

TITAN MINING CORPORATION

NYSE AMERICAN CORPORATE GOVERNANCE STATEMENT

Section 110 of the NYSE American Company Guide permits NYSE American to consider the laws, customs and practices of foreign issuers, and to grant exemptions from NYSE American listing criteria based on these considerations. A company seeking relief under these provisions is required to provide a written certification from independent local counsel that the non-complying practice is not prohibited by home country law.

A description of the significant ways in which the governance practices of Titan Mining Corporation (the “Company”) differ from those followed by domestic companies pursuant to NYSE American standards is as follows:

Proxy Solicitations

Under Section 705, listed companies must comply with applicable state and federal laws and rules (including interpretations thereof), including without limitation, Exchange Act Regulations 14A and 14C. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

Quorum Requirements

Under Section 123, the NYSE American expects that an appropriate quorum of the shares issued and outstanding and entitled to vote will be provided for by the by-laws of companies listing voting securities. The NYSE American recommends a quorum of at least 33 1/3%. The Company is subject to the *Business Corporations Act* (British Columbia), which permits the Company to specify a quorum requirement in its memorandum or articles. Under the Company’s articles, quorum for the transaction of business at any meeting of shareholders is at least two shareholders entitled to vote at the meeting whether in person or by proxy who hold, in aggregate, at least 5% of the issued shares entitled to be voted at the meeting.

Shareholder Approval Requirements

Sections 711-713 require that a listed company obtain shareholder approval for: (i) the establishment or material amendment of a plan or other equity compensation arrangement, subject to exceptions; (ii) the issuance of shares as sole or partial consideration for an acquisition of the stock or assets of another company in certain circumstances; and (iii) certain transactions other than public offerings that may result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares for less than the greater of book or market value of the shares. Neither Canadian securities laws nor Canadian corporate law require shareholder approval for such transactions, except where such transactions constitute a “related party transaction” or a “business combination” under Canadian securities laws or where such transaction is structured in a way that requires shareholder approval under the *Business Corporations Act* (British Columbia), or where the Toronto Stock Exchange requires shareholder approval for a transaction involving a change of control of the Company, or the establishment of or amendments to equity-based compensation plans, in which case, the Company intends to follow its home country requirements.

In addition, the Company may from time-to-time seek relief from NYSE American corporate governance requirements on specific transactions under Section 110 of the NYSE American Company Guide by providing written certification from independent local counsel that the non-complying practice is not prohibited by our home country law, in which case, the Company shall make the disclosure of such transactions available on its website at www.titanminingcorp.com