TITAN MINING CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2021

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Titan Mining Corporation ("Titan", "we", "our" or the "Company"), our operations, financial performance, and current and future business environment. This MD&A is intended to supplement and complement our unaudited consolidated financial statements for the six months ended June 30, 2021, prepared in accordance with International Financial Reporting Standards ("IFRS").

Additional information regarding Titan, including the risks related to our business and those that are reasonably likely to affect our financial statements in the future, is contained in our continuous disclosure materials, including our most recent Annual Information Form ("AIF"), consolidated financial statements and Management Information Circular, which are available on the Company's website at www.titanminingcorp.com and under the Company's profile on the SEDAR website at www.sedar.com.

This MD&A is dated August 10, 2021. All dollar amounts reported herein are in US dollars unless otherwise indicated.

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(In thousands of US Dollars, unless otherwise indicated)

OUR BUSINESS

Titan Mining Corporation is a natural resource company engaged in the acquisition, exploration, development and production of mineral properties. Our corporate office is in Vancouver, British Columbia, and our shares are listed on the Toronto Stock Exchange under the symbol "TI".

The Company's principal asset is a group of 100%-owned, high-grade zinc mines located in the Balmat–Edwards mining district in northern New York State, near Gouverneur and 35 miles south of the Port of Ogdensburg. These past-producing operations (the Empire State Mine's #2, #3, #4, Hyatt, Pierrepont and Edwards mines), collectively the "Empire State Mine" or "ESM", were acquired on December 30, 2016, and had been on care and maintenance since 2008. Titan declared commercial production at ESM on January 1, 2020. The Company also continues to maintain its unpatented mining claims in New Mexico, USA.

FINANCIAL AND OPERATIONAL SUMMARY

	Three months ended June 30,			Six months ended June 30,		
Financial Performance	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Net income (loss) for the period	$ 1,963	$ (2,952)	$4,915	$ 827	$(11,317)	$12,144
Operating cash inflow (outflow) before changes in non-cash working capital	$ 3,026	$ (865)	$ 3,891	$ 5,406	$(3,312)	$ 8,718

Financial Condition	**June 30, 2021**	**December 31, 2020**
Cash and cash equivalents	$ 6,163	$ 7,502
Working capital (negative)	$(26,555)	$ (3,168)
Total assets	$ 75,340	$ 78,896
Equity	$ 17,138	$ 17,641

	Three months ended June 30,			Six months ended June 30,		
Operating Data	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Payable zinc produced (mlbs)	10.6	11.4	(0.8)	22.1	21.6	0.5
Payable zinc sold (mlbs)	11.0	11.7	(0.7)	22.9	22.1	0.8
Average provisional zinc price (per lb)	$ 1.35	$ 0.89	$ 0.46	$ 1.28	$ 0.92	$ 0.36

HIGHLIGHTS

Significant events and operating highlights for the second quarter 2021 and up to the date of this MD&A include the following:

- ESM experienced no lost time injuries in the second quarter of 2021. However, two lost time injuries occurred in July 2021.
- Tons milled increased compared to the first quarter of 2021 as broken ore inventory stored on surface was processed throughout the quarter.

(In thousands of US Dollars, unless otherwise indicated)

- Milled grade decreased in the second quarter of 2021 compared to the first quarter of 2021 as lower than anticipated grades were mined from the New Fold and Mud Pond Apron zones.
- Mining in the N2D zone restarted near the end of the second quarter of 2021. This zone will provide incremental tonnage to the existing mining plan in the second half of the year.
- A total of 81 person-shifts were lost to COVID-19 protocols, down significantly from the first quarter.
- The Company terminated its option on the Mineral Ridge project.
- Subsequent to June 30, 2021, the Company entered into a fixed zinc pricing arrangement pursuant to its existing offtake agreement with an affiliate of Glencore plc for approximately 50% of the Company's forecasted zinc production for the second half of 2021. The arrangement is for a six-month period covering July 2021 to December 2021 at a price of $1.35 per pound of zinc.

OPERATIONS REVIEW

		2021		2020				
		Q2	**Q1**	**FY[1]**	**Q4**	**Q3**	**Q2**	**Q1**
Production								
Ore mined	tons	88,022	89,194	321,924	85,497	87,422	77,164	71,841
Ore milled	tons	90,249	85,064	323,415	86,273	87,657	79,409	70,076
Feed grade	zn %	7.3	8.3	8.6	9.1	7.7	8.7	8.8
Recovery	%	96.4	96.4	96.6	96.7	96.5	96.60	96.7
Payable zinc	mlbs	10.6	11.5	45.6	13.0	11.1	11.4	10.2
Concentrate grade	zn %	59.7	59.1	59.3	58.9	58.9	59.8	59.6
Zinc concentrate produced	tons	10,469	11,456	45,187	12,929	11,045	11,162	10,051
Sales								
Payable zinc	mlbs	11.0	11.9	45,5	12.2	11.2	11.7	10.4
Average provisional zinc price	$/lb	$ 1.35	1.25	$1.03	$1.22	$1.06	0.89	0.96
C1 cash cost per payable zinc pound sold[2]	$/lb	$ 0.88	$ 0.99	$0.93	$0.93	$0.93	$0.92	$0.95
Sustaining capital expenditures	$/lb	$ 0.12	$ 0.01	$0.01	$0.02	$0.03	$ -	$ -
AISC[2]	$/lb	$ 1.00	$ 1.00	$0.94	$0.95	$0.96	$0.92	$0.95

(1) The full-year figure may not equal the sum of the quarters due to rounding.
(2) C1 cash cost and All-In Sustaining Cost ("AISC") per payable pound sold are non-GAAP measures. See pages 19- 20 of this MD&A for discussion of non-GAAP measures.

Mining efforts in the second quarter of 2021 focused on the New Fold, Mud Pond, Mud Pond Apron, and Mahler zones. Lower than anticipated grades mined during the quarter in New Fold and Mud Pond Apron are expected to normalize in the third quarter of 2021. Mining restarted in the N2D zone as ongoing definition drilling and a new mining plan supported by the Company's technical report for ESM filed on March 23, 2021 have demonstrated a viable mining resource. Tonnage from this zone will be incremental to the existing mine plan. Titan purchased an additional two boom jumbo and a loader in the second quarter of 2021 which will be operational in the third quarter.

Work on projects included commencement of the counterweight rail replacement for the service hoist, advancement of the permitting for the #2 pits, and final purchase and delivery of the new service cage, which is expected to be operational in the second half of the year.

EXPLORATION UPDATE

Empire State Mine

Historic Data

The review, compilation, digitization and modelling of historic data collected over approximately 100 years by the previous operators of ESM continues to contribute to the exploration success at ESM, with several near-mine mineralized zones identified, including the N2D zone and three zones of near-surface mineralization (Hoist House, Turnpike and Pumphouse). Hoist House is interpreted to be the unmined extension of the historic #2 zone, Turnpike is interpreted to be the unmined extension of the historic #1 zone and Pumphouse is interpreted as being an unmined lens of mineralization adjacent to the historic #2 zone. All three zones are located on ESM surface and mineral tenure one mile south of the ESM #4 milling complex and are being evaluated for open pit extraction beginning in late 2021.

Titan's exploration team has continued to generate additional near-mine and district targets using historic soil, stream sediment and geophysical data and as well as looking for additional near-surface mineralization in the vicinity of the other historic mining areas (Hyatt, Pierrepont and Edwards), which are being prioritized for drill testing in 2021. The team continues to research and consolidate mineral rights interests in high priority target areas.

2021 Drill Programs

Underground:

Drill programs in the second quarter of 2021 focused on defining mineralization in N2D in preparation for reactivating the mining area. A total of 27 holes totalling 5,583 feet were drilled. Drilling successfully defined mineralization adjacent to the main 2500 development level. In the third quarter, drilling will resume in New Fold testing the extent of mineralization to the NE and drilling will continue in N2D defining mineralization in front of production.

Surface:

In the second quarter of 2021, surface exploration continued drilling the Little York target. Three holes were completed and a total of 3,597 feet were drilled. Drilling successfully discovered a new high-grade zone of mineralization between Mud Pond and the historically mined Upper Fowler zone. The drilling intercepted substantial zinc grades over mineable widths, including 11 feet of 18.4% zinc (see the Company's news release titled "Titan Discovers New Zone of High-Grade Mineralization, Sets Production Guidance and Announces Inaugural Dividend" dated July 15, 2021 for additional information). The positive result from the exploration drilling has the potential to extend mine life and enhance the production profile. In addition to the Little York drilling, surface drilling was completed at the Pumphouse open-pit target, to test the extent of mineralization to the south, in an area that has not been previously drill tested. A total of eight holes totalling 1,206 feet were drilled and successfully doubled the strike length of the mineralized zone at Pumphouse. In the second half of 2021, the exploration team is preparing to continue drilling high priority targets. Drilling is anticipated to resume at Little York, Pierrepoint and a newly identified near-mine target called Outlet. Outlet is the shallow ,200ft below surface, unmined portion of the historical Loomis deposit. Historic drilling indicates that the unmined mineralized zone has a strike-length of 1,300 ft and remains open along strike and up and down-dip.

Permitting:

Permitting related to the potential open pits will require a modification to the Mine Land Use Plan ("MLUP") and mine permit. Open pit mining is contemplated within the existing MLUP whereby pit development could commence following New York State Department of Environmental Conservation approval of modifications to the MLUP and mine permit. Additionally, areas subject to disturbance of reclaimed lands that have been released from bonding may require the modification to be reviewed under the State Environmental Quality Review Act (SEQR), which could affect timing of permit issuance. Further amendments of the Water Withdrawal and Stormwater Pollution Discharge Elimination System permits may be required subject to further review of the Company's existing allowances under such permits. The permit is expected to be issued in the fourth quarter of 2021, unless SEQR review is required, which could extend issuance of the permit to the second quarter of 2022.

(In thousands of US Dollars, unless otherwise indicated)

Mineral Ridge

The Company terminated the option on the Mineral Ridge property owned by Scorpio Gold located in Esmeralda County Nevada 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.

New Mexico

The Company began prospecting for base metals in an area of New Mexico in 2017. In 2018, the Company completed the first phase of its drilling program and was encouraged by the results. Annual claim maintenance fees have been renewed since allowing the Company to maintain control of the current land position while evaluating future exploration activities. No additional exploration activities were performed on the property in the first two quarters of 2021.

TREND ANALYSIS

Summary of Quarterly Results

	2021		2020				2019	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenues	13,265	10,945	11,327	9,135	6,396	5,780	(526)	454
Net income (loss)	1,963	(1,136)	(893)	(1,458)	(2,952)	(8,365)	(2,790)	(1,597)
Basic & diluted gain (loss) per share	0.01	(0.01)	(0.01)	(0.01)	(0.02)	(0.07)	(0.02)	(0.02)
Cash and cash equivalents	6,163	5,882	7,502	7,018	380	536	1,709	3,822
Total assets	75,340	75,683	78,896	78,625	74,056	76,787	78,500	81,034
Total liabilities	58,202	60,198	61,255	59,090	58,554	57,014	53,310	53,717

Note: The sum of the quarters in the table above may not equal the full-year amounts disclosed elsewhere in this document due to rounding.

Seasonality has a limited impact on the Company's operating results.

Total assets decreased in the fourth quarter of 2019 mainly due to a reduction in cash, trade and other receivables.

Total assets increased in the third and fourth quarters of 2020 mainly due to an increase of cash, trade and other receivables, inventories, other current assets, and right-of-use assets, net of a reduction of ending value of mineral properties, plant and equipment.

Total assets decreased in the first two quarters of 2021 mainly due to a reduction in cash, depreciation and depletion of mineral properties, plant and equipment, and right-of-use assets.

During the fourth quarter of 2019, the net loss increased mainly due to increased interest on debt and the related party loan as well as the impact of negative mark-to-market revaluations.

The decrease in net losses throughout 2020 was as a result of the Company recognizing revenues from zinc concentrate sales and operating expenses in the Consolidated Statement of Loss and Other Comprehensive Loss rather than being capitalized to mineral property, plant and equipment as in prior periods beginning on January 1, 2020. Additionally, the Company began depreciating and amortizing assets that were reclassified from Construction in progress and expensing them to cost of goods sold over their estimated useful lives beginning on January 1, 2020. Management views the assets at ESM to be operating as mechanically intended but views the output of the mine to still be in the ramp up phase for the year ended December 31, 2020. The decrease in net loss in the second, third, and fourth quarters of 2020 was due to the increase of revenue in each quarter as a result of increased volume of zinc produced.

The increase in net losses in the first quarter of 2021 compared to the prior quarter was as a result of a decrease in zinc concentrate sold and increase of the depreciation and depletion expenses. Net loss turned to income in the second quarter as a result of higher realized zinc prices and lower concentrate treatment charges, the forgiveness of Paycheck Protection Program loan ("PPP loan"), partially offset by higher operating, exploration and evaluation expenses, and depreciation and depletion expenses.

Cash and cash equivalents increased in the third quarter of 2020 as a result of the receipt of subscriptions related to a private placement. $5,988 (C$8,004) was received by the Company during the period. As disclosed at the time of the private placement, the proceeds from the private placement have been used to advance exploration efforts at the Company's properties.

For the year ended December 31, 2020, the Company spent less cash on operating activities as production and zinc prices were improved and invested less in capital assets, compared to the year ended 2019.

Cash and cash equivalents decreased in the first quarter but increased in the second quarter of 2021 as a result of zinc sales at a higher average provisional price and a lower per pound cost of zinc sold.

FINANCIAL REVIEW

Financial Results

($000's)	Three months ended June 30	Six months ended June 30
Net loss for the 2020 period	$ (2,952)	$ (11,317)
Increase (decrease) in components of income:		
Revenues	6,869	12,034
Cost of sales	(2,105)	(3,370)
Other income	151	3,480
Net income for the 2021 period	$ 1,963	$ 827

During the six months ended June 30, 2021, revenues increased compared to the same period in 2020 as a result of increased zinc sales at a higher average provisional price (YTD Q2 2021 – 22.9 mlbs at $1.28/lb vs. YTD Q2 2020 – 22.1 mlbs at $0.92/lb) and lower negative provisional pricing adjustments (YTD Q2 2021 –$1 vs. YTD Q2 2021 –$1,205).

During the first two quarters of 2021, cost of sales increased as a result of a higher number of tons milled and zinc pounds sold compared to the same period in the prior year. Operating expenses and depreciation and depletion expenses increased with the increased volume of zinc produced.

During the first two quarters of 2021, Other income increased compared to the same period ended 2020 primarily due to forgiveness of PPP loan, increases of foreign exchange income and decrease of interest and other finance expenses, which was partially offset by higher exploration expenditures and general and administration expenses.

Revenue

	Three months ended June 30,			Six months ended June 30,		
($000's)	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Zinc concentrate sales	$ 14,538	$ 10,380	$ 4,158	$29,401	$ 20,428	$ 8,973
Zinc concentrate provisional pricing adjustments	16	251	(235)	(1)	(1,205)	1,204
Smelting and refining charges	(1,289)	(4,235)	2,946	(5,190)	(7,047)	1,857
Revenue, net	$ 13,265	$ 6,396	$ 6,869	$24,210	$ 12,176	$ 12,034

Revenues for the three months ended June 30, 2021 include sales of 11.0 million payable pounds of zinc (Q2 2020 – 11.7 million) at an average realized price per pound of $1.35 (Q2 2020 – $0.89). For the six months ended June 30, 2021, revenues include sales of 22.9 million payable pounds of zinc (Q2 2020 – 22.1 million) at an average realized price per pound of $1.28 (Q2 2020 - $0.92). In addition, smelting and refining costs for the first two quarters were lower (Q2 2021 - $5,190 vs. Q2 2020 $7,047) compared to the same period of 2020.

Cost of sales

	Three months ended June 30,			Six months ended June 30,		
($000's)	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Operating expenses	$ 7,578	$5,955	$ 1,623	$ 15,132	$12,502	$ 2,630
Transportation costs	329	489	(160)	742	857	(115)
Royalties	13	11	2	19	16	3
Depreciation and depletion	2,637	2,398	239	5,316	4,636	680
Change of Inventory	503	102	401	433	261	172
Total	$11,060	$8,955	$2,105	$21,642	$18,272	$ 3,370

In the three months ended June 30, 2021, cost of sales increased compared to the same period in 2020 due to an increase in operating and depreciation and depletion expenses. The increase of operating expenses was due to a higher number of tons milled (Q2 2021- 88,000 tons vs. Q2 2020 – 79,000 tons). Depreciation and depletion expense increased comparatively due to the higher number of tons mined thereby increasing the number of units depleted. In the six months ended June 30, 2021, cost of sales increased compared to the same period in 2020 due to an increase in operating and depreciation and depletion expenses. The increase of operating expenses was due to a higher number of tons milled (Q2 2021- 177,000 tons vs. Q2 2020 – 149,000 tons). Depreciation and depletion expense increased comparatively due to the higher number of tons mined thereby increasing the number of units depleted.

(In thousands of US Dollars, unless otherwise indicated)

Other operating expenses

	Three months ended June 30,				Six months ended June 30,			
	2021	**2020**	**Change**	**%**	**2021**	**2020**	**Change**	**%**
G&A expenses:								
Salaries and benefits	$ 547	$ 373	$ 174	47	$ 875	$ 763	$ 112	15
Share-based compensation	90	102	(12)	(12)	189	210	(21)	(10)
Professional fees	390	130	260	>100	423	151	272	>100
Office and administration	(21)	131	(152)	<(100)	183	259	(76)	(29)
Investor relations	12	19	(7)	(37)	17	37	(20)	(54)
	$ 1,018	$ 755	$ 263	35	$ 1,687	$ 1,420	$ 267	19
Exploration and evaluation ("E&E") expenses:								
Salaries and benefits	$ 262	$ 159	$ 103	65	$ 534	$ 331	$ 203	61
Drilling	82	-	82	NA	595	-	595	NA
Assay and analyses	430	4	426	>100	449	96	353	>100
Contractors and consultants	700	59	641	>100	1,051	378	673	>100
Other	67	26	41	>100	387	68	319	>100
	$ 1,541	$ 248	$ 1,293	>100	$ 3,016	$ 873	$ 2,143	>100

G&A expenses for the three months ended June 30, 2021 have increased by 35% compared to the same period ended June 30, 2020. The increases in salaries and benefits and professional fees were partially offset by decreases in stock-based compensation and office and administration expenses in the second quarter of 2021. G&A expenses for the six months ended June 30, 2021 have increased by 19% compared to the same period in 2020. The increases in salaries and benefits and professional fees were partially offset by decreases in stock-based compensation and office and administration expenses in the first two quarters of 2021.

E&E expenses for both the three months and six months ended June 30, 2021 increased significantly compared to the same periods in 2020 as a result of exploration activities ramping up at Mineral Ridge. The increase of exploration at the Mineral Ridge Project was partially offset by decreased exploration activities at ESM in 2021.

Other income (expenses)

Three months ended June 30,				Six months ended June 30,			
2021	**2020**	**Change**	**%**	**2021**	**2020**	**Change**	**%**
$ 2,318	$ 610	$1,708	>100	$ 2,962	$(2,928)	$ 5,890	<(100)

Other income for the quarter ended June 30, 2021increased compared to the same period in 2020. The increase was primarily due to forgiveness of PPP loan and related interest of $2,437 and a decrease of interest and other finance expenses, offset by a decrease in foreign exchange income of $881 for the three months ended June 30, 2020. For the six months ended June 30, 2021, other income increased significantly compared to the same period in 2020. The increase was primarily due to forgiveness of PPP loan and interest of $2,437, an increase in foreign exchange income of $3,224, and a decrease of interest and other finance expenses of $242 compared to the same period in 2020.

LIQUIDITY AND CAPITAL RESOURCES

Credit Facilities

Bank of Nova Scotia

On January 21, 2019, the Company and the Bank of Nova Scotia ("Lender") amended the $15,000 secured credit agreement (the "Credit Facility") whereby a maximum of $10,000 (the "Available Credit") was available to the Company on a revolving basis. Prior to March 31, 2019, the Lender was permitted to reduce the maximum amount available to $6,000, subject to the business and financial plan provided by the Company. The interest rate on the Available Credit is either LIBOR plus 4.25% or the Lender's base rate plus 3.25%, and the standby fee is 0.8% of the unadvanced portion of the Credit Facility. If the amount available is reduced to $6,000, the interest rate changes to LIBOR plus 2.25% or the Lender's base rate plus 1.25%, and the standby fee is 0.5625% of the unadvanced portion of the Credit Facility. A $6,000 guarantee was provided by a company controlled by Titan's Executive Chairman.

On May 31, 2019, the Company and the Lender further amended the Credit Facility whereby the Available Credit limit continues as $10,000 and the maturity date was extended to April 3, 2021. The interest rate on the Available Credit was changed to LIBOR plus 2.25% or the Lender's base rate plus 1.25%. In addition, the financial covenant requirement on the Credit Facility was removed.

In connection with the amendment, a $10,000 guarantee has been provided by a company controlled by Titan's Executive Chairman (the "Guarantor"), replacing the original $6,000 guarantee. In consideration for the guarantee, the Company issued 3,000,000 common shares with a fair value of $979 and 3,000,000 share purchase warrants with each warrant exercisable for one common share at price of $0.50 per share for a period of five years from the date of issuance with a fair value of $543 at the guarantee effective date for a total fair value of $1,522 recorded as borrowing costs. Such common shares and share purchase warrants were issued on June 14, 2019. The fair market values on the issuance date were $919 and $493, respectively. The difference of $110 was recorded as a gain on derivative liability during the year ended December 31, 2019.

As a result of the amendment, the Company extinguished the face value of the loan prior to the amendment and recorded the fair value of the new loan as at May 31, 2019. A $1,702 loss on the extinguishment of debt was recorded during the year ended December 31, 2019.

On January 8, 2021, the Company and the Lender further amended the $15,000 Credit Facility whereby the Available Credit limit continues as $10,000 and the maturity date was extended to April 3, 2022.

The Available Credit was fully drawn at June 30, 2021.

Loan from Related Party

On November 30, 2018, the Company entered a credit agreement with a company controlled by Titan's Executive Chairman, to establish a $18,710 subordinate general security credit facility ("Loan"). The initial advance of $3,710 bears interest at 8% per annum and advances on the subsequent $15,000 bear interest at a floating rate equal to 7% plus the greater of (i) LIBOR and (ii) 1%, per annum. Interest is payable in cash or shares of the Company. The Loan is subject to mandatory prepayment if the Company closes one or more financings that exceeds $30,000 in the aggregate or upon the occurrence of a change of control of the Company. The Loan is a non-revolving facility, and any repayment under the Loan shall not be re-borrowed. The Company is subject to certain general covenants with respect to the Loan.

Pursuant to the Loan, the Company was required to issue the related party 2,500,000 warrants. Each warrant entitles the holder to acquire one common share at a price of C$1.40 per share.

On January 21, 2019, the Company issued 2,500,000 warrants to a company controlled by Titan's Executive Chairman pursuant to the credit agreement. The fair market value of these warrants was $1,099 as at December 31, 2018 and was recorded as a warrant derivative liability and borrowing costs. The fair market value on the issuance date on January 21, 2019 was $1,028. The difference between December 31, 2018 and the issuance date was recorded as a gain on derivative liability of $71 during the year ended December 31, 2019.

(In thousands of US Dollars, unless otherwise indicated)

On August 21, 2019, the Company entered an addendum to its Loan which made an additional $1,000 available to the Company under the same terms as the original agreement. As such, the Loan was increased to a total of $19,710.

On February 6, 2020, the Company was advanced an additional $1,000 under the same terms as the original agreement. As such, the Loan was increased to a total of $20,710.

On October 13, 2020, the Company repriced 2,500,000 warrants held by a company controlled by Titan's Executive Chairman in connection with the Credit Agreement between the Company and the lender pursuant to which the lender advanced to the Company a second-ranking secured non-revolving credit facility of up to $20,710. The exercise price of the warrants was repriced from C$1.40 to C$0.75. In consideration for the repricing, the due date for repayment of the Facility was extended by one additional year from November 30, 2020 to November 30, 2021. On December 31, 2020, the lender agreed to extend the term of the credit facility to April 5, 2022. An extension fee of $71 was paid by the Company and was recorded in the consolidated statement of loss and other comprehensive loss for the period ended December 31, 2020. $291 was recorded as an incremental borrowing cost related to the warrant repricing of the credit agreement which will be amortized over the remaining term of the agreement. As at June 30, 2021, the balance of the incremental borrowing cost was $214 after the loan extension.

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.

Financial Condition

		June 30, 2021		**December 31, 2020**
Cash and cash equivalents	$	6,163	$	7,502
Total debt	$	35,526	$	36,896
Net debt (cash)	$	29,363	$	29,394
Working capital (negative)	$	(26,555)	$	(3,168)

Cash and cash equivalents as at June 30, 2021 decreased by $1,339 compared to December 31, 2020. Positive operating cash flows before changes in working capital of $5,405 during the six months ended June 30, 2021 (Q2 2020 – negative $3,312) was offset by operating activities of $3,289 (Q2 2020 - $898) due to higher accounts payable payments and trade and other receivable during the first two quarters of 2021. Cash outflow related to financing activities was $434 (cash inflow in Q2 2020 - $2,903) which was significantly higher than the first two quarters in 2020. The positive cash inflow was also offset by additional spending related to investing activities of $1,478 (Q2 2021 - $Nil) and the negative effect of foreign exchange of $1,543 (Q2 2020 – negative $22) on cash and cash equivalents.

At June 30, 2021, the Company's debt was comprised of a loan from a related party of $20,710, the Credit Facility of $10,000, and equipment loans of $29. The Company accrued interest of $1,003 related to the related party loan and $125 related to the Credit Facility for the first two quarters ended June 30, 2021. The PPP loan of $2,049, and accrued interest of $27 were forgiven on June 10, 2021.

(In thousands of US Dollars, unless otherwise indicated)

Working capital decreased for the six months ended June 30, 2021 compared to June 30, 2020 As a result of the Company's loan from related party being classified as current.

Cash Flows

	Six Months Ended June 30, 2021	2020	Change
Operating cash flows before changes in working capital	$ 5,406	(3,312)	$ 8,718
Changes in working capital	(3,288)	(898)	(2,390)
Net cash flows generated (used) in operating activities	2,118	(4,210)	6,328
Net cash flows used in investing activities	(1,478)	-	(1,478)
Net cash flows provided (used) by financing activities	(436)	2,903	(3,339)
	$ 204	$ (1,307)	$ 1,511

Net cash flows used in operating activities reflect the cash components of the E&E, G&A and finance expenses. A discussion of the changes from period to period is set out above under "Other Operating Expenses".

Cash flows used in investing activities during the six months ended June 30, 2021 were higher compared with the same period in 2020 as the Company spent more on capital equipment.

Cash flows from financing activities during the six months ended June 30, 2021 reflect $130 of associated interest payments, $250 of payments made on lease liabilities, and $54 of repayment of equipment loans.

Liquidity

As at June 30, 2021, the Company had total liquidity of $6,163 in cash and cash equivalents. The Company had a negative working capital of $26,555 and a deficit of $49,330. For the six months ended June 30, 2021, the Company had positive operating cash flows before changes in working capital of $5,406 and a net income of $827.

As at December 31, 2020, the Company had total liquidity of $7,502 in cash and cash equivalents. The Company had negative working capital of $3,168 and a deficit of $50,157. For the year ended December 31, 2020, the Company had negative operating cash flows before changes in working capital of $234 and a net loss of $13,668.

The Company will require additional funding in 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.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and exploration of its mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital to an acceptable risk level.

The capital structure of the Company currently consists of common shares, loans and the balance of the acquisition obligations. The Company manages the capital structure and adjusts it in response to changes in economic conditions, its expected funding requirements, and risk characteristics of the underlying assets. The Company's funding requirements are based on cash forecasts. In order to maintain or adjust the capital structure, the Company may issue new debt, new shares and/or consider strategic alliances. Management reviews its capital management approach on a regular basis. The Company is not subject to any externally imposed capital requirements.

(In thousands of US Dollars, unless otherwise indicated)

Contractual obligations and commitments

The Company's contractual obligations and commitments as at June 30, 2021 and their approximate timing of payment are as follows:

	<1 year	1 – 3 years	4 – 5 years	>5 years	Total
Debt:					
Repayment of principal	$ 30,710	$ -	$ -	$ -	$ 30,710
Repayment of interest	5,006	-	-	-	5,006
Leases	493	325	40	-	858
Capital Expenditure	17	12	-	-	29
Reclamation and remediation provision	-	-	-	17,787	17,787
	$ 36,226	$ 337	$ 40	$ 17,787	$ 54,390

Outstanding Securities

As of the date of this MD&A, the Company had 138,978,357 common shares issued, and 22,503,798 warrants and 8,300,000 options outstanding.

RELATED PARTY TRANSACTIONS

Related Party Loan

On November 30, 2018, the Company entered a credit agreement with a company controlled by Titan's Executive Chairman, to establish a $18,710 subordinate general security credit facility ("Loan"). The initial advance of $3,710 bears interest at 8% per annum and advances on the subsequent $15,000 bear interest at a floating rate equal to 7% plus the greater of (i) LIBOR and (ii) 1%, per annum. Interest is payable in cash or shares of the Company. The Loan is subject to mandatory prepayment if the Company closes one or more financings that exceeds $30,000 in the aggregate or upon the occurrence of a change of control of the Company. The Loan is a non-revolving facility, and any repayment under the Loan shall not be re-borrowed. The Company is subject to certain general covenants with respect to the Loan.

Pursuant to the Loan, the Company was required to issue the related party 2,500,000 warrants. Each warrant entitles the holder to acquire one common share at a price of C$1.40 per share.

On January 21, 2019, the Company issued 2,500,000 warrants to a company controlled by Titan's Executive Chairman pursuant to the credit agreement. The fair market value of these warrants was $1,099 as at December 31, 2018 and was recorded as a warrant derivative liability and borrowing costs. The fair market value on the issuance date on January 21, 2019 was $1,028. The difference between December 31, 2018 and the issuance date was recorded as a gain on derivative liability of $71 during the year ended December 31, 2019.

On August 21, 2019, the Company entered an addendum to its Loan which made an additional $1,000 available to the Company under the same terms as the original agreement. As such, the Loan was increased to a total of $19,710.

On February 6, 2020, the Company was advanced an additional $1,000 under the same terms as the original agreement. As such, the Loan was increased to a total of $20,710.

(In thousands of US Dollars, unless otherwise indicated)

On October 13, 2020, the Company repriced 2,500,000 warrants held to a company controlled by Titan's Executive Chairman in connection with the Credit Agreement between the Company and the lender pursuant to which the lender advanced to the Company a second-ranking secured non-revolving credit facility of up to $20,710. The exercise price of the warrants was repriced from C$1.40 to C$0.75. In consideration for the repricing, the due date for repayment of the Facility was extended by one additional year from November 30, 2020 to November 30, 2021. On December 31, 2020 the lender agreed to extend the term of the credit facility to April 5, 2022. An extension fee of $71 was paid by the Company and was recorded in the consolidated statement of loss and other comprehensive loss for the period ended December 31, 2020. $291 was recorded as an incremental borrowing costs related to the warrant repricing of the credit agreement which will be amortized over the remaining term of the agreement. As at June 30, 2021, the balance of this incremental borrowing cost was $214 after the loan extension.

A summary of the carrying value was as follows:

	Principal	Interest and borrowing costs	Total
Balance, January 31, 2020	19,710	1,383	21,093
Proceeds received	1,000	-	1,000
Accrued Interest		1,936	1,936
Repricing of warrant	-	(291)	(291)
Loan extension		(100)	(100)
Amortization of borrowing costs	-	644	644
Balance, December 31, 2020	$ 20,710	$ 3,572	$ 24,282
Accrued Interest	-	1,003	1,003
Amortization of borrowing costs	-	124	124
Balance, June 30, 2021	$ 20,710	$ 4,699	$ 25,409

	June 30, 2021	December 31 2020
Current	$ 25,409	$ -
Non-current	-	24,282
	$ 25,409	$ 24,282

Management company (Manco)

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 June 30, 2021 was approximately $101, determined based on the Company's average share of rent paid in the immediately preceding 12 months. The Company has $183 of other assets classified as property, plant and equipment in connection with this arrangement.

(In thousands of US Dollars, unless otherwise indicated)

The Company was charged for the following with respect to this arrangement in the six months ended June 30, 2021.

	Three months ended June30, 2021	Three months ended June30, 2020	Six months ended June30, 2021	Six months ended June30, 2020
Salaries and benefits	$ 284	$ 123	$ 463	$ 252
Office and other	82	77	124	157
Marketing and travel	7	4	9	10
	$ 373	$ 204	$ 596	$ 419

At June 30, 2021, due to related parties includes $nil (December 31, 2020- $nil) with respect to this arrangement.

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, President and Chief Executive Officer, Chief Financial Officer, and Directors.

	Three months ended June30, 2021	Three months ended June30, 2020	Six months ended June30, 2021	Six months ended June30, 2020
Salaries and benefits	$ 432	$ 294	$ 598	$ 583
Share-base compensation	58	88	137	178
Directors' fees	40	42	78	92
	$530	$ 424	$ 813	$ 853

	June 30, 2021	December 31, 2020
Salaries and benefits payable	$ 444	$ 432
Director fees payable	-	115
Termination benefits payable – current	126	123
Termination benefits payable – non-current	134	171
	$ 704	$ 841

ACCOUNTING CHANGES AND CRITICAL ESTIMATES

Estimates and judgments

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future years if the revision affects both current and future years.

These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions and judgments about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following areas:

- Estimated mineral resources;
- Revenue recognition
- Capitalization of costs
- Reclamation and remediation provision;
- Impairment;
- Fair value measurement
- Determination of useful life of assets for depreciation purposes;
- Share-based compensation;
- Taxation; and
- Determination of commercial production

See note 3 of our 2020 annual audited consolidated financial statements for a detailed discussion of these accounting estimates and judgments.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management, under the supervision of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), have designed disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, based on the 2013 control framework developed by the Committee of Sponsoring Organizations of the Treadway Commission.

The DC&P have been designed to provide reasonable assurance that material information relating to the Company is made known to the CEO and CFO, particularly during the period in which the interim filings are prepared and the information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified. The ICFR has been designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with international financial reporting standards. Due to the inherent limitations associated with any such controls and procedures, management recognizes that, no matter how well designed, they may not prevent or detect misstatements on a timely basis.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

NI 52-109 also requires Canadian public companies to disclose any changes in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. No material changes were made to internal controls in the six months ended June 30, 2021.

NOTES TO READER

Cautionary note regarding forward-looking information

Certain information contained in this document constitutes forward-looking statements. All statements, other than statements of historical facts, are forward looking statements, including but not limited to the nature and extent of future exploration and testing at ESM; that tonnage from N2D will be incremental to the existing mine plan; that the new service cage is expected to be operation in the second half of the year; potential amendments required for permits; expected timing for permit issuance; that the Company will require additional funding in the next twelve months; and that 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. Forward-looking statements are often, but not always, identified by the use of words such as may, will, seek, anticipate, believe, plan, estimate, budget, schedule, forecast, project, expect, intend, or similar expressions.

The forward-looking statements are based on a number of assumptions which, while considered reasonable by the Company, are subject to risks and uncertainties. The Company cautions readers that forward-looking statements involve and are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed in or implied by such forward looking statements and forward-looking statements are not guarantees of future results, performance or achievement. The Company has made assumptions based on or related to many of these risks, uncertainties and factors. These risks, uncertainties and factors include general business, economic, competitive, political, regulatory and social uncertainties; actual results of exploration activities and economic evaluations; fluctuations in currency exchange rates; changes in project parameters; changes in costs, including labour, infrastructure, operating and production costs; future prices of zinc and other minerals; variations of mineral grade or recovery rates; operating or technical difficulties in connection with exploration, development or mining activities, including the failure of plant, equipment or processes to operate as anticipated; delays in completion of exploration, development or construction activities; changes in government legislation and regulation; the ability to maintain and renew existing licenses and permits or obtain required licenses and permits in a timely manner; the ability to obtain financing on acceptable terms in a timely manner; contests over title to properties; employee relations and shortages of skilled personnel and contractors; the speculative nature of, and the risks involved in, the exploration, development and mining business; and the factors discussed in the section entitled "Risks Factors" in the Company's most recent annual information form filed on SEDAR.

Although the Company has attempted to identify important risks, uncertainties and other factors that could cause actual performance, achievements, actions, events, results or conditions to differ materially from those expressed in or implied by the forward-looking information, there may be other risks, uncertainties and other factors that cause performance, achievements, actions, events, results or conditions to differ from those anticipated, estimated or intended. Unless otherwise indicated, forward-looking statements contained herein are as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable law.

Risks Related to Titan's Business

Global Outbreaks and Coronavirus

The Company's business could be significantly adversely affected by the effects of any widespread global outbreak of contagious disease. A significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downtown that could affect demand for the Company's products and likely impact operating results. In particular, the recent outbreak of the novel coronavirus ("COVID-19") has had a negative impact on the Company's business and global financial conditions. The Company cannot accurately predict the impact COVID-19 will have on the Company to obtain financing or third parties' ability to meet their obligations with the Company, including due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In the event that the prevalence of the coronavirus continues to increase (or fears in respect of the coronavirus continue to increase), governments may increase regulations and restrictions regarding the flow of labour or products, and travel bans, and the Company's operations, suppliers, customers and distribution channels, and ability to advance its projects, could be adversely affected. In particular, should any employees or consultants of the Company become infected with COVID-19 or similar pathogens, it could have a material negative impact on the Company's operations and prospects.

For additional information on risks and uncertainties related to Titan, please refer to the section titled "Risk Factors" in Titan's most recently filed annual information form filed on SEDAR.

Qualified Person

The technical and scientific information in this MD&A has been reviewed and approved by Donald R. Taylor, MSc., PG, Chief Executive Officer of the Company, a qualified person for the purposes of NI 43-101. Mr. Taylor has more than 25 years of mineral exploration and mining experience and is a Registered Professional Geologist through the SME (registered member #4029597).

For additional information, please see the technical report titled "NI 43-101 2021 Preliminary Economic Assessment Technical Report, Empire State Mines" with an effective date of February 24, 2021 filed on SEDAR at www.sedar.com.

Non-GAAP performance measures

This document includes non-GAAP performance measures, discussed below, that do not have a standardized meaning prescribed by IFRS. The performance measures may not be comparable to similar measures reported by other issuers. The Company believes that these performance measures are commonly used by certain investors, in conjunction with conventional GAAP measures, to enhance their understanding of the Company's performance. The Company uses these performance measures extensively in internal decision-making processes, including to assess how well the Empire State Mine is performing and to assist in the assessment of the overall efficiency and effectiveness of the mine site management team. The table below provides a reconciliation of these non-GAAP measures to the most directly comparable IFRS measures as contained within the Company's issued financial statements.

C1 cash cost per payable pound sold

C1 cash cost per payable pound sold is a non-GAAP measure. C1 cash cost represents the cash cost incurred at each processing stage, from mining through to recoverable metal delivered to customers, including mine site operating and general and administrative costs, freight, treatment and refining charges.

The C1 cash cost per payable pound sold is calculated by dividing the total C1 cash costs by payable pounds of metal sold.

All-In Sustaining Cost (AISC)

This measures the estimated cash costs to produce a pound of payable zinc plus the estimated capital sustaining costs to maintain the mine and mill. This measure includes the C1 cash cost per pound and capital sustaining costs divided by pounds of payable zinc sold. All-In Sustaining Cost per payable pound of zinc sold which does not include depreciation, depletion, amortization, reclamation and exploration expenses.

(In thousands of US Dollars, unless otherwise indicated)

	Three months ended June 30,				**Six months ended June 30,**			
		2021		**2020**		2021		**2020**
C1 cash cost per payable pound	Total	Per pound	Total	Per pound	Total	Per pound	Total	Per pound
Pounds of payable zinc sold (millions)		11.0		11.7		22.9		22.1
Operating expenses and selling costs	$ 8,423	$0.76	$6,558	$ 0.56	$16,326	$0.71	$13,636	$0.62
Concentrate smelting and refining costs	1,289	0.12	4,235	0.36	5,190	0.23	7,047	0.32
Total C1 cash cost	$ 9,712	$0.88	$10,793	$ 0.92	$21,516	$0.94	$20,683	$0.94
Sustaining Capital Expenditures	$ 1,318	$0.12	$ -	$ -	$1,397	$0.06	$ -	$ -
AISC	$11,030	$1.00	$10,793	$ 0.92	$22,913	$1.00	$20,683	$0.94

Sustaining capital expenditures

Sustaining capital expenditures are defined as those expenditures which do not increase payable mineral production at a mine site and excludes all expenditures at the Company's projects and certain expenditures at the Company's operating sites which are deemed expansionary in nature. Expansionary capital expenditures are expenditures that are deemed expansionary in nature. The following table reconciles sustaining capital expenditures and expansionary capital expenditures to the Company's additions to mineral, properties, plan and equipment (or total capital expenditures):

		Q2 2021
Sustaining capital expenditures	$	1,397
Expansionary capital expenditures		81
Additions to mineral, properties, plant and equipment	$	1,478