may create an ad hoc committee to examine specific issues on behalf of the Board. The following are the current committees of the Board:

(a) the Audit Committee, consisting of not less than three directors, each of whom must be an "unrelated or "independent" director under applicable securities laws and applicable stock exchange rules. The role of the Audit Committee is to provide oversight of the Company's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies.

(b) the Nominating and Corporate Governance Committee, consisting of not less than two directors, each of whom must be an "unrelated or "independent" director under applicable securities laws and applicable stock exchange rules. The role of the Nominating and Corporate Governance Committee is to:

(i) identify individuals qualified to become Board members;

(ii) to assess and report on the effectiveness of the Board and any committees thereof;

(iii) to develop and recommend to the Board a set of corporate governance policies and principles applicable to the Company in light of the corporate governance guidelines published by regulatory bodies having jurisdiction, and to conduct periodic reviews of such policies and principles; and

(iv) monitor the effectiveness of the Company's system of corporate governance;

(v) ;

(c) the Compensation Committee, consisting of not less than three directors, each of whom must be an "unrelated or "independent" director under applicable securities laws and applicable stock exchange rules. The role of the Compensation Committee is to:

(i) review and recommend compensation policies and programs as well as salary and benefit levels for its executives;

(ii) assist in attracting, retaining and motivating executives and key personnel in view of the Company's goals;

(iii)

(iv) review the adequacy and form of compensation of the directors and officers of the Company;

(v) setting objectives and undertaking the performance evaluation of the CEO in consultation with the Chair of the Board, if not the CEO; and

(vi) make recommendations to the Board.

1.12 The independent directors shall meet on a regular basis as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management.

2. COMPOSITION

2.1 From time to time the Board or an appropriate committee of the Board shall review the size of the Board to ensure that the size facilitates effective decision-making.

2.2 The Board shall be composed of a majority of directors who qualify as "unrelated" or "independent" directors under applicable securities laws and applicable stock exchange rules. The determination of whether an individual director is unrelated or independent is the responsibility of the Board.

2.3 If at any time the Company has a significant shareholder, meaning a shareholder with the ability to exercise a majority of the votes for the election of the Board, the Board will include at least one director who does not have interests in or relationships with either the Company or the significant shareholder and who fairly reflect the investment in the Company by shareholders other than the significant shareholder.

2.4 The Board should, as a whole, have the following competencies and skills:

(a) technical and operating knowledge of the mining industry;

(b) knowledge of current corporate governance guidelines; and

(c) financial and accounting expertise.

3. PROCEDURES TO ENSURE EFFECTIVE OPERATION

3.1 The Board recognizes the importance of having procedures in place to ensure the effective and independent operation of the Board.

3.2 If the Chair of the Board is not a member of management, the Chair shall be responsible for overseeing that the Board discharges its responsibilities. If the Chair is a member of management, responsibility for overseeing that the Board discharges its responsibility shall be assigned to a non-management director.

3.3 The Board has complete access to the Company's management. The Board shall require timely and accurate reporting from management and shall regularly review the quality of management's reports.

3.4 An individual director may engage an external adviser at the expense of the Company in appropriate circumstances. Such engagement is subject to the approval of the Nominating and Corporate Governance Committee.

3.5 The Board may provide an orientation program for new recruits to the Board as well as continuing education on topics relevant to all directors from time to time as required.

3.6 The Board shall institute procedures for receiving shareholder feedback.

3.7 The Board requires management to run the day-to-day operations of the Company, including internal controls and disclosure controls and procedures.

3.8 The Board sets appropriate limits on management's authority. In addition, the following decisions require the approval of the Board or one of its committees:

(a) the approval of the annual and quarterly (unless delegated to the Audit Committee) consolidated financial statements;

(b) the approval of the consolidated annual budget;

(c) any equity or debt financing of the Company, other than debt incurred in the ordinary course of business such as trade payables;

(d) the creation of subsidiaries for the Company;

(e) the creation of new Company bank accounts;

(f) payment of dividends by the Company;

(g) proxy solicitation material for the Company;

(h) projected issuances of securities from treasury by the Company as well as any projected redemption of such securities;

(i) the appointment of members on any committee of the Board of the Company;

(j) the appointment or discharge of any senior officer of the Company;

(k) entering into employment contracts with any senior officers of the Company;

(l) entering into any license, strategic alliance, partnership or other agreement outside the ordinary course of business for the Company or its subsidiaries (the "Consolidated Group");

(m) the acquisition and assignment of material assets (including intellectual property and fixed assets) outside of the ordinary course of business within the Consolidated Group;

(n) any material change to the business of the Consolidated Group; and

(o) initiating or defending any law suits or other legal actions for the Consolidated Group.

Adopted by the Board of Directors
as amended November 10, 2026