



**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTH PERIODS ENDED MAY 31, 2017**

Titanium Corporation Inc. ("Titanium" or the "Company") has prepared the following management's discussion and analysis ("MD&A") to provide information to assist investors and others in understanding the financial results for the three and nine month periods ended May 31, 2017. This MD&A should be read in conjunction with Titanium's unaudited condensed interim financial statements as at and for the three and nine month periods ended May 31, 2017 (collectively, the "Financial Statements"). This MD&A is dated as at and based on information available to management as of July 18, 2017. The Company is a development stage company whose common shares are listed on the TSX Venture Exchange under the symbol "TIC".

The above referenced material is available on Titanium's website at www.titaniumcorporation.com or it can be found, along with additional information about Titanium, on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

The Financial Statements have been prepared in accordance with Canadian generally accepted accounting principles as set out in the Handbook of the Chartered Professional Accountants of Canada ("CPA Handbook") which incorporates International Financial Reporting Standards ("IFRS"). All amounts included in this MD&A are in Canadian dollars, unless otherwise specified.

This MD&A contains forward-looking statements and information that reflects the current expectations of management about the future results, performance, achievements, prospects or opportunities for Titanium. Forward-looking information is provided in this document in the discussion of Titanium's research and development and commercialization plans under the heading "Titanium's Business" and Titanium's business plans for fiscal 2018 under the headings "Update" and "Next Steps". These statements generally can be identified by use of forward-looking words such as "may", "will", "expect", "estimate", "anticipate", "believe", "project", "should" or "continue" or the negative thereof or similar variations.

Forward-looking information is presented in this MD&A for the purpose of assisting investors and others in understanding certain key elements of our financial results and business plan, as well as our objectives, strategic priorities and business outlook, and in obtaining a better understanding of our anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes.

Forward-looking information, by its very nature, is subject to inherent risks and uncertainties and is based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in or implied by such forward-looking information and that our business outlook, objectives, plans and strategic priorities may not be achieved. In particular, the forward-looking

information contained in this MD&A is based (in whole or in part) on the results of our research, pilot programs, studies, and commercialization efforts described in this MD&A under the heading “Titanium’s Business”. The Company has not commercially demonstrated its technologies and there can be no assurance that such research, pilot programs, and studies will prove to be accurate, nor that such commercialization efforts will be successful, so actual results and future events could differ materially from those expected or estimated in such forward-looking statements. As a result, we cannot guarantee that any forward-looking information will materialize and we caution you against relying on any of this forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information.

Additional information on these and other factors are disclosed elsewhere in this MD&A, including under the heading “Discussion of Risks”, and in other reports filed with the securities regulatory authorities in Canada from time to time and available on SEDAR (sedar.com).

The forward-looking information contained in this MD&A describes our expectations as of April 19, 2017 and, accordingly, are subject to change after such date. Except as may be required by Canadian securities laws, we do not undertake any obligation to update or revise any forward-looking information contained in this MD&A, whether as a result of new information, future events or otherwise.

Titanium’s Business

The Company has developed innovative CVW™ technology that recovers bitumen, solvents, valuable heavy minerals and water from oil sands froth treatment tailings. The Company expects that the recovery of bitumen, associated solvents and water will result in important and timely environmental improvements for the oil sands industry. In fiscal 2011, the Company completed the first phase of a large scale demonstration pilot which culminated several years of progressive R&D of its proprietary technologies. In fiscal 2013, the second phase of piloting provided further confirmation, at higher testing volumes, of the performance of the Company’s technology. The 2013 pilot program also produced a bulk sample of heavy mineral concentrates (“HMC”) for minerals process testing in Australia which was completed in 2014. The Company’s R&D programs have received strong support from both the Alberta and Federal governments which have provided over \$11 million of grant funding and cash tax credits. Canadian Oil Sands Innovation Alliance (“COSIA”) prioritized the Company’s technology in its 2012 Tailings Technology Roadmap and the Company joined COSIA as an Associate Member. In 2015, The Canadian Council of Academies Expert Report to the Government of Canada “Technological Prospects for Reducing the Environmental Footprint of Canadian Oils Sands” recommended that froth treatment tailings be kept out of tailings ponds and treated separately to reduce fugitive methane and VOC emissions, citing the Company’s technology as having been developed to recover bitumen, solvents and heavy minerals from these tailings.

The Company is working with the mining sector of Canada's oil sands industry making its technology commercially available with a view to developing commercial projects. This industry surface mines deposits in northern Alberta's Athabasca Oil Sands region to extract bitumen (heavy oil trapped in the sands) for local upgrading into synthetic crude oil or pipelining to refineries. Heavy minerals that naturally occur in these oil sands deposits are concentrated in tailings during the secondary bitumen extraction step referred to as 'froth treatment'. Oil sands producers currently use either a naphtha or paraffinic based solvent to process bitumen at the froth treatment stage. These solvent-based processes result in the loss of bitumen, solvents and heavy minerals in froth treatment tailings streams which are currently deposited in tailings ponds. The combination of bitumen and solvent losses to tailings ponds results in substantial volatile organic compound ("VOC") emissions and GHG emissions from the ponds in the form of methane which has a 100 year climate affect that is 25 times greater than CO2.

Five large oil sands mining sites are currently operated by Suncor Energy Inc. including Syncrude Canada, Canadian Natural Resources Limited ("Canadian Natural") including Albion Sands, and Imperial Oil Kearl. Expansion projects are underway at Canadian Natural and Suncor is completing a sixth new oil sands mining site, the Fort Hills oil sands mining project scheduled to commission in late 2017. These current, developing sites and expansions will significantly increase Canada's oil sands mining production in the years ahead. The growth of the oil sands mining industry means that increased volumes of bitumen, solvents and heavy minerals will be lost in froth treatment tailings until new technology is adopted to recover this lost value. Growth also means that GHG and VOC emissions will continue to rise.

Over a six year period the Company's scientists, together with research, engineering and Government partners conducted highly disciplined, phased research programs as follows:

- Phase I - initial laboratory scale work: the objective was to identify the most prospective laboratory-based solutions;
- Phase II - continuous bench scale testing: the objective was to provide scaling data for piloting; and
- Phase III - integrated pilot testing: the objective was to demonstrate the operation of the technology in an integrated continuous process.

The following summarizes the successful execution of the Company's research programs:

The Company completed Phases I and II, successfully executing a two year research program endorsed by the Alberta Government and supported by a \$3.5 million Alberta Energy Innovation Fund ("AEIF") grant received in March 2008. The key achievements of the program were the development of technologies to remove bitumen from

heavy minerals and recover bitumen, solvents and water from froth treatment tailings. As a condition of the grant, a Government Advisory Committee to the Company was formed, comprised of representatives from the Energy and Environment Ministries, the Energy Resources Conservation Board and Alberta Innovates. The AEIF grant program was extended to include partial funding of the Company's demonstration pilot program. The Company has completed all programs associated with the AEIF grant and provided final reports to the Alberta Government.

The success of the R&D program resulted in the award of a \$4.9 million Federal Government grant from Sustainable Development Technology Canada ("SDTC") in September 2009. The SDTC grant was utilized by the Company to fund one-third of the integrated demonstration pilot program. The Company engaged SNC-Lavalin as its engineering partner for pilot and full scale commercial engineering. A consortium comprised of the three naphtha based oil sands producers and Government (Federal and Alberta) was formed to facilitate the pilot. The integrated demonstration pilot was engineered and operated in two phases over a four year period and decommissioned in May 2013. Tailings from the three naphtha based oil sands operators were extensively tested during the program.

From June 2010 through May 2013, the integrated demonstration pilot (Phase III) was operated at CanmetENERGY Natural Resources Canada's Devon, Alberta pilot facility. This facility is the major site for the testing of oil sands froth treatment technologies by the oil sands industry. Over 50,000 independent sample analyses were conducted by Maxxam Analytics during the two phase pilot program. The Company completed demonstration piloting for the three naphtha based oil sands operators achieving excellent results: overall bitumen recoveries of up to 82% and solvent recoveries in excess of 75%, the top end of targeted ranges; removal of bitumen from HMC; and effective thickening of tailings and recovery of water for recycling. The Company also conducted pilot testing of paraffinic froth treatment tailings for two other oil sands firms, completing two progressive pilot campaigns at a third party site, achieving bitumen recoveries of 85% and demonstrating excellent environmental performance.

Following the completion of the demonstration pilot, the Company provided detailed technical reports and reviews to the oil sands and Government participants. The Company met with the oil sands participants to review results and provide economic business case projections and proposals. The Company has also developed relationships with potential partners that could bring operational, marketing and financial resources to commercial ventures. In parallel, the Company conducted minerals separation testing programs, utilizing cleaned HMC to produce final zircon and titanium products. The minerals program continued through 2014, leading to an optimized flow-sheet configuration and customer tested final products derived from pilot testing. By the end of fiscal 2014, the Company had successfully completed R&D and extensive demonstration piloting for the oil sands industry and completed an extensive minerals process testing program in Australia. Final minerals product samples were independently market tested in China indicating high quality, saleable products.

The Company's technology has been developed to meet the current and future needs of all the major oil sands operators related to froth treatment tailings recovery and remediation. In addition to the anticipated benefits of emissions reductions, the Company's technology affords a number of other opportunities to reduce the environmental footprint of mining oil sands operations. The Company commissioned a number of studies to support its view of the anticipated benefits of reducing emissions and environmental footprint of mining oil sands operations through deployment of the CVW™ process and improvements in tailings dewatering after the CVW™ process.

Based on the results of the Company's research programs and studies described herein, following processing by the Company's technology, tailings dewater more effectively in subsequent tailings management operations toward meeting Government of Alberta regulation requiring reductions in the volume of tailings. The removal of bitumen and solvents could also enable the direct reuse of hot froth treatment tailings water in mineable oil sands services, reducing energy costs, river water usage and GHGs related to reheating cold pond water used in the bitumen extraction process.

Based on our research, pilot programs and studies, key economic drivers that support the adoption of Titanium's technology include: the commodity value and significantly reduced costs for recovery of bitumen and solvents currently lost to tailings ponds; the value of recovered zircon and titanium products; the value of emissions reductions under current and future regulatory regimes; energy cost reductions due to hot process water reuse; and cost reductions related to enhanced tailings remediation. We believe that, with a heightened sensitivity to operating costs, enhanced production and reducing environmental impacts from oil sands operators, commitments by the Alberta and Federal Governments to reduce carbon emissions and increased monitoring of oil sands emissions with Directive 85, there is a greater desire to implement solutions to address these concerns. Potential economic returns, incremental resource recovery, development of a new minerals industry and reduction of environmental impacts, we believe, favor adoption of our technology. Refer to the material risks, uncertainties and other factors which may affect the Company which are described in more detail in this MD&A under the heading "Discussion of Risks".

Update

During the third quarter and subsequent months, the Company made major progress toward commercialization of its technology including:

- On July 7, 2017, the Alberta Government's Emissions Reduction Alberta ("ERA") announced the Company has been selected as a successful applicant in ERA's Methane Challenge for \$5 million of grant funding toward engineering design for a first commercial installation of the Company's CVW™ technology. Titanium is working with Canadian Natural Resources Limited (Canadian Natural) to conduct engineering

design for an oil sands tailings treatment system that eliminates certain tailings streams while recovering bitumen, solvent, and high-value minerals. By preventing solvent and bitumen release into tailings ponds, the vast majority of methane emissions from mined oil sands operations can be reduced. The technology is targeted at froth treatment tailings, which are estimated to be responsible for more than 90% of methane emissions from tailings ponds. Results from the Canadian Natural-sponsored project will be applicable to other large oil sands mines and results will be shared and disseminated through Canada's Oil Sands Innovation Alliance (“COSIA”). The Company’s project has been approved for funding of up to the lesser of \$5 million or 50% of the total eligible project expenses. ERA’s funding approval is subject to written confirmation by August 31, 2017 that all other sources of funding for the project have been secured and successful negotiation by September 29, 2017 of a Contribution Agreement with ERA on terms satisfactory to ERA. The Company is working on respective funding contributions of the project to meet ERA timelines.

- In June 2017, the Company strengthened its management team to focus on the commercialization of CVW™ technology. Niel Erasmus has re-joined the Company in the new position of Vice President, Mineral Sands, responsible for the engineering, construction, staffing and operations of mineral sands facilities. Niel will work closely with oil sands customers and engineering firms to ensure the optimal recovery of valuable minerals from oil sands tailings and maximize value for customers and our Company. A professional engineer and metallurgist, Niel brings extensive experience in both oil sands and mineral sands industries. He most recently served as an oil sands project manager for an international engineering firm and previously led our Company’s technology development and piloting programs. Niel started his career in the mineral sands industry in South Africa, where he held increasingly responsible technical and management positions with a major minerals sands producer.
- Also in June, 2017, Dr. Kevin Moran was promoted to Executive Vice President and Chief Technology Officer (CTO). In this role, Dr. Moran will be responsible for developing the Company's technology, focusing where we believe we can create the greatest value for our customers and shareholders. He oversees the Company's technology development initiatives, IP programs and works closely with our customers, planning emerging projects at oil sands sites. Dr. Moran previously served as the Company's Vice President, Process Development, where he was instrumental in the creation of Titanium's industry leading CVW™ technologies, designed to recover valuable commodities from oil sands tailings and reduce environmental impacts. Prior to joining Titanium, Dr. Moran held senior research positions with Syncrude Canada. He holds a PhD. Chemical Engineering from the University of Alberta and an MBA from Queens University.
- In May 2017, the Company held meetings in Ottawa with a number of Federal Government Ministries and agencies regarding new funding programs aimed at commercialization of sustainable technologies. The

March 2017 Federal budget announced programs designed to assist Canadian innovators in commercialization of new technologies in key areas such as clean technology and clean resources including \$950 million over 5 years focused on innovation “super clusters” in highly innovative industries. The budget increased support to enable first-of-kind, high capital intensive, early commercial-scale clean technology through project finance, equity and working capital programs totaling \$1.4 billion over 3 years through the Business Development Bank of Canada (BDC) and Export Development Canada (EDC). Other programs previously announced include the \$2 billion Low Carbon Fund to span 5 years starting in 2017/18. On June 15, 2017, the Federal Government announced a \$2 billion Low Carbon Economy Fund which included objectives to support projects that will reduce emissions, create jobs, help companies innovate or use technologies that reduce their emissions. On July 6, 2017 the Federal Government announced a \$1.26 billion Strategic Innovation Fund (“SIF”) that provides for repayable and non-repayable contributions to support innovation: research and development and commercialization of innovative products, processes and services; growth and expansion of existing firms; projects that attract large scale investments to Canada and advanced industrial research, development and technology demonstration. This fund is now open for application for up to 50% funding of qualified projects. The Company intends to apply and qualify for applicable programs as they become available.

- In February 2017, the Company, with the support of industry and government partners, commenced a laboratory scale testing program at an Alberta university research facility, to remove and recover bitumen from legacy pond tailings using the Company’s CVW™ technology. The program, which will assess the potential for bitumen recovery to improve the remediation of pond tailings, is progressing well for completion later in the year.
- Addressing climate change continues to be a priority of the Federal and Alberta governments who are both taking action. On January 1, 2017, the price on carbon under Alberta’s Climate Leadership Plan increased to \$20 per tonne and will increase to \$30 per tonne in 2018. The Government of Canada previously announced a minimum pan-Canadian pricing on carbon pollution for all jurisdictions starting in 2018 at \$10 per tonne and increasing by \$10 each year to reach \$50 per tonne in 2022.
- In June 2017, the Alberta Economic Development and Trade Ministry approved the Company’s application for registration as an Eligible Business Corporation for the Alberta Investor Tax Credit (AITC). AITC is a 3 year, \$90 million program aimed at encouraging investments in small companies including those involved in proprietary technology research, development or commercialization. The program provides a 30% Alberta provincial tax credit to investors who make investments in Eligible Business Corporations. As part of the Alberta Jobs Plan, the Government of Alberta is investing in initiatives to spur economic diversification and job creation in Alberta.

- On December 19, 2016 the Company announced that it had successfully closed a fully subscribed \$6.5 million rights offering. A portion of the proceeds (\$1.0 million) was used to repay the Company's outstanding Loans and satisfy its debt obligations. The balance of proceeds is expected to fund the Company's operations for more than 2 years, supporting activities to commercialize the Company's CVW™ technology. In addition to the support of shareholders, there was very strong participation in the rights offer by all of the Company's board and management, increasing their direct ownership in the Company to 21.5% from 16.4%.
- The Company is continuing cash conservation programs including those under which executive officers receive a significant portion of their compensation in RSU's and all directors have elected to receive their annual retainers and meeting fees in DSU's both to conserve cash and further align themselves with shareholder interests.

Next Steps

Implementing Titanium's technology would see concentrator facilities built at oil sands sites which integrate with existing oil sands operations. Separate minerals separation facilities would be constructed and process heavy mineral concentrates ("HMC") into final minerals products. The facilities may be jointly owned and operated along with oil sands operators or strategic partners. The Company has advanced proposals and flexible business models whereby customers may elect to license technology and build certain of the facilities or elect to have the Company, together with partners, build and operate these facilities.

The following are key steps in advancing commercialization of the Company's technologies:

- One or more oil sands operators complete their internal due diligence and review of proposals and agree to proceed.
- The Company and the oil sands operator(s) negotiate the business model, commercial terms and conditions.
- The Alberta government finalizes the fiscal structure, including the royalty regime, which will apply to this new form of resource recovery.
- The Company finalizes partnering, joint venture and financing arrangements which may include funding from government funding programs as they become available.
- The proponents of the first project begin front-end engineering and design ("FEED") for bitumen and solvent recovery and heavy minerals processing facilities followed by engineering, procurement and construction ("EPC").
- The EPC period is estimated at approximately 30 months, after which facilities would be commissioned and commercial production commenced.

There is wide acceptance that innovation and new technology are the principal solutions for the reduction of both environmental impacts and operating costs in Canada's oil sands industry. Through a disciplined research and development ("R&D") approach and with cooperation from industry and government, the Company believes that it has successfully developed unique, practical technology solutions for oil sands tailings waste that offer significant improvements to both environmental and economic challenges. We are confident that this value proposition favours adoption of our technology.

Financial Information & Analysis

Summary of Selected Quarterly Results

The following table summarizes the financial data of the Company for the most recently completed eight quarters prepared under IFRS (Canadian dollars in millions except per share data):

	Q3 May 31, 2017	Q2 Feb 28, 2017	Q1 Nov 30, 2016	Q4 Aug 31, 2016
STATEMENT OF LOSS				
Net Loss	\$ 0.7	\$ 0.9	\$ 0.7	\$ 0.8
Basic and Diluted Loss per Share	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.02
	Q3 May 31, 2016	Q2 Feb 29, 2016	Q1 Nov 30, 2015	Q4 Aug 31, 2015
STATEMENT OF LOSS				
Net Loss	\$ 0.8	\$ 0.8	\$ 0.6	\$ 0.7
Basic and Diluted Loss per Share	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01

Although the Company is in commercialization discussions with certain oil sands operators, it has yet to earn revenues. Until commercial arrangements are made with an oil sands operator, the Company expects to incur losses. Quarterly losses are comprised of R&D and general and administrative ("G&A") expenditures. Changes in quarterly losses are dependent on the level of commercialization and R&D activity that the Company has underway at any time.

The following summarizes the Company's financial results for the three and nine month periods ended May 31, 2017 compared to the three and nine month periods ended May 31, 2016:

- Net loss of \$0.7 million for the three month period ended May 31, 2017 was lower by \$0.1 million compared to the three month period ended May 31, 2016 of \$0.8 million due to deferred financing costs associated with the loan the Company had outstanding in the comparative period of the prior fiscal year. G&A costs were lower by \$0.1 million for the three month period ended May 31, 2017 at \$0.4 million compared to \$0.5 million for the corresponding period in 2016 as the Company due to higher non cash stock based compensation for the amortization of fair value of stock options issued on February 17, 2016. Net loss of \$0.7 million in the current

quarter included G&A of \$0.4 million, R&D of \$0.2 million and amortization and finance costs of nil compared to a net loss of \$0.8 million consisting of \$0.5 million of G&A, \$0.2 million of R&D expenses and \$0.1 million for amortization and finance costs in the three month period ended May 31, 2016. For the nine month period ended May 31, 2017 net loss of \$1.4 million was consistent with the net loss incurred in the corresponding period in 2016. The Company is continuing with its cash conservation measures with programs such as the equity in lieu of cash compensation for directors and management started in May of 2015. With uncertainty related to the timing of a first commercial project, the Company has diligently reduced cash expenses to preserve cash where possible. For a development stage company, the net loss was in line with expectations.

- The Company had \$4.8 million in cash at May 31, 2017 as compared to \$0.6 million at August 31, 2016 as a result of closing a fully subscribed rights offering. On December 19, 2016, the Company received \$6.5 million from the issuance of 13,069,062 common shares in connection with the rights offering. Part of the proceeds (\$1.0 million) were used to pay the Loan and satisfy all of the Company's debt obligations. The remaining proceeds are held by two major Canadian chartered banks in interest bearing cash accounts and short term investments. A portion of cash is invested in guaranteed investment certificates (GICs) with maturity dates of less than twelve months.

Research and Development Expenditures

Below is a summary of the R&D expenditures by major category (\$ thousands):

	Three months ended			Nine months ended		
	May 31, 2017	May 31, 2016	Increase (decrease)	May 31, 2017	May 31, 2016	Increase (decrease)
Compensation and benefits	\$ 88	\$ 85	\$ 3	\$ 265	\$ 260	\$ 5
Deferred compensation	59	37	22	128	99	29
Projects, rent and other	61	31	30	131	92	39
Stock-based compensation	19	48	(29)	49	56	(7)
	\$ 227	\$ 201	\$ 26	\$ 573	\$ 507	\$ 66

- R&D spending in the current quarter consisted of compensation for technical staff, rent, COSIA membership fees, equipment storage fees, and patent filing and maintenance fees.
- For the three month period ended May 31, 2017, R&D spending was \$0.2 million, consistent with the corresponding period in 2016. For the nine month period ended May 31, 2017 expenses of \$0.6 million were slightly higher with the corresponding period in 2016 due to the Company's contribution towards the laboratory scale testing program at an Alberta university research facility, to remove and recover bitumen from legacy pond tailings using the Company's CVW™ technology. With the testing and piloting complete for froth

treatment tailings, and the focus on commercialization of the CVW™ technology, R&D expenses in future quarters will continue to be very modest.

General and Administrative Expenditures

The following table provides details of G&A expenditures for the periods noted (\$ thousands):

	Three months ended			Nine months ended		
	May 31, 2017	May 31, 2016	Increase (decrease)	May 31, 2017	May 31, 2016	Increase (decrease)
Compensation and benefits	\$ 128	\$ 122	\$ 6	392	381	11
Deferred compensation	63	87	(24)	231	259	(28)
Consulting and professional fees	73	50	23	196	222	(26)
Directors fees-DSU settled	65	54	11	190	186	4
Travel	17	9	8	47	37	10
Rent, insurance and office	27	27	-	84	75	9
Investor relations and regulatory	9	7	2	73	84	(11)
Stock-based compensation	55	133	(78)	150	155	(5)
	\$ 437	489	\$ (52)	\$ 1,363	\$ 1,399	\$ (36)

The Company has reduced costs where possible to focus its resources on commercialization. G&A expenses were slightly lower at \$0.4 million compared to \$0.5 million for the corresponding period in 2016 primarily due to lower stock based compensation expense in the current period. Cash G&A costs for the three month period ended May 31, 2017 were consistent with the corresponding period in 2016. Consulting and professional fees were higher in the three month period ended May 31, 2017 due to timings of expenses, but on a year to date basis, lower for the nine month period ended May 31, 2017 compared to the corresponding period in 2016. Stock based compensation was lower in the current quarter and for the nine month period ended May 31, 2017 compared to the three and nine month periods ended May 31, 2016 due to the timing of amortization of fair value of stock options granted on February 17, 2016.

Other Operating Expenditures

The following table provides details of other operating expenses for the periods noted (\$ thousands):

	Three months ended			Nine months ended		
	May 31, 2017	May 31, 2016	Increase (decrease)	May 31, 2017	May 31, 2016	Increase (decrease)
Amortization of loan issue costs	\$ -	\$ 77	\$ (77)	\$ 346	\$ 197	\$ 149
Interest expense	-	15	(15)	35	16	19
Amortization of fixed assets	1	1	-	4	3	1
Standby and draw down fees	-	8	(8)	4	35	(31)
	\$ 1	\$ 101	\$ (100)	\$ 389	\$ 251	\$ 138

In connection with the loan facilities described herein (see “Related Party Transactions” in this MD&A) the Lenders were issued 750,000 non-transferable common share purchase warrants which were allocated proportionally to the Lenders on the basis of their committed amounts. Each warrant entitles the holder to acquire one common share of Titanium at a price of \$1.35 per common share prior to October 9, 2017. A value of \$550,472 has been attributed to the warrants issued in connection with the loan facilities based on the Black-Scholes pricing model and has been recorded as deferred financing costs and a credit to contributed surplus in the statement of financial position. Fair value of the warrants has been fully amortized through the statement of loss with the loan repayment on December 16, 2016.

Liquidity and Capital Resources and Recoverability

The Company successfully closed a fully subscribed rights offering in December 2016, raising \$6.5 million in aggregate gross proceeds, issuing 13,069,062 common shares and using a portion of the proceeds to repay the \$1.0 million outstanding loan facility. As a result of these transactions, the Company’s working capital increased by \$5.5 million. The Company has sufficient cash to fund its research and development and general and administrative costs for at least the next twelve months. Options available to the Company to fund its future cash requirements include, but are not limited to, new or additional government grants and/or issuances of securities and/or some form of partnership or joint venture.

The Company had \$4.8 million in cash at May 31, 2017, compared with \$0.6 million at August 31, 2016. The increase over the year ended August 31, 2016 relates to the rights offering noted above. The Company’s cash balance consists of interest bearing cash accounts and short term investments consisting of GICs held at Schedule I Canadian chartered banks.

The Company is considered to be a development stage enterprise as it has yet to earn any revenues from its planned operations. The Company is devoting substantially all of its efforts toward commercializing its proprietary technology. The recoverability of amounts expended on R&D is dependent on the ability of the Company to complete pre-commercialization activities, commercialization at oil sands sites, and achieve future profitable operations. The Company is dependent on raising funds through the issuance of shares, loans, government grants and/or attracting partners in order to undertake further development and commercialization of its technology. While the Company has been successful in obtaining the necessary financing to develop the business to this point, there are no assurances that the Company will be successful in the future in these endeavors.

The R&D and demonstration piloting phases of project development are complete. Any additional R&D and/or engineering projects will be pursued in conjunction with a financing or grant and/or partner funding. Options available to the Company to fund its future cash requirements include, but are not limited to, new or additional government grants and/or issuances of securities and/or some form of partnership or joint venture; however, as noted above, the Company may not be successful in these endeavors. See “Discussion of Risks” in this MD&A.

The following is a summary of the cash flow for the periods noted:

- Cash used in operating activities for the three and nine month periods ended May 31, 2017 was \$0.3 million and \$1.2 million which was consistent with the comparable periods in 2016.
- Cash used in investing activities was \$3.0 million for the nine month period ended May 31, 2017 compared to nil in the corresponding period in 2016. These funds were invested in GICs with two Schedule I Canadian chartered banks to earn investment income.
- Cash provided by financing activities for the three and nine month periods ended May 31, 2017 was \$0.02 million and \$5.4 compared to nil and \$1.0 million for the three and nine month periods May 31, 2016. In fiscal 2017, cash provided by financing activities related to the rights offering of \$6.4 million offset by the repayment of the loan facility of (\$1.0 million) and \$0.02 million on the exercise of stock options. In the prior fiscal year \$1.0 million was received as an advance under the loan facility.

Financial Instruments and Financial Risk Factors

The Company has, for accounting purposes, designated its cash and cash equivalents, short term investments, goods and services tax receivable, as loans and receivables. Trade and other payables, accrued liabilities and loans are classified for accounting purposes as other financial liabilities. The Company estimates that both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent because of the short-term nature of the assets and liabilities. The Company manages the risks relating to the financial instruments by investing in short-term highly liquid certificates of investments issued by Schedule I Canadian chartered banks. This discussion on risks is not all-inclusive and other factors may currently, or in the future, affect the Company and should also be read in conjunction with the other risks described under the heading "Discussion of Risks" in this MD&A.

Financial risk

The Company's activities expose it to a variety of financial, credit, liquidity and market risks, including interest rate and foreign exchange rate risks.

Financial risk management is carried out by the Company's management team with guidance from the Audit Committee and the Board of Directors of the Company. The Board of Directors of the Company also provides guidance for enterprise risk management.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, and short term investments. Cash and cash equivalents and short term investments are held with Schedule I Canadian Chartered banks which are reviewed by management. Management believes that the credit risk concentration with respect to financial instruments is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to ensure that adequate resources are available to meet its obligations and to that extent, on December 19, 2016 the Company completed a fully subscribed rights offering raising \$6.5 million in aggregate gross proceeds. In connection with the offering, the outstanding Loans of \$1.0 million were repaid, and the loan facilities were terminated, eliminating all outstanding debt obligations. As at May 31, 2017, the Company had an aggregate cash and cash equivalents and short term investment balance of \$4.8 million (August 31, 2016 - \$0.6 million) to settle current liabilities of \$0.2 million (August 31, 2016 - \$0.2 million). Most of the Company's liabilities have contractual terms of 30 days or less with the remainder due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

a) *Interest rate risk*

The Company's current policy is to invest excess cash in interest bearing cash accounts, bankers' acceptances and guaranteed investment certificates issued by Schedule I Canadian banks. The income statement includes interest income associated with the Company's financial instruments. The Company periodically monitors its investments and the creditworthiness of the banks it holds investments in.

b) *Foreign currency risk*

The Company's reporting and functional currency is the Canadian dollar and most purchases are transacted in Canadian dollars. Some research and development expenses are denominated in US dollars and to a lesser extent, Australian dollars. The Company does not hold any significant balances in foreign currencies to give rise to

exposure to foreign exchange risk. Any impact from fluctuations in foreign exchange rates would be minimal and therefore the Company does not hedge its foreign exchange risk.

Discussion of Risks

An investment in our common shares is risky. Investors should carefully consider the risk factors set out below and consider all other information contained herein and in our other public filings before making an investment decision. The risks and uncertainties described below and elsewhere in this MD&A are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company is not currently aware of or that management of the Company currently deems immaterial, may also adversely affect the Company's economics, operating results, financial condition, prospects for commercialization and the profitability of commercial projects.

We expect to continue incurring losses and consuming cash for several years and will likely need to raise additional capital, the availability of which cannot be assured.

We expect to incur continued losses until we can produce sufficient revenues to cover our costs. If we are unable to successfully implement our business plan, our cash requirements may increase and we may find it difficult to raise additional funding and continue operations. We expect our cash reserves will be reduced due to future operating losses, and we cannot provide certainty as to how long our cash reserves will last or whether we will be able to access additional capital when necessary in order to carry on business.

A market for our CVWTM process may never develop or may take longer to develop than we anticipate.

Our CVWTM process represents an emerging market opportunity, and we do not know whether oil sands operators will adopt our CVWTM process in their operations. For reasons discussed in more detail below, the development of a market for our CVWTM process is subject to a high level of uncertainty and risk and may be affected by many factors, some of which are beyond our control, including the emergence of newer, more competitive technologies and processes, the cost of building and operating facilities to run our CVWTM process, regulatory requirements, the final fiscal structure applicable to our CVWTM process, the perception of oil sands producers of the viability and necessity of our CVWTM process, and the financial capacity and willingness of oil sands producers to commit capital in the uncertain oil price environment.

If a market for our CVWTM process fails to develop, or develops more slowly than we anticipate, we may never achieve profitability.

Crude oil and bitumen price fluctuations are beyond our control and may affect the ability and willingness of oil sands producers to evaluate our CVWTM process or enter into commercial projects with us.

Crude oil and bitumen price fluctuations are beyond our control and may have a material adverse effect the willingness of oil sands producers to evaluate whether to adopt and integrate our CVW™ process in existing or new oil sands projects and on the economics, operating results, financial condition and profitability of any commercial projects involving our CVW™ process.

The financial condition, operating results and future growth of oil sands producers are substantially dependent on prevailing and expected prices of oil and bitumen. Prices for oil are subject to large fluctuations in response to changes in the supply of and demand for oil, market uncertainty and a variety of additional factors, including access to markets and sufficient transportation capacity, all of which are beyond the control of oil sands producers.

Oil prices could remain volatile and may decline in the future as a result of global excess supply due to the increased growth of shale oil production in the United States, the decline in global demand for exported crude oil commodities, and the Organization of the Petroleum Exporting Countries' ("OPEC") decisions pertaining to the oil production of OPEC member countries, among other factors.

Over the past two years, in response to steeply declining commodity prices for crude oil and bitumen, oil sands operators have aggressively managed their capital spending, including deferring evaluations and sanctioning new projects. Prolonged periods of low crude oil and bitumen prices could result in certain oil sands producers reducing or eliminating their spending on new capital intensive projects (as opposed to sustaining capital expenditures or existing projects) which could have a material adverse effect on the timing and willingness of oil sands producers to adopt and integrate our CVW™ process into their existing and future oil sands operations.

The breadth and complexity of changes to Canadian federal and provincial environmental laws make it difficult for oil sands producers to predict the potential financial impacts of these changes on oil sands producers and their operations which may affect the timing and willingness of oil sands producers to evaluate our CVW™ process or enter into commercial projects with us.

A number of statutes, regulations and frameworks are under development or have been issued by various Canadian federal and provincial regulators that affect oil sands developments, including changes relating to such issues as tailings management, water use, air emissions and land use. The breadth and complexity of these changes and proposed changes make it difficult for oil sands producers to predict the potential financial impacts of these changes on them and their operations. Because it is not currently possible to predict the nature of any future requirements or the impact on oil sands producers and their business, financial condition, results of operations and cash flow, oil sands producers may be unwilling to evaluate our CVW™ process or enter into commercial projects with us until these uncertainties and risks are better understood.

Our potential customer base is concentrated and we are subject to risks from those customers' internal research and development of competing tailings management strategies.

Based on the current stage of our CVW™ process, our potential customer base is limited to the mining sector of Canada's oil sands industry now consisting of Syncrude Canada, Suncor Energy Inc., Canadian Natural Resources Limited, including Albian Sands and Imperial Oil, each of whom may prefer other methods of dealing with froth treatment tailings that do not include our CVW™ process.

As our CVW™ process has the potential to replace existing methods of dealing with froth treatment tailings, competition for our process will come from current oil sands producers, from improvements to current methods of dealing with froth treatment tailings and from new alternative methods of dealing with froth treatment tailings.

Additionally, oil sands producers are working on developing alternative methods of dealing with froth treatment tailings, such as thickening and dewatering methods, which could meet current regulatory requirements. The industry may elect to use such methods or develop others as alternatives to adopting the Company's technology.

Other companies, research facilities and universities are actively engaged in the research and development of processes for dealing with froth treatment tailings. Each of these organizations has the potential to develop competing processes that would diminish the competitiveness of our CVW™ process. These organizations, including the oil sands producers themselves, have substantial financial resources, research and development capabilities, and other resources, which give them significant competitive advantages over us.

We may not be able to successfully execute our business plan.

The execution of our business plan poses many challenges and is based on a number of assumptions. We may not be able to successfully execute our business plan. In addition, we cannot guarantee that we will be able to leverage our relationships with oil sands producers for the implementation and development of our CVW™ process. If we experience significant cost overruns on our programs, or if our business plan is costlier than we anticipate, certain research and development activities may be delayed or eliminated, resulting in changes or delays to our commercialization plans, or we may be compelled to secure additional funding (which may or may not be available) to execute our business plan. We cannot predict with certainty our future revenues or results from our operations. If the assumptions on which our revenue or expenditure forecasts are based change, the benefits of our business plan may change as well. In addition, we may consider expanding our business beyond what is currently contemplated in our business plan. Depending on the financing requirements of a potential acquisition or new process opportunity, we may be required to raise additional capital through the issuance of equity or debt. If we are unable to raise additional capital on acceptable terms, we may be unable to pursue a potential acquisition or new process opportunity.

We are dependent upon oil sands producers to adopt and integrate our CVW™ process in their oil sands operations.

Our success depends on the willingness and capacity of oil sands producers to adopt and integrate our CVW™ process into their own oil sands operations. For oil sands producers to adopt and implement our CVW™ process, we will have to negotiate commercial terms for the implementation of these technologies. This will require the interest and cooperation of the oil sands operators. The cost and complexity of integrating our CVW™ process is uncertain and will vary depending on the site and the objectives of each oil sands operator. We can offer no guarantee we will be able to conclude such commercial negotiations on reasonable terms or at all.

Furthermore, any integration, design, construction or operational problems encountered by oil sands producers associated with adopting and integrating our CVW™ process could adversely affect the market opportunity for our CVW™ process and our financial results.

We cannot guarantee that we will be able to develop a commercially scaled version of our CVW™ process on the timetable we anticipate, or at all. We may encounter problems and delays in the commercialization of the CVW™ process for a number of reasons, many of which are beyond our control.

The CVW™ process has not been commercially demonstrated and process recoveries on a commercial level are uncertain.

To date, we have focused primarily on R&D. The CVW™ process is a new process and consequently we have no experience operating on a large-scale commercial basis. As such, the recovery of bitumen, heavy minerals, solvent and water in commercial projects and the environmental impacts of using the CVW™ process involves uncertainty. There can be no assurance that the Company's CVW™ process will recover bitumen, heavy minerals, solvent and water at the expected levels, with the expected operating costs or on the expected schedule. In addition, there is inherent variability and uncertainty regarding the composition of the feed tailings that may be processed by the CVW™ process from different oil sands sites in commercial projects and over time from the same site, which could impact realized recovery rates, product volumes, revenues and operating costs significantly.

More specifically, there is uncertainty relating to the volumes of bitumen, heavy minerals, solvent and water that may be recovered from froth treatment tailings using the CVW™ process due to uncertainties in froth tailings composition and process recovery rates. While there have been many Athabasca basin studies that have assessed the composition of oil sands ores, as well as extensive sampling conducted by the Company and some of its potential oil sands commercialization partners on live froth treatment tailings at various oil sands sites, there remains uncertainty about the levels of bitumen, solvent and heavy minerals, and the composition of such heavy minerals, in any froth treatment tailings streams that may be used in a commercial project. These could vary substantially and adversely from the levels and composition expected by the Company. As such, actual production, and the net

revenues and cash flows to be derived therefrom, may vary from time to time, and over the life of a commercial project from expected levels, and such variations may be material.

We have no experience operating our CVW™ process on a commercial basis and there are uncertainties involved with commercial project execution.

The execution of commercial projects, once negotiated, involves risks associated with the planning, engineering, cost, construction, integration, commissioning and start-up of new CVW™ facilities with existing or new oil sands operations. Risks include: failures in the specification, design or technology selection; building the project in the approved time and at the agreed cost; and meeting agreed performance targets, including operating costs, efficiency, recoveries and maintenance costs. Actual results in the execution of commercial projects could materially and adversely vary from expected outcomes. Many factors can affect key outcomes, including general economic, business and market conditions, the availability and cost of qualified personnel, key materials and equipment, the complexity of managing multiple suppliers and contractors, the complexity of building within existing operating sites, weather conditions, changing government regulations, approval requirements, permits and public expectations.

Capital cost overruns or delays in achieving commercial implementation could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow. Moreover, commercial implementation may require substantial capital and we do not know whether we will be able to secure sufficient funding on terms acceptable to us or at all. Our failure to complete commercial implementation or financing could have a material adverse effect on our business and financial results.

We are dependent on oil sands operators for froth treatment tailings volumes.

There are numerous uncertainties involved with estimating the quantities of froth treatment tailings that may be available for processing in future commercial projects using the CVW™ process. The quantity of froth treatment tailings available will depend on a number of factors, including the overall volumes of oil sands ore mined and processed by oil sands operators, their extraction and froth treatment efficiency, and the amount and timing of any operational downtime due to planned or unplanned slowdowns, shutdowns or other restrictions on production. The availability of froth treatment tailings for processing will depend on oil sands operators' froth tailings volumes, over which the Company has no control.

Heavy minerals price fluctuations are beyond our control and may have a material adverse effect on our business, operating results, financial condition and profitability.

The ability of the Company to develop, finance and operate minerals facilities in the future will be significantly affected by the price of zircon, and potentially titanium, in the world market. In particular, zircon prices have fluctuated widely since 2009 and are affected by numerous factors beyond the Company's control such as global

and regional supply and demand (particularly from China), global or regional political, economic or financial conditions, the cost of substitutes, interest rates, inflation or deflation, and fluctuations in the value of the United States dollar and foreign currencies. There is a high degree of uncertainty regarding the future price of zircon and other minerals that could have an adverse effect on the Company's ability to develop, finance and operate minerals facilities.

The Chinese market has become a significant source of global demand for commodities, including zircon and other minerals. Chinese demand has been a major driver in global commodities markets for a number of years. A slowing in China's economic growth could result in lower prices and demand for the products from our CVWTM process, which would have a negative impact on the Company. We could also experience these negative effects if demand from China slowed for other reasons, such as increased self-sufficiency or certain thrifting initiatives by customers.

Future mineral price declines could adversely affect our continued development of, and eventual commercial production from, our CVWTM process. These declines could impair the economic feasibility to develop, finance and operate minerals facilities. Depending on the price of and demand for zircon and other minerals, the Company may not be able to proceed with the development of minerals facilities. Additionally, continuing to commercially develop our CVWTM process may not be feasible. Even if the continued commercial development of our CVWTM process is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays and interrupt operations until the reassessment can be completed.

Forecasting our financial and business results due to fluctuations in commodity prices creates complexities and may restrict our access to funding for our commercialization plan.

Due to the stage of development of our business, it is difficult to predict our future revenues or results of operations accurately. We are also subject to normal market and financial risks such as credit risks, foreign currency risks and fluctuations in commodity prices. As a result, it is possible that in one or more future quarters, our operating results may fall below the expectations of investors and securities analysts. Not meeting investor and security analyst expectations may materially and adversely impact the trading price of our common shares and restrict our ability to secure required funding to pursue our commercialization plans.

The royalty regime in Alberta and other fiscal incentives may not encourage oil sands operators to enter into commercialization agreements and could significantly reduce the value of the Company's CVWTM process and technologies.

The prospects for commercializing the CVWTM process, and the Company's operating cash flow from commercial projects, will be affected by the applicable royalty regime, any future changes to the royalty regime by the Government of Alberta and any Alberta or Federal fiscal incentives. The Province of Alberta receives royalties

linked to price and production levels on the production of natural resources from lands in which it owns the mineral rights, including lands with new and existing oil sands projects.

The Government of Alberta may not implement a fiscal regime for minerals and bitumen from oil sands tailings that incentivizes oil sands operators to enter commercialization agreements. Further, the Government of Alberta may implement a regime that adversely affects the results of operations, financial condition or prospects of the Company or its oil sands partners. In addition, the Company may not be successful in obtaining Alberta or Federal fiscal incentives as part of the commercialization process.

Exchange rate fluctuations are beyond our control and may have a material adverse effect on our business, operating results, financial condition and profitability.

Our revenues will be affected by fluctuations in the exchange rate between the Canadian dollar and the United States dollar. Once a commercial deal is arranged, we would expect to generate a significant portion of our revenues in United States dollars while a significant portion of our operating expenses, cost of revenues and capital expenditures are in Canadian dollars. As a result, any decrease in the value of the United States dollar relative to the Canadian dollar reduces the amount of Canadian dollar revenues we realize on sales, without a corresponding decrease in expenses. Exchange rate fluctuations are beyond our control, and the United States dollar may depreciate against the Canadian dollar in the future, which would result in lower revenues and margins. In order to reduce the potential negative effect of a weakening United States dollar, we may enter into various hedging programs. However, if the Canadian dollar increases in value, it will negatively affect our financial results.

We depend on our intellectual property and our failure to protect that intellectual property could adversely affect our future growth and success.

Our success depends in part on our ability to protect our intellectual property rights. We rely on patent, trade secret, trademark and copyright laws to protect our intellectual property. However, our patent position remains subject to complex factual and legal issues, which may give rise to uncertainty as to the validity, scope and enforceability of a particular patent. Accordingly, there is no assurance that effective patent, trade secret, trademark and copyright protection will always be available for our intellectual property rights, both in Canada and other countries.

We also seek to protect our proprietary intellectual property, including intellectual property that may not be patented or patentable, in part by confidentiality agreements and, if applicable, inventors' rights agreements with our strategic partners and employees. We can provide no assurance that these agreements will not be breached, that we will have adequate remedies for any breach, or that such persons or institutions will not assert rights to intellectual property arising out of these relationships.

We may be involved in intellectual property legal proceedings that causes us to incur significant expenses or prevents us from selling the CVW™ process.

We may become subject to legal proceedings in which it is alleged that we have infringed the intellectual property rights of others or commence legal proceedings against others who we believe are infringing upon our rights. Our involvement in intellectual property litigation could result in significant expense to us, adversely affecting the development of sales of the challenged process or intellectual property and diverting the efforts of our technical and management personnel, whether or not such litigation is resolved in our favour. In the event of an adverse outcome as a defendant in any such litigation, we may, among other things, be required to: (a) pay substantial damages; cease the development, use, sale or importation of processes that infringe upon other patented intellectual property; (b) expend significant resources to develop or acquire non-infringing intellectual property; (c) discontinue processes incorporating infringing technology; or (d) obtain licenses to the infringing intellectual property.

We may not be successful in such development or acquisition or such licenses may not be available on reasonable terms. Any such development, acquisition or license could require the expenditure of substantial time and other resources and could have a material adverse effect on our business and financial results.

There are operational hazards involved in the CVW™ process.

CVW™ projects will involve the typical risks associated with recovering, transporting and processing hydrocarbons, including fires, explosions, gaseous leaks, migration of harmful substances and spills. A casualty occurrence might result in the loss of life and equipment, as well as injury, property damage or the interruption of the operations of a commercial project. The Company may not carry adequate insurance with respect to all potential casualties, damages, losses and disruptions. Losses and liabilities arising from uninsured or under-insured events could have a material adverse effect on the Company's results of operations, financial condition and prospects.

We could lose or fail to attract the personnel necessary to run our business.

Our success depends in large part on our ability to attract and retain key management, engineering, scientific and operating personnel. As we develop additional capabilities and expand the scope of our operations, we will require more skilled personnel. Recruiting personnel for the oil sands and waste remediation industry is often highly competitive. We may not be able to continue to attract and retain qualified executive, managerial, technical and operational personnel needed for our business. Our failure to attract or retain qualified personnel could have a material adverse effect on our business.

Related Party Transactions

As described herein, the Company entered into the Loan Agreements on October 9, 2015, with the Lenders pursuant to which the Lenders agreed to lend to the Company the aggregate principal amount of up to \$1.5 million. The Loans, were repayable in full by Titanium to the Lenders by October 9, 2017. Titanium was permitted to repay all or part of the Loans at any time without notice or penalty. A wholly-owned holding company of Mr. Kadey agreed to advance up to \$1.0 million and Mr. Macdonald agreed to advance up to \$0.5 million. The proceeds from the Loans were used for general corporate purposes as approved by the Company's Board of Directors in its annual budget. Interest accrued on the Loans at the rate of 12% per annum from the date of advance, standby fees at the rate of 3% per annum on any undrawn balances of the Loans (both payable monthly), and drawdown fees of 2.0% at the time of each advance of \$0.5 million. Titanium's obligations in respect of the Loans were secured by a general security agreement granted by Titanium to each Lender under which Titanium granted security interests over all of its present and after-acquired personal property and a floating charge over all of its real property. Titanium and the Lenders entered into an inter-creditor agreement to confirm the *pari passu* ranking of the Loans and security, including the right to payment, priority of security and realization in respect of security. In connection with the Loans, Titanium issued 750,000 non-transferable common share purchase warrants to the Lenders which were allocated proportionally on the basis of their committed amounts. Each warrant entitles the holder to acquire one common share of Titanium at a price of \$1.35 per Common Share prior to October 9, 2017. On December 16, 2016 the outstanding loans of \$1.0 million were repaid in full, the loan facilities were terminated and all of the debt obligations of the Company were eliminated.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Critical Accounting Estimates and Judgements

The preparation of financial statements in accordance with IFRS requires management to make critical accounting estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the actual results. Management considers the following areas to be those where critical accounting policies affect the significant estimates and judgments used in the preparation of the Company's financial statements.

- a) Fair value of stock options

Determining the fair value of stock options requires judgment related to the choice of a pricing model, the estimation of stock price volatility, the expected term of the underlying instruments and the estimation of the risk free interest rate.

b) Fair value of warrants

Determining the fair value of warrants requires judgment related to the choice of a pricing model, the estimation of stock price volatility, the expected term of the underlying instruments and the estimation of the risk free interest rate.

New standards and amendments issued but not yet adopted

Certain new standards, amendments to standards and interpretations are not yet effective for the current reporting period, and therefore have not been applied in preparing the financial statements.

- IFRS 9 - “Financial Instruments” This amendment replaces the current standard IFRS 39 “Financial Instruments: Recognition and Measurement”, replacing the current classification and measurement criteria for financial assets and liabilities with only two classifications categories: amortized cost and fair value. The amendment is effective January 1, 2018 for fiscal years commencing after that date, with early adoption permitted.
- IFRS 15 – “Revenue from Contracts with Customers”. This amendment replaces the existing revenue standards and interpretations with a single standard and provides additional guidance on revenue recognition for contracts with customers. The amendment is effective January 1, 2018 for fiscal years commencing after that date, with early adoption permitted.
- IFRS 16 – “Leases”. This is a new standard whereby a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset (“ROU”) is treated similarly to other non-financial assets and depreciated accordingly. The liability accrues interest. This accounting treatment will typically produce a front-loaded expense profile. The new standard is effective January 1, 2019, for fiscal years commencing after that date, with early adoption permitted.

The Company is currently evaluating the impact of adopting these standards on its financial statements but does not anticipate that these new standards to have a significant effect on its financial statements.

Other Information

Outstanding Share Data - as at July 18, 2017:

Number of common shares issued and outstanding:	79,169,374
Number of common share awards granted and outstanding:	5,550,702
Number of Warrants – Loan Facility ¹	750,000
Number of Warrants – Standby Purchase Agreements ²	2,550,000

¹Each Warrant entitles the holder to purchase one additional common share at a price of \$1.35 per common share. The Warrants expire on October 9, 2017.

² Each Warrant entitles the holder to purchase one additional common share at a price of \$0.70 per common share. The Warrants expire on December 21, 2018.

Compliance

Mr. Neil Dawson, of Australia, and a registered member of AusIMM is the independent consultant who acts as the Qualified Person for the Company on the *CVW*™ project.