



TITAN MINING CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022
(Unaudited)

Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Professional Chartered Accountants for a review of interim financial statements by an entity's auditor.

TITAN MINING CORPORATION
Condensed Consolidated Interim Statement of Financial Position
(Expressed in thousands of US dollars - Unaudited)

| | Notes | September 30, 2022 | December 31, 2021 |
|--|-------|-----------------------|----------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | | \$ 13,568 | \$ 6,041 |
| Trade and other receivables | 6 | 1,227 | 3,293 |
| Inventories | 7 | 5,575 | 3,886 |
| Derivative asset | 4 | 2,383 | - |
| Other current assets | | 1,422 | 4,269 |
| | | 24,175 | 17,489 |
| Non-current assets | | | |
| Mineral properties, plant and equipment | 8 | 51,910 | 57,483 |
| Right-of-use assets | 9a | 194 | 600 |
| Restricted cash | 10 | 1,920 | 1,753 |
| Other assets | | - | 300 |
| Total assets | | \$ 78,199 | \$ 77,625 |
| Liabilities | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | | \$ 5,570 | \$ 4,060 |
| Dividends payable | | 1,014 | 1,096 |
| Lease liabilities | 9b | 109 | 417 |
| Debt | 11 | 144 | 95 |
| Acquisition obligations | 13b | 1,025 | 1,025 |
| | | 7,862 | 6,693 |
| Non-current liabilities | | | |
| Loan from related party | 12a | - | 26,609 |
| Lease liabilities | 9b | 97 | 204 |
| Debt | 11 | 35,870 | 8,008 |
| Reclamation and remediation provision | | 18,318 | 19,088 |
| Total liabilities | | 62,147 | 60,602 |
| Shareholders' equity | | | |
| Equity attributable to shareholders of the Company | | | |
| Share capital | | 61,076 | 61,076 |
| Reserves | | 6,604 | 7,843 |
| Deficit | | (51,628) | (51,896) |
| Total equity | | 16,052 | 17,023 |
| Total liabilities and shareholders' equity | | \$ 78,199 | \$ 77,625 |
| Nature of operations and going concern (Note 1) | | | |

The notes form an integral part of these unaudited condensed consolidated interim financial statements.

TITAN MINING CORPORATION
Condensed Consolidated Interim Statement of Income (Loss) and Other Comprehensive Income (Loss)
(Expressed in thousands of US dollars - Unaudited)

| | Note | Three months ended September 30, | | Nine months ended September 30, | |
|--|-----------|-------------------------------------|----------------|------------------------------------|----------------|
| | | 2022 | 2021 | 2022 | 2021 |
| Revenue | 4 | \$ 14,025 | \$ 14,985 | \$ 48,116 | \$ 39,195 |
| Cost of Sales | | | | | |
| Operating expenses | | 12,105 | 8,800 | 32,493 | 25,126 |
| Depreciation and depletion | | 3,404 | 3,005 | 8,792 | 8,321 |
| | | 15,509 | 11,805 | 41,285 | 33,447 |
| Income (loss) from mine operations | | (1,484) | 3,180 | 6,831 | 5,748 |
| Exploration and evaluation expenses | 5b | 549 | 277 | 1,511 | 3,293 |
| General and administration expenses | 5a | 2,276 | 1,526 | 3,713 | 3,213 |
| Interest and other finance expenses | 11a,b,12a | 591 | 660 | 1,975 | 1,947 |
| Accretion expense (income) | | 39 | (11) | 5 | (37) |
| Interest expense (income) | | (57) | 2 | (64) | (10) |
| Foreign exchange loss (gain) | | (2,329) | 2,193 | (1,049) | 468 |
| Gain on derivative | 4 | (2,370) | - | (2,370) | - |
| Other income | 11d | (22) | (9) | (35) | (2,495) |
| | | (1,323) | 4,638 | 3,686 | 6,379 |
| Net income (loss) for the period | | (161) | (1,458) | 3,145 | (631) |
| Other comprehensive income (loss) | | | | | |
| Items that may be reclassified to profit or loss | | | | | |
| Unrealized loss on translation to reporting Currency | | (2,449) | 2,340 | (1,305) | 797 |
| Total comprehensive income (loss) for the period | | \$ (2,610) | \$ 882 | \$ 1,840 | \$ 166 |
| Basic and diluted earnings per share | | \$ - | \$ 0.01 | \$ 0.02 | \$ - |
| Weighted average shares outstanding (in '000) | | 138,978 | 138,978 | 138,978 | 138,978 |

The notes form an integral part of these unaudited condensed consolidated interim financial statements.

TITAN MINING CORPORATION
Condensed Consolidated Interim Statement of Changes in Equity
(Expressed in thousands of US dollars - Unaudited)

| | Notes | Share capital | | Reserves | | | Total | Deficit | Total equity |
|---|-------|----------------|------------------|----------------------------|---------------------------------|-----------------|--------------------|------------------|--------------|
| | | Number ('000s) | Amount | Share options and warrants | Currency translation adjustment | | | | |
| Balance, January 1, 2021, as previously reported | | 138,978 | \$ 61,076 | \$ 8,305 | \$ (1,583) | \$ 6,722 | \$ (50,157) | \$ 17,641 | |
| Shares and share purchase warrants issued in private placements | | | | | | | | | |
| Share based compensation | | - | - | 301 | - | 301 | - | 301 | |
| Issue of share purchase warrants | | - | - | - | - | - | (2,193) | (2,193) | |
| Total comprehensive loss for the year | | - | - | - | 820 | 820 | 454 | 1,274 | |
| Balance, December 31, 2021 | | 138,978 | \$ 61,076 | \$ 8,606 | \$ (763) | \$ 7,843 | \$ (51,896) | \$ 17,023 | |
| Share based compensation | | - | - | 66 | - | 66 | - | 66 | |
| Dividend declared | | - | - | - | - | - | (2,877) | (2,877) | |
| Total comprehensive income for the period | | - | - | - | (1,305) | (1,305) | 3,145 | 1,840 | |
| Balance, September 30, 2022 | | 138,978 | \$ 61,076 | \$ 8,672 | \$ (2,068) | \$ 6,604 | \$ (51,628) | \$ 16,052 | |

The notes form an integral part of these unaudited condensed consolidated interim financial statements.

TITAN MINING CORPORATION
Condensed Consolidated Interim Statement of Cash Flows
(Expressed in thousands of US dollars - Unaudited)

| | Notes | Three months ended | | Nine months ended | |
|---|-------|--------------------|-----------------------|-------------------|-----------------------|
| | | 2022 | September 30, 2021 | 2022 | September 30, 2021 |
| Operating activities | | | | | |
| Profit (loss) for the period | | \$ (161) | \$ (1,458) | \$ 3,145 | \$ (631) |
| Accretion expense | | 39 | (11) | 5 | (37) |
| Amortization of borrowing and transaction costs | 12a | 61 | 68 | 158 | 192 |
| Depreciation and depletion of mineral property, plant and equipment | 8 | 3,404 | 3,005 | 8,792 | 8,321 |
| Depreciation of right-of-use assets | 9c | 114 | 117 | 343 | 346 |
| Forgiveness of PPP loan | 11d | - | - | - | (2,437) |
| Unrealized gain on derivative | | (2,383) | - | (2,383) | - |
| Interest and borrowing expense accruals | | 522 | 588 | 1,765 | 1,716 |
| Interest expense on lease liabilities | 9c | 5 | 13 | 20 | 39 |
| Interest income accrual on restricted cash | | (167) | - | (168) | (1) |
| Stock-based compensation | | 15 | 67 | 66 | 280 |
| Unrealized foreign exchange gain (loss) | | (2,611) | 772 | (1,386) | 779 |
| | | (1,162) | 3,161 | 10,357 | 8,567 |
| Changes in non-cash working capital | | | | | |
| Trade and other receivables | | 1,604 | (963) | 2,066 | (2,434) |
| Inventories | | 1,690 | (393) | (989) | (430) |
| Other current assets | | 1,015 | (2,683) | 2,847 | (2,730) |
| Change of equipment loan | | - | - | - | 13 |
| Accounts payable and accrued liabilities | | 1,409 | 780 | 914 | (966) |
| Net cash generated (used) in operating activities | | 4,556 | (98) | 15,195 | 2,020 |
| Financing activities | | | | | |
| Dividends paid | | (1,065) | - | (3,222) | - |
| Proceeds from bank indebtedness | | - | - | 35,779 | - |
| Payment of bank indebtedness | | - | - | (8,000) | - |
| Payment of related party loan | | - | - | (20,710) | - |
| Payment of interest, borrowing and transaction costs | 11a | (523) | (124) | (7,692) | (254) |
| Payment of lease liabilities | 9d | (121) | (124) | (365) | (376) |
| Repayment of equipment loans | 11b | (1) | (7) | (4) | (61) |
| Net cash used by financing activities | | (1,710) | (255) | (4,214) | (691) |
| Investing activities | | | | | |
| Additions to mineral properties, plant and equipment | 8 | (593) | (2,011) | (3,694) | (3,489) |
| Net cash used by investing activities | | (593) | (2,011) | (3,694) | (3,489) |
| Effect of foreign exchange on cash and cash equivalents | | 294 | 1,558 | 240 | 15 |
| Increase (decrease) in cash and cash equivalents | | 2,547 | (806) | 7,527 | (2,145) |
| Cash and cash equivalents, beginning of period | | 11,021 | 6,163 | 6,041 | 7,502 |
| Cash and cash equivalents, end of period | | \$ 13,568 | \$ 5,357 | \$ 13,568 | \$ 5,357 |

The notes form an integral part of these unaudited condensed consolidated interim financial statements.

TITAN MINING CORPORATION
Notes to the Condensed Consolidated Interim Financial Statements
For the three months ended September 30, 2022 and 2021
(Expressed in thousands of US dollars, unless otherwise indicated - Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Titan Mining Corporation (“Titan” or the “Company”) was incorporated on October 15, 2012 under the laws of British Columbia and is a natural resources company engaged in the acquisition, exploration, development and production of mineral properties. The Company holds a 100% indirect ownership interest in the Empire State Mine in Northern New York State, United States.

The Company’s common shares are listed on the Toronto Stock Exchange and trade under the symbol “TI”. The Company’s head office is located at 555-999 Canada Place, Vancouver, BC, Canada V6C 3E1.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of operations. These consolidated financial statements do not reflect the adjustments to carrying values of assets and liabilities that would be necessary should the going concern assumption prove to be inappropriate, and these adjustments could be material.

As at September 30, 2022, the Company had cash and cash equivalents of \$13,568, working capital of \$16,313, a net profit for the period ended September 30, 2022 of \$3,145 and a deficit of \$51,628. During the quarter ended September 30, 2022, the Company had cash inflows from operating activities of \$15,195, cash outflows from financing activities of \$4,214, and cash outflows from investing activities of \$3,694.

Based on the Company’s plan for Empire State Mine’s operations and continued exploration drilling programs, and its current level of corporate overheads, the Company may require additional funding within the next twelve months. The Company has historically raised funds principally through the sale of securities and most recently, through the credit arrangement and advances from a related party. The Company expects that it will continue to obtain funding through similar or other means depending on market conditions and other relevant factors at the time. However, there can be no assurance that the Company will be able to obtain such additional funding or obtain it on acceptable terms. This material uncertainty casts significant doubt about the Company’s ability to continue as a going concern.

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards issued by the International Accounting Standards Board (“IFRS”). Accordingly, they do not include all the information and notes to the consolidated financial statements required by IFRS for complete financial statements and should be read in conjunction with the Company’s most recent audited consolidated financial statements.

On November 10, 2022, the Company’s Board of Directors approved these condensed consolidated interim financial statements for issuance.

b) Basis of presentation

The accounting policies used in the preparation of these financial statements are the same as those applied in the Company’s most recent audited consolidated annual financial statements for the year ended December 31, 2021.

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c) Use of judgments and estimates

In preparing these condensed interim financial statements, management has made judgments and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expense. Actual amounts incurred by the Company may differ from these values.

The significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended December 31, 2021.

COVID-19 Pandemic

During the first quarter of 2020 and subsequent to September 30, 2022, the COVID-19 pandemic has had a material impact on the global economy, the scale and duration of which remain uncertain. In March 2020, New York State Governor Cuomo issued Executive Orders requiring on site business premises workforce reductions followed by business closures for non-essential businesses. ESM took steps to reduce employee exposure to COVID-19 including, social distancing, cancellation of travel, limiting non-essential visitors and vendors, administrative staff working from home, limiting the number of personnel in meetings and shaft cages, and rearranging staff schedules such that no more than 50% of the workforce was on site at any one time. Precautionary adjustments to employee schedules and work locations relating to the COVID-19 pandemic made during the first quarter of 2020 were lifted by the end of the first three quarters of 2021. Depending on the duration and extent of the impact of COVID-19, the pandemic could materially impact the Company's results of operations, cash flows and financial condition and could result in material impairment charges to the Company's property, plant and mine development and Inventories. Furthermore, the impact of inflation and supply chain disruptions on the Company's financial position, operational performance, or cash flows over the next twelve months cannot be determined with any degree of certainty.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied in the Company's annual audited consolidated financial statements as at and for the year ended December 31, 2021.

4. REVENUES

| | Three months ended | | Nine months ended | |
|--|--------------------|-----------|-------------------|-----------|
| | September 30, | | September 30, | |
| | 2022 | 2021 | 2022 | 2021 |
| Zinc concentrate sales | \$ 18,805 | \$ 17,104 | \$ 61,259 | \$ 46,505 |
| Zinc concentrate provisional pricing adjustments | (932) | 38 | (2,738) | 37 |
| Smelting and refining charges | (3,848) | (2,157) | (10,405) | (7,347) |
| Revenue, net | \$ 14,025 | \$ 14,985 | \$ 48,116 | \$ 39,195 |

Zinc concentrate pricing consists of provisional and final pricing adjustments made prior to the finalization of the sales contract. During 2021, the Company entered into fixed zinc pricing arrangements pursuant to its existing offtake agreement with an affiliate of Glencore Ltd. for approximately 50% of the Company's zinc production for the second half of 2021 and approximately 60% of production for the first two quarters of 2022. The arrangement for 2021 fixed the zinc price for a six-month period covering July 2021 to December 2021 at a price of \$1.35 per pound of zinc. The arrangement for the first quarter of 2022 covered the period of January 2022 to March 2022 and fixed the price at \$1.50 per pound of zinc. Additionally, the Company entered into a fixed zinc pricing

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arrangement for 50% of the Company's budgeted zinc production for the second quarter of 2022 at a price of US\$1.76 per pound of zinc.

In August 2022, the Company entered into a Monthly Cash Settled LME Zinc Swap contract with National Bank of Canada for approximately 50% of the Company's zinc production for the period of August 2022 to December 2022 at a price of \$1.615 per pound of zinc. Production not subject to the fixed pricing arrangements is sold at market price.

For the period ended September 30, 2022, the Company recognized \$13 of realized losses on settlement of swaps, and \$2,370 of unrealized gains from changes in the fair value of open positions. An asset of \$2,383 representing its fair value was classified as derivative asset in the statement of financial position at September 30, 2022.

5. OTHER OPERATING EXPENSES

a) General and administration expenses

| | Three months ended September 30, | | Nine months ended September 30, | |
|-------------------------------------|-------------------------------------|----------|------------------------------------|----------|
| | 2022 | 2021 | 2022 | 2021 |
| Salaries and benefits | \$ 218 | \$ 126 | \$ 963 | \$ 1,001 |
| Share-based compensation | 14 | 57 | 60 | 246 |
| Office and administration | 136 | 415 | 407 | 555 |
| Professional fees | 1,875 | 895 | 2,185 | 1,318 |
| Amortization of right-to-use assets | 21 | 24 | 63 | 67 |
| Investor relations | 12 | 9 | 35 | 26 |
| | \$ 2,276 | \$ 1,526 | \$ 3,713 | \$ 3,213 |

b) Exploration and evaluation expenses

| | Three months ended September 30, | | Nine months ended September 30 | |
|----------------------------|-------------------------------------|--------|-----------------------------------|----------|
| | 2022 | 2021 | 2022 | 2021 |
| Salaries and benefits | \$ 115 | \$ 73 | \$ 342 | \$ 607 |
| Drilling | - | (34) | - | 561 |
| Assay and analyses | 47 | 18 | 105 | 467 |
| Contractor and consultants | 342 | 179 | 910 | 1,230 |
| Supplies | 9 | 10 | 23 | 44 |
| Other | 36 | 31 | 131 | 384 |
| | \$ 549 | \$ 277 | \$ 1,511 | \$ 3,293 |

| | Three months ended September 30 | | Nine months ended September 30 | |
|-------------------------------------|---------------------------------------|--------|-----------------------------------|----------|
| | 2022 | 2021 | 2022 | 2021 |
| Empire State Mines | \$ 542 | \$ 146 | \$ 1,476 | \$ 1,003 |
| Mineral Ridge Project | - | 107 | - | 2,247 |
| Apache Hills Project | 7 | 24 | 35 | 43 |
| Exploration and Evaluation Expenses | \$ 549 | \$ 277 | \$ 1,511 | \$ 3,293 |

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Mineral Ridge Project

The Company signed an option agreement on the Mineral Ridge Property located in Esmeralda County, Nevada with Scorpio Gold Corporation (“Scorpio”) through its US affiliates on August 31, 2020. Concurrent with the signing of the option agreement, Augusta Investments Inc. (“Augusta”), a company beneficially held by the Company’s Executive Chairman subscribed to a private placement in Scorpio for an aggregate subscription price of \$4,645. The investment in Scorpio resulted in a greater than 20% holding in the company and a board appointment right as long as Augusta maintains 10% ownership.

The Company terminated the option on June 1, 2021. The economic results of the extensive drilling program performed by the Company did not meet Titan’s requirements to advance the project.

6. TRADE AND OTHER RECEIVABLES

| | September 30, 2022 | December 31, 2021 |
|---------------------------|-----------------------|----------------------|
| Trade receivables | \$ 1,219 | \$ 3,225 |
| GST receivable | 22 | 16 |
| Advances to related party | (14) | 52 |
| | <u>\$ 1,227</u> | <u>\$ 3,293</u> |

7. INVENTORIES

| | September 30, 2022 | December 31, 2021 |
|------------------------|-----------------------|----------------------|
| Ore in stockpiles | \$ 287 | \$ 348 |
| Concentrate stockpiles | 354 | 238 |
| Materials and supplies | 4,934 | 3,300 |
| | <u>\$ 5,575</u> | <u>\$ 3,886</u> |

8. MINERAL PROPERTIES, PLANT AND EQUIPMENT

The Company depreciates its assets and expenses them to cost of sales over their estimated useful lives of the assets. The carrying value as at September 30, 2022 was as follows:

| | Mineral properties | Plant and equipment | Land | Construction in progress | Total |
|--|-----------------------|------------------------|-----------------|-----------------------------|------------------|
| Cost | | | | | |
| As at January 1, 2021 | \$ 46,713 | \$ 33,876 | \$ 1,081 | \$ - | \$ 81,670 |
| Construction in progress allocation | | | | | |
| Additions | | 2,381 | 54 | 1,851 | 4,286 |
| Change in reclamation and remediation provision | - | 1,216 | - | - | 1,216 |
| As at December 31, 2021 | \$ 46,713 | \$ 37,473 | \$ 1,135 | \$ 1,851 | \$ 87,172 |
| Additions | - | - | - | 3,994 | 3,994 |
| Transfer to plant and equipment | - | 2,502 | - | (2,502) | - |
| Change in reclamation and remediation provision | - | (775) | - | - | (775) |
| As at September 30, 2022 | <u>\$ 46,713</u> | <u>\$ 39,200</u> | <u>\$ 1,135</u> | <u>\$ 3,343</u> | <u>\$ 90,391</u> |

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| Accumulated depreciation | | | | | | | | |
|--------------------------------------|--------|--------|--------|--------|----|-----------|-----------|-----------|
| As at January 1, 2021 | 5,343 | \$ | 12,949 | \$ | - | \$ 18,292 | | |
| Depreciation and depletion | 6,328 | | 5,069 | | - | 11,397 | | |
| As at December 31, 2021 | 11,671 | \$ | 18,018 | \$ | - | \$ 29,689 | | |
| Depreciation and depletion | 4,527 | | 4,265 | | - | 8,792 | | |
| As at September 30, 2022 | \$ | 16,198 | \$ | 22,283 | \$ | - | \$ 38,481 | |
| Net book value at December 31, 2021 | \$ | 35,042 | \$ | 19,455 | \$ | 1,135 | \$ 1,851 | \$ 57,483 |
| Net book value at September 30, 2022 | \$ | 30,515 | \$ | 16,917 | \$ | 1,135 | \$ 3,343 | \$ 51,910 |

9. LEASES

a) Right-of-use assets

| | Office space | Equipment | Total |
|--------------------------|--------------|-----------|--------|
| As at January 1, 2021 | \$ 104 | \$ 682 | \$ 786 |
| Additions | 295 | - | 295 |
| Changes to lease terms | (15) | - | (15) |
| Depreciation | (94) | (372) | (466) |
| As at December 31, 2021 | \$ 290 | \$ 310 | \$ 600 |
| Additions | | | |
| Changes to lease terms | (64) | 2 | (62) |
| Depreciation | (63) | (281) | (344) |
| As at September 30, 2022 | \$ 163 | \$ 31 | \$ 194 |

The Company shares office space with other companies related to it by virtue of certain directors and management in common. During the year ended December 31, 2021 and the quarter ended September 30, 2022, there were changes to the amount of office space attributable to the Company as reflected in changes to lease terms in the table above.

b) Lease liabilities

| | Office space | Equipment | Total |
|-------------------------------|--------------|-----------|--------|
| As at January 1, 2021 | \$ 114 | \$ 686 | \$ 800 |
| Additions | 303 | - | 303 |
| Changes to lease terms | (37) | - | (37) |
| Interest accretion | 21 | 30 | 51 |
| Unrealized foreign exchange | | | |
| Lease payments | (101) | (395) | (496) |
| As at December 31, 2021 | \$ 300 | \$ 321 | \$ 621 |
| Changes to lease terms | (68) | 1 | (67) |
| Interest accretion | 13 | 7 | 20 |
| Unrealized foreign exchange | (3) | - | (3) |
| Lease payments | (69) | (296) | (365) |
| As at September 30, 2022 | \$ 173 | \$ 33 | \$ 206 |
| Current lease liabilities | \$ 76 | \$ 33 | \$ 109 |
| Non-current lease liabilities | 97 | - | 97 |
| | \$ 173 | \$ 33 | \$ 206 |

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The maturity analysis of the Company's contractual undiscounted lease liabilities as at September 30, 2022 is as follows:

| | < 1 year | 1 to 3 years | > 3 years | Total |
|-------------------|----------|--------------|-----------|--------|
| Lease liabilities | \$ 121 | \$ 102 | \$ - | \$ 223 |

c) Amounts recognized in Statement of Income (Loss) and Other Comprehensive Income (Loss)

| | Three months ended September 30, 2022 | Nine months ended September 30, 2022 |
|--|---|---|
| Interest on lease liabilities | \$ 4 | \$ 20 |
| Depreciation of right-of-use assets | \$ 115 | \$ 344 |
| Variable lease payments | \$ 28 | \$ 92 |
| Expenses relating to short-term leases | \$ 75 | \$ 221 |

d) Amounts recognized in Statement of Cash Flows

| | Three months ended September 30, 2022 | Nine months ended September 30, 2022 |
|--|---|---|
| Payment of lease liabilities | \$ 121 | \$ 365 |
| Variable lease payments | \$ 28 | \$ 92 |
| Expenses relating to short-term leases | \$ 75 | \$ 221 |

10. RESTRICTED CASH

Restricted cash comprises funds held in escrow for the New York State Department of Environmental Conservation as assurance for the funding of future reclamation costs associated with the Company's reclamation and remediation obligations. The funds are invested in a certificate of deposit which renews automatically for additional terms of one year or more.

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11. DEBT

a) Bank indebtedness- Bank of Nova Scotia

On June 6, 2022, the Company repaid the balance of the Credit Facility and associated interest and retired the loan.

| | Principal | Interest and borrowing costs | Total |
|---|-----------|------------------------------------|-----------|
| Balance, January 1, 2021 | \$ 10,000 | \$ 93 | \$ 10,093 |
| Repayment of loan | (2,000) | - | (2,000) |
| Accrued interest and borrowing costs | - | 248 | 248 |
| Accrued interest and borrowing costs paid | - | (254) | (254) |
| Balance, December 31, 2021 | \$ 8,000 | \$ 87 | \$ 8,087 |
| Accrued interest and borrowing costs | - | 102 | 102 |
| Accrued interest and borrowing costs paid | - | (189) | (189) |
| Repayment of loan | (8,000) | - | (8,000) |
| Balance, September 30, 2022 | \$ - | \$ - | \$ - |

| | As at Sep 30, 2022 | As at Dec 31, 2021 |
|-------------|-----------------------|-----------------------|
| Current | \$ - | \$ 87 |
| Non-current | - | 8,000 |
| | \$ - | \$ 8,087 |

b) Bank indebtedness- National Bank of Canada

On June 6, 2022, the Company entered into a secured credit agreement for \$40,000 (the "Credit Facility") with National Bank of Canada. The Credit Facility was used to consolidate the existing Bank of Nova Scotia and Related Party Loans and is available to the Company on a revolving basis to consolidate to finance the working capital and general corporate requirements with terms including the following:

- The Credit Facility will bear interest at the Secured Overnight Financing Rate plus 2.25% or National Bank's base rate plus 1.25%;
- The Company is required to pay a standby fee on the unadvanced portion of the Credit Facility with a rate of 0.5625%;
- The maturity date is December 6, 2023 and includes an annual extension option;
- The Credit Facility is subject to covenants that require the Company to maintain interest coverage ratio of not less than 4.0 to 1.0 and a total leverage ratio of not more than 3.0 to 1.

A guarantee for the Credit Facility was provided by a company controlled by Titan's Executive Chairman at an annual rate of 1.125%.

TITAN MINING CORPORATION**Notes to the Condensed Consolidated Interim Financial Statements****For the three months ended September 30, 2022 and 2021***(Expressed in thousands of US dollars, unless otherwise indicated - Unaudited)*

| | Principal | Interest and borrowing costs | Total |
|--------------------------------------|-----------|------------------------------|-----------|
| Proceeds of loan | 35,779 | - | 35,779 |
| Accrued interest and borrowing costs | - | 658 | 658 |
| Interest and borrowing costs paid | - | (522) | (522) |
| Amortization of borrowing costs | 82 | - | 82 |
| Balance, September 30, 2022 | \$ 35,861 | \$ 136 | \$ 35,997 |

| | As at Sep 30, 2022 | As at Dec 31, 2021 |
|-------------|--------------------|--------------------|
| Current | \$ 136 | \$ - |
| Non-current | 35,861 | - |
| | \$ 35,997 | \$ - |

c) Equipment loans

The Company financed the purchase of equipment with a 36-month loan that bears interest at 5.95%.

The equipment loan balance as of September 30, 2022 was:

| | September 30, 2022 | December 31, 2021 |
|-------------|--------------------|-------------------|
| Current | \$ 8 | \$ 8 |
| Non-current | 9 | 8 |
| | \$ 17 | \$ 16 |

d) Paycheck Protection Program loan ("PPP")

On April 21, 2020, the Company's wholly owned subsidiary Empire State Mines, LLC applied for and received a loan totaling \$2,409 under the U.S. Small Business Administration Paycheck Protection Program. Proceeds from this program have been used to assist U.S. small businesses during the COVID-19 pandemic in an effort to keep employees on the payroll and to contribute to utilities, rent and mortgage costs. The Company submitted the application for loan forgiveness in October 2020, and the loan and interest forgiveness were granted on June 10, 2021. The total of \$2,437 is included in Other Income of The Statement of Income (Loss) and Other Comprehensive Income (Loss).

| | Principal | Interest and borrowing costs | Total |
|-----------------------------|-----------|------------------------------|----------|
| Proceeds | \$ 2,409 | \$ - | \$ 2,409 |
| Accrued interest | - | 28 | 28 |
| Loan forgiveness | (2,409) | (28) | (2,437) |
| Balance, September 30, 2022 | \$ - | \$ - | \$ - |

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12. RELATED PARTY TRANSACTIONS

a) Loan from related party

On June 6, 2022 the Company repaid the balance of the Credit Facility and associated interest and retired the loan.

| | Principal | Interest and borrowing costs | Total |
|---|-----------|------------------------------------|-----------|
| Balance, January 1, 2021 | \$ 20,710 | \$ 3,572 | \$ 24,282 |
| Accrued interest | - | 2,065 | 2,065 |
| Repricing of warrant | | | |
| Loan extension | | | |
| Amortization of borrowing costs | - | 262 | 262 |
| Balance, December 31, 2021 | \$ 20,710 | \$ 5,899 | \$ 26,609 |
| Accrued interest | - | 1,005 | 1,005 |
| Accrued interest and borrowing costs paid | - | (6,980) | (6,980) |
| Amortization of borrowing costs | - | 76 | 76 |
| Repayment of loan | (20,710) | - | (20,710) |
| Balance, September 30, 2022 | \$ - | \$ - | \$ - |

| | September 30, 2022 | December 31 2021 |
|-------------|-----------------------|---------------------|
| Current | | |
| Non-current | \$ - | \$ 26,609 |
| | \$ - | \$ 26,609 |

b) Management company

The Company shares office space, equipment, personnel, consultants and various administrative services with other companies related by virtue of certain directors and management in common. These services have been provided through a management company equally owned by each company party to the arrangement. Costs incurred by the management company are allocated and funded by the shareholders of the management company based on time incurred and use of services. If the Company's participation in the arrangement is terminated, the Company will be obligated to pay its share of the rent payments for the remaining term of the officed space rental agreement. The Company's obligation for future rental payments on September 30, 2022 was approximately \$179, determined based on the Company's average share of rent paid in the immediately preceding 12 months. The

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Company has \$183 of other assets classified as property, plant and equipment in connection with this arrangement.

The Company was charged for the following with respect to this arrangement in the quarter ended September 30, 2022.

| | Three months ended September 30, | | Nine months ended September 30, | |
|-----------------------|-------------------------------------|---------|------------------------------------|-------|
| | 2022 | 2021 | 2022 | 2021 |
| Salaries and benefits | \$ 85 | \$ (34) | \$ 371 | \$429 |
| Office and other | 7 | 225 | 43 | 349 |
| Marketing and travel | 4 | 4 | 13 | 13 |
| | \$ 96 | \$ 195 | \$ 427 | \$791 |

c) Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company, and comprises the Company's Executive Chairman, Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer and Directors.

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------------------------------------|---------------|------------------------------------|--------------|
| | 2022 | 2021 | 2022 | 2021 |
| Salaries and benefits | \$ 150 | \$ 155 | \$ 621 | \$548 |
| Consulting fees | 30 | 67 | 205 | 272 |
| Share-base compensation | 14 | 62 | 41 | 199 |
| Directors' fees | 55 | 32 | 164 | 110 |
| | \$249 | \$ 316 | \$1,031 | \$1,129 |
| | | September 30, | September 30, | December 31, |
| | | 2022 | 2022 | 2021 |
| Salaries and benefits payable | | \$ 401 | \$ 401 | \$ 434 |
| Termination benefits payable – current | | - | - | 125 |
| | | \$ 401 | \$ 401 | \$ 559 |

d) Scorpio Gold Corporation

Refer to Note 5(b).

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13. CONTINGENCIES

- a) On December 30, 2016, pursuant to a purchase agreement between Titan Mining (US) Corporation (a wholly owned US subsidiary of the Company), Star Mountain Resources, Inc., Northern Zinc, LLC, and certain other parties (the "Purchase Agreement"), Titan (US) Corporation acquired from Northern Zinc 100% of the issued and outstanding shares of Balmat Holdings Corp. St. Lawrence Zinc Company, LLC, which owned the Empire State Mine, was a wholly owned subsidiary of Balmat Holdings Corp.

On or about March 12, 2018, the Company received a letter from legal counsel to SGS Acquisition Company Limited ("SGS") dated March 9, 2018. The letter states that in 2016 SGS filed an action in the US District Court for the District of Colorado against certain parties including Star Mountain. The Company is not a named party in that case. SGS alleges the Company (a) has obligations to SGS under mutual indemnification provisions to Star Mountain for the breach of any representations, warranties or breaches of covenants under the Purchase Agreement and (b) failed to conduct its due diligence in connection with the Purchase Agreement, which allegedly interfered with SGS's ability to recover from Star Mountain. SGS is not a party to the Purchase Agreement. SGS states that "the net economic benefits lost to SGS resulting from Star Mountain's acts, and by extension, the Company, amount to approximately \$28,300." The Company believes these claims are wholly without merit.

- b) The acquisition obligation owing to Star Mountain remains outstanding pending, among other things, the outcome of a claim brought against Star Mountain by Aviano Financial Group LLC ("Aviano"). The Company received notice on October 10, 2017 that Aviano, a creditor of Star Mountain, intended to amend a pre-existing action initially filed in February 2017 in Colorado against Star Mountain to collect debts owing by Star Mountain to Aviano aggregating approximately \$800. The amended action of Aviano against Star Mountain was filed in the state of Colorado on October 12, 2017, adding claims for damages and a claim to set aside the alleged conveyance of Empire State Mine by Star Mountain to the Company alleging that it was a fraudulent conveyance. In addition, the Aviano notice stated that it intends to file an analogous action in New York alleging fraudulent conveyance, naming Star Mountain and the Company as defendants. While subsequent claims were filed by Aviano against Star Mountain, as of the date hereof and despite several years passing since the date of both the sale of Balmat Holdings Corp. to the Company and the threat by Aviano no litigation has been commenced by Aviano against the Company. The Company believes that the claim of fraudulent conveyance alleged by Aviano is wholly without merit and will defend against any action by Aviano if commenced.

On or about February 21, 2018, Star Mountain filed a voluntary petition commencing a Chapter 11 bankruptcy in the United States Bankruptcy Court for the District of Arizona. The filing of the bankruptcy case stayed the SGS and Aviano litigation against Star Mountain. The bankruptcy court has confirmed a Chapter 11 plan of liquidation in the bankruptcy proceedings, which went effective on July 8, 2019. The Chapter 11 plan provides for the appointment of a Plan Trustee to liquidate all of the remaining assets owned by Star Mountain, including causes of action owned by Star Mountain. The Chapter 11 plan indicates that the Plan Trustee will investigate, and may pursue, potential fraudulent conveyance claims against the Company. In August of 2019, the Plan Trustee sent a written demand to the Company to perform what the Plan Trustee asserts are the Company's remaining monetary obligations under the Purchase Agreement.

On November 19, 2019, the Plan Trustee filed a Complaint against the Company, Titan (US) Corporation, and certain former officers and directors of Star Mountain with the Arizona bankruptcy court. The Plan Trustee has filed a Second Amended Complaint (in response to motions to dismiss filed by the Company and Titan (US) Corporation). In his Second Amended Complaint, and as to the Company and Titan (US) Corporation, the Plan Trustee asserts: (a) a claim that the transaction under the Purchase Agreement should be avoided as a fraudulent conveyance as to Star Mountain under federal bankruptcy and state law; and (b) as purported alternative claims, that the Company and Titan (US) Corporation have breached their remaining payment

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obligations to Star Mountain related to the Purchase Agreement. The Company and Titan (US) Corporation have filed their Answer to the Complaint; they believe that the Plan Trustee's claims are wholly without merit; and they will continue to aggressively defend against the claims. In the third quarter of 2022, the complaint filed by the Plan Trustee was withdrawn from the Bankruptcy Court to the United States District Court of Arizona. A trial on the matter is set in the District Court for March 2023.

The Company believes that the potential claim of fraudulent conveyance alleged by Aviano, and all of the claims asserted by the Plan Trustee against the Company and Titan (US) are wholly without merit. Irrespective of the merits of any such claims, however, if a fraudulent conveyance claim is resolved adversely against the Company, this could materially adversely affect the Company by terminating its indirect interest in the Empire State Mine or by potentially resulting in a significant damage claim. Such a result would have a significant negative impact on the Company and could have a material effect on these financial statements.

- c) The Company is from time to time involved in various legal proceedings related to its business. Except in the above described proceedings, management does not believe that adverse decisions in any pending or threatened proceeding or that amounts that may be required to be paid by reason thereof will have a material adverse effect on the Company's financial condition or results of operations.

14. FINANCIAL INSTRUMENTS

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those whose carrying amounts are a reasonable approximation of fair value:

| | September 30, 2022 | | December 31, 2021 | |
|------------------------------|--------------------|------------|-------------------|------------|
| | Carrying amount | Fair value | Carrying amount | Fair value |
| Financial liabilities | | | | |
| Lease liabilities | \$ 206 | \$ 233 | \$ 685 | \$ 606 |
| Bank indebtedness | \$ 35,997 | \$ 36,523 | \$ 8,087 | \$ 8,065 |
| Equipment loans | \$ 17 | \$ 15 | \$ 16 | \$ 14 |
| Loan from related party | \$ - | \$ - | \$ 26,609 | \$ 26,040 |

Management assessed that the fair values of cash and cash equivalents, restricted cash, other current assets, other receivables, accounts payable, and dividends payable approximate their carrying amounts due to the short-term maturities of these instruments, and the fair value of acquisition obligations approximate their carrying value as they are non-interest bearing. Trade receivables subject to provisional pricing and derivative asset are already carried at fair value.

Fair values of the Company's lease liabilities, bank indebtedness, equipment loans, and loan from related-party are determined by using discounted cash flow models that use discount rates that reflect the issuer's borrowing rate as at the end of the reporting period. The fair value of the derivative asset is determined using discounted cash flow models that incorporate commodity forward prices, credit risk adjustments and discount rates.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (interest rate,

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yield curves), or inputs that are derived principally from or corroborated observable market data or other means.

Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs

All financial instruments measured at fair value use Level 2 valuation techniques.

There have been no transfers between fair value levels during the reporting period.

15. SEGMENTED INFORMATION

The Company operates one reportable segment, mineral production and exploration in the United States. The Company's non-current assets located in the United States total \$53,678 and those located in Canada total \$346.

16. SUPPLEMENTARY CASH FLOW INFORMATION

| | Nine months ended September 30, | |
|---|------------------------------------|-------|
| | 2022 | 2021 |
| Non-cash investing and financing activities | | |
| Change in accounts payable and accrued liabilities with respect to construction in progress | (334) | (268) |
| Change in accounts payable and accrued liabilities with respect to inventories | (699) | 408 |
| Change in accounts payable and accrued liabilities with respect to operating expenses | (430) | 474 |
| Proceeds on sale of equipment used to reduce accounts payable | - | 25 |
| Change in reclamation and remediation asset | 775 | 24 |