
TITAN MINERALS AND CORE GOLD TO COMBINE, CREATING AN EMERGING ECUADOR AND PERU FOCUSED GOLD EXPLORER, DEVELOPER AND PRODUCER

HIGHLIGHTS

- Titan to combine with Core Gold by way of a Canadian court-approved plan of arrangement with Titan remaining the group parent company
- Creates an emerging Latin America focused gold explorer, developer and producer with a large gold portfolio in Ecuador and Peru:
 - Measured: 437koz Au (2.9Mt @ 4.7g/t gold), Indicated: 585koz Au (4.0Mt @ 4.6g/t gold) and Inferred: 1.1Moz Au (7.8Mt @ 4.4g/t gold) at the Dynasty Goldfield project in Ecuador, reported in accordance with the existing Canadian NI 43-101 Technical Report
 - Current gold production in Ecuador and Peru with substantial near-term development potential
 - Portfolio of highly prospective exploration projects across Ecuador and Peru
- Minimum A\$20 million equity financing to be completed by Titan at closing and commitment by Titan to provide a binding term sheet at closing for US\$10 million additional financing
- Well-funded pro-forma cash position of approximately C\$25 million (A\$27 million) and existing cash flow generation to support continued project development and exploration
- Proven management and operating teams with significant experience in Latin America, to be led by new CEO and Managing Director Laurence Marsland
- Combined Board of Directors comprising experienced mining professionals with a proven track record of maximising value for shareholders
- Unanimous support by the Board of Directors of both Titan and Core Gold

February 25, 2019 – PERTH, AUSTRALIA and VANCOUVER, CANADA – Titan Minerals Limited (ASX: TTM) (“Titan”) and Core Gold Inc. (TSX-V: CGLD, OTCQX: CGLDF) (“Core Gold”) are pleased to announce that the companies have entered into a binding arrangement agreement (the “Arrangement Agreement”), pursuant to which Titan will acquire all of the issued and outstanding Core Gold common shares by way of a share exchange (the “Merger”). The Merger will create a diversified Latin America focused ASX-listed gold company (the “Company”) with a robust portfolio of exploration, development and production assets in both the emerging mining jurisdiction of Ecuador and the well-established mining jurisdiction of Peru. The Company will have a strong pipeline of growth opportunities.

The Merger will be affected by means of a statutory plan of arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia). Under the Arrangement:

- each Core Gold shareholder will receive twenty (20) fully paid ordinary shares in Titan pre-consolidation (“Titan Shares”) for every one (1) Core Gold common share (the “Exchange Ratio”); and
- holders of Core Gold Options and Warrants will receive options in Titan on comparable terms, taking into account the Exchange Ratio under the Merger.

Cautionary Note for Australian Investors

The information in this announcement relating to Mineral Resource Estimates for the Dynasty Goldfield Project is a foreign estimate and is not reported in accordance with the JORC Code. A competent person has not done sufficient work to classify this foreign estimate as a mineral resource in accordance with the JORC Code and it is uncertain that following further exploration work that this foreign estimate will be able to be reported as a mineral resource in accordance with the JORC Code.

Refer to the Pro-forma Capital Structure below for further details.

The total consideration payable pursuant to the Arrangement Agreement values Core Gold at approximately C\$72 million inclusive of the conversion of existing convertible debt and based on the closing price of Titan Shares on the ASX on February 15, 2019, representing a premium of:

- 44.7% to the closing price of Core Gold common shares on the TSX Venture Exchange (the "TSX-V") of C\$0.31 on February 22, 2019, being the last trading day prior to announcement of the Merger;
- 53.8% to the 20-day volume weighted average price ("VWAP") of Core Gold common shares on the TSX-V as of February 22, 2019; and
- 65.3% to the 30-day VWAP of Core Gold common shares on the TSX-V as of February 22, 2019.

Pursuant to the Merger, Titan expects to issue approximately 319,505,438 Titan Shares, assuming a 10:1 share consolidation of Titan Shares, and 83,772,324 Options (post-consolidation). Pro-forma after the Merger and completion of the A\$20 million equity financing assuming an issue price of A\$0.024 per Titan Share, Titan will have approximately 659,209,377 Titan Shares, 88,272,324 options and 8,050,000 performance rights on issue on a post-consolidation basis.

Following completion of the Merger, Core Gold and Titan shareholders will each hold approximately 48.5% and 38.9% of the combined company, respectively, with the new shareholders subscribing for Titan Shares under the Placement (refer below) holding approximately 12.6% of the combined company, based on a minimum raise of A\$20 million. On completion of the Merger and the Placement, the combined company will have approximately C\$25 million (A\$27 million) in cash before costs of the Merger.

Benefits to Titan Shareholders

- Provides growth potential across a robust portfolio of high-grade gold exploration, development and production projects in Ecuador
- Exposure to existing high grade foreign (Non JORC) mineral resource estimation comprised of an estimated Measured: 437k oz Au (2.9Mt @ 4.7 g/t gold), Indicated: 585k oz Au (4.0Mt @ 4.6 g/t gold) categories in accordance with Canadian NI 43-101 reporting) and Inferred: 1.1 million oz Au (7.8Mt @ 4.4 g/t gold) in the Dynasty Goldfield Project (Refer to Table 1 and "Additional Technical Information Relating to the Foreign Estimate" below)
- Diversifies Titan's asset base into the emerging mining jurisdiction of Ecuador
- Establishes an operating presence in Ecuador, where Core Gold is currently operating the Dynasty Goldfield project and processing all material at the Portovelo mill and processing plant
- Creates a larger pro-forma company with an enhanced capital markets presence, increased trading liquidity and a strengthened shareholder base
- Provides strong re-rating potential in-line with ASX-listed precious metal peers
- Potential for operational and corporate synergies

Benefits to Core Gold Shareholders

- Delivers a significant and immediate up-front premium to Core Gold shareholders of 53.8% based on 20-day VWAP and 65.3% based on 30-day VWAP while maintaining meaningful equity participation in a well-funded and professionally managed gold company
- Provides significant access to capital and improves the overall balance sheet with a pro-forma cash position of approximately C\$25 million (A\$27 million), including the conversion of existing convertible debt and completion of the Placement by Titan at closing, before costs of the Merger
- Strengthens Board and Management Team with three Titan board nominees and operational experience of new Managing Director and CEO Laurence Marsland and Chief Geologist Travis Schwertfeger. Titan principals, shareholders and directors have an extensive track record in Australia, including experience with Cobalt One (sold to First Cobalt) and Galaxy Resources
- Creates a larger pro-forma company with an enhanced capital markets presence, increased trading liquidity and a strengthened shareholder base
- Diversifies asset base into Peru, a well-established mining jurisdiction, providing additional cash flow generation through additional gold production capability, while maintaining exposure to future growth in Ecuador
- Provides strong re-rating potential in-line with ASX-listed precious metal peers

- Potential for operational and corporate synergies

Commenting on the Merger, Matthew Carr, Executive Chairman of Titan, said *“The combination of Titan and Core Gold has compelling strategic logic and merit, which was unanimously recognised by the Board of Directors of both companies. The combined organisation will be an emerging Ecuador and Peru focused gold company with an outstanding portfolio of gold assets. We are confident that merging the companies will result in significant benefits to both sets of shareholders with a potential re-rating opportunity for the expanded shareholder base from an enhanced capital markets profile.”*

Core Gold Lead Director, Gregg Sedun added *“The Merger with Titan allows Core Gold shareholders to unlock value from Core Gold’s underexplored exploration and development assets. With the additional A\$20 million of equity capital to be obtained at closing of the Merger, we can now undertake a significant exploration program at Dynasty Goldfield, drill test the other highly prospective properties, as well as optimize production capacity and recoveries at the Portovelo mill and processing plant, which has been underperforming due to Core Gold’s capital constraints. While still retaining 48.5% of the pro-forma entity, this transaction with Titan provides an attractive and immediate premium to Core Gold shareholders and allows them to participate as meaningful shareholders in a well-funded gold company listed in Australia where we believe more attractive valuations will be afforded to our asset base.”*

Combined Management and Board of Directors

Post-Merger, the proposed Board of Directors will consist of three nominees from Titan (Nicholas Rowley, Matthew Carr and Laurence Marsland) and three nominees from Core Gold (Gregg Sedun, Javier Reyes, and Mark Bailey). The Chairman of the combined company will be chosen from among the Core Gold director nominees. Laurence Marsland has been nominated to assume the role of CEO and Managing Director, Matthew Carr will assume an Executive Director role and it is proposed that Keith Piggott will assume the role of President in Ecuador. In addition, Armando Alexandri is nominated to assume the role of Chief Operating Officer and Travis Schwertfeger is nominated to assume the role of Chief Geologist. The Company will be based in Perth, Australia and the operational teams for each project will remain in place.

Additional Capital Raising

In connection with the Merger, Titan will conduct a placement of new Titan Shares to certain eligible institutional and high net worth investors to raise a minimum of A\$20 million at an issue price to be agreed by Titan and Core Gold (each acting reasonably and taking into account the then current market conditions) (the "Placement"). If a minimum of A\$20 million is raised under the Placement, assuming an issue price of A\$0.024 (being the closing price of Titan Shares on the ASX on February 15, 2019), approximately 833,333,333 new Titan Shares will be issued under the Placement. The issue of new Titan Shares under the Placement will be subject to Titan shareholder approval. Completion of the Merger is conditional on completion of the Placement.

In addition, it is a condition of the Merger that prior to completion of the Arrangement, Titan enters into a credit committee approved term sheet or subscription commitments with a view to undertaking an additional financing to raise gross proceeds of US\$10 million. The additional financing may be comprised of a credit facility, other borrowing or the issue of new Titan securities, or a combination thereof. Completion of the additional financing would be subject to customary conditions precedent, including (i) completion of the Arrangement, (ii) completion of the Placement detailed above, and (iii) if the additional financing is by way of borrowing, the provision of first ranking security over the Ecuadorian assets of Core Gold.

Titan will provide an update to shareholders in respect to the status and progress of the Placement and the additional financing by way of an ASX announcement.

Board of Directors’ Recommendations and Voting Support

The Board of Directors of Core Gold has unanimously approved the Merger and will recommend that Core Gold security holders vote in favour of the Merger. Officers and directors of Titan have also entered into voting support and lock-up agreements (totalling approximately 3.57%). Core Gold has committed to delivering voting support agreements within 60 days.

PI Financial Corp. has provided a fairness opinion to the special committee of independent directors of Core Gold (the “Special Committee”) that, subject to the assumptions, limitations and qualifications set out in the fairness opinion, the consideration to be received by Core Gold shareholders under the Arrangement is fair, from a financial point of view, to the Core Gold shareholders. The written fairness opinion from PI Financial Corp. will be set out in the Core Gold management information circular.

Titan's Board of Directors has unanimously approved the terms of the Merger and intends to recommend that shareholders vote in favour of the issue of Titan Shares in respect to the Merger and the Placement at a general meeting.

Ecuador Asset Overview

- **Dynasty Goldfield - Ecuador:** The Dynasty Goldfield project (100% owned), located in the Loja Province in southwestern Ecuador, is an advanced stage gold project with a CIM compliant mineral resource estimate of:

Category	oz Au	Au g/t	oz Ag	Ag g/t	Tonnes
Measured	437,000	4.7	3,567,000	38.1	2,909,000
Indicated	585,000	4.6	4,936,000	38.8	3,958,000
Total M&I	1,022,000	4.6	8,504,000	38.5	6,867,000
Inferred	1,118,000	4.4	9,901,000	39.4	7,825,000

Table 1: Mineral Resource Estimation as per Core press release dated November 5, 2014 for the Canadian NI 43-101 Technical Report titled "Dynasty Goldfield Project, Celica, Loja Province, Ecuador" dated October 22, 2014.

Dynasty Goldfield is currently operating as a small-scale open pit mining operation and is the first fully-permitted open pit gold mine in Ecuador. The Dynasty Goldfield project consists of 3 mining concessions at altitudes ranging from 1,100 – 1,800m above sea level and covers an area of approximately 6,700 hectares. 120+ major veins have been identified in 6km strike, predominantly drilled to less than 100m vertical extent. Cerro Verde small scale mining has only exploited 3 of 120 veins and has identified an additional 4 'blind' veins' in ongoing development work. An updated NI 43-101 technical report with re-stated mineral resource estimation reported in accordance with the principles of the 2012 edition of the JORC Code is currently in progress and is expected to be completed prior to mailing of Core Gold's circular.

- **Linderos - Ecuador:** The Linderos project (100% owned) is a new high-grade gold discovery identified by Core Gold during its 2017 exploration efforts. Core Gold announced the results of a maiden 2,000m diamond drill test from its 2018 program, which returned select high grade intervals of 5.94 m @ 10.8 g/t Au and 7.80 m @ 5.3 g/t Au. Core Gold's four contiguous Linderos project concessions total 14,317 hectares and are located approximately 45km southwest of Core Gold's Dynasty Goldfield project.
- **Copper Duke - Ecuador:** The Copper Duke project (100% owned) is an early stage gold-copper exploration project comprised of 11 mineral concessions covering a number of gold and copper porphyry occurrences in an area of approximately 100km². The project is located approximately 18km east of Core Gold's Dynasty Goldfield project and 40km south of its Portovelo mill and processing plant. To date, Core Gold has identified a potential major copper-gold porphyry complex, El Huato, and four additional copper-gold anomalies. Core Gold received the environmental license (drilling permit) in January 2019.
- **Portovelo Mill and Processing Plant - Ecuador:** The Portovelo mill and processing plant (100% owned) (formerly known as the "Zaruma Mill") hosts a conventional crush, mill, leach, Carbon-in-Pulp ("CIP"), elution and electrowinning circuit. Portovelo has a nameplate capacity of 2,000 tpd. Portovelo currently processes all ore mined from Core Gold's Dynasty Goldfield project with one of its two available ball mills. Core Gold is currently planning to conduct a refurbishment program on Portovelo in H1 2019 to increase recoveries and throughput.
- **Zaruma - Ecuador:** The Zaruma project (100% owned) is Core Gold's legacy high-grade gold project in southern Ecuador, 3km from the town of Zaruma. The Zaruma project is currently on care and maintenance as Core Gold evaluates strategic alternatives for the asset. Zaruma initially commenced production in 2013 and ceased production in 2016 producing over 60,000 ounces of gold averaging >8g/t Au. The existing underground 5m x 5m decline portal is located 7.5km from the Portovelo mill and processing plant. This district is a significant, high-grade goldfield, having produced over 5 million ounces of gold historically. The project has numerous underground veins available for exploitation.

Peru Asset Overview

- **Vista Mill and Processing Plant - Peru:** The Vista gold plant (100% owned) (a conventional crush, mill, leach, Carbon-in-Pulp circuit) is currently undergoing commissioning. When commissioned and the operating licence is granted, the Vista gold plant will have a nameplate capacity of 150 tonnes per day. The Titan team intends to acquire and process high grade mineralized material from licensed artisanal miners in the region in the near term, where mineralized material purchased by Titan totalled 5,075 tonnes averaging 20.5 g/t gold in the 3 month period ending December 31, 2018. Titan's strategy is to leverage off the cash flow and foothold in the epithermal gold belt of Southern Peru and utilise the Vista gold plant's additional capacity to advance a mine development strategy for Titan and process mineralized material mined from several projects identified by Titan with mine development potential. The Vista gold plant has been designed to increase its capacity to 350 tons per day with minimal capital outlay, when warranted by supply of mineralized material.
- **Las Antas - Peru:** The Las Antas gold project hosts significant exploration potential for stand alone, bulk tonnage, disseminated style gold mineralization. The project also provides Titan with a key foothold into a broader district that contains multiple high-grade gold-silver veins. The recent Titan acquisition within the prolific epithermal gold belt of Southern Peru is an important step towards development of a substantial land position in the region, generating multiple options with potential to provide high-grade feed to Titan's Vista gold plant. Titan has a right to earn up to 85% in the project upon completion of certain milestones.
- **Torrecillas - Peru:** Previous exploration and mining on the 100% owned Torrecillas Concession has highlighted multiple targets with high-grade resource potential within the project area. Recent exploration activity has refined characteristics to prioritise areas delivering significant strike extent and density of veining with continuity of grade to deliver potentially economically viable resources with drill definition.

Proposed Titan Share Consolidation

Prior to completion of the Merger, Titan intends to, subject to shareholder approval, undertake a 10:1 share consolidation.

Pro Forma Capital Structure

Following completion of the Merger, the indicative effect on Titan's capital structure (on a pre and post consolidation basis) will be as follows:

	On issue (Pre-Consolidation)	To be issued under the Merger (Pre-Consolidation)	To be issued under the Placement	Total	Post 10:1 Consolidation
Ordinary Shares	2,563,706,065	3,195,054,379	833,333,333 ¹	6,592,093,777	659,209,377
Options	45,000,000	837,723,240 ²	-	882,723,240	88,272,324
Performance Rights	80,500,000	-	-	80,500,000	8,050,000
Post-Merger Ownership based on the total issued share capital	38.9%	48.5%	12.6%	100%	-

Note:

1. Assumes A\$20 million is raised under the Placement at an issue price of A\$0.024 (being the closing price of Titan Shares on the ASX on February 15, 2019). Note that the issue price of new Titan Shares under the Placement is yet to be determined.
2. Titan Options to be issued will each have an exercise price between A\$0.012 to A\$0.049 and an expiry date between 3 April 2019 to 2 October 2023.

Merger Approvals

The Merger is subject to approvals in both Australia and Canada. In Canada, the Arrangement is a statutory process under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia). The implementation of the Merger will be subject to the approval of the TSX-V, the approval of the Supreme Court of British Columbia and Core Gold securityholder approval as described further below. In Australia, the implementation of the Merger will be subject to the approval of the ASX and Titan shareholders.

Completion of the Arrangement is subject to, among other things, customary conditions, including approval of a special resolution with respect to the Arrangement by (i) at least 2/3 of the votes cast by Core Gold securityholders present in person or represented by proxy at a meeting to be held by Core Gold approving the Merger (and if required by the TSX-V, at least 50% of the votes cast by Core Gold shareholders), (ii) a simple majority of the votes cast by Titan shareholders present in person or represented by proxy at a meeting held by Titan approving the issuance of the Titan Shares under the Merger and Placement and (iii) the receipt of an interim and final order by the Supreme Court of British Columbia with respect to the Arrangement.

Core Gold is required to seek an interim order of the Supreme Court of British Columbia within 60 days and accordingly is expected to call a special meeting of its securityholders to be held in April 2019 to seek approval for the Arrangement.

Go Shop Period and Break Fee

Under the Arrangement Agreement, Core Gold is permitted a 60 day "go shop" period during which it may solicit superior proposals. After this period, Core Gold will be subject to customary non-solicitation provisions. If the Core Gold board of directors determines that any other transaction is a superior proposal, it may terminate the Merger with the payment of a break fee of C\$500,000 to Titan. The break fee is also payable by Core Gold to Titan if, among other things, Core Gold does not hold its securityholder meeting within 120 days with some exceptions or if the Merger is not completed by July 31, 2019 and there is a pending acquisition proposal that Core Gold consummates within 12 months. Core Gold is entitled to the break fee from Titan if, among other things, Titan does not hold its shareholder meeting with 120 days with some exceptions, or if subscriptions for the Placement are not received at least 5 business days prior to the Core Gold securityholder meeting. Core Gold is also subject to customary business covenants in the Arrangement Agreement except that Core Gold is permitted to dispose of non-core assets prior to closing and/or conclude a private placement of up to US\$8 million. There is no requirement for Core Gold to undertake any such transaction.

Core Gold common shares will be de-listed from the TSX-V at the closing of the Merger.

A copy of the Arrangement Agreement will be available at www.titanminerals.com.au, www.coregoldinc.com, www.asx.com.au, and www.sedar.com under the Core Gold profile.

Timing

Core Gold and Titan shareholders do not need to take any action in relation to the Merger at the present time. Titan shareholders will receive a notice of meeting and the accompanying information will provide full details of the Merger, including reasons to vote in favour of the resolutions. It is expected that Titan shareholders will receive the notice of meeting in May, 2019. It is expected that Core Gold shareholders will receive the Core Gold information circular in April, 2019 for a shareholder meeting to be held in May, 2019.

Further information regarding the Arrangement will be contained in the Core Gold information circular and Titan notice of meeting that Core Gold and Titan will prepare, file and mail in due course to their respective shareholders in connection with the shareholder's meetings of each of the Core Gold and Titan shareholders to be held to consider the Arrangement. All shareholders are urged to read the Core Gold information circular and Titan notice of meeting once available as it will contain additional important information concerning the Arrangement.

Advisors and Counsel

Fasken Martineau LLP is acting as Canadian legal counsel to Titan and DLA Piper LLP (Australia) is acting as Australian legal counsel to Titan.

PI Financial Corp. is acting as the exclusive financial advisor to the Special Committee of Core Gold. Stikeman Elliott LLP is acting as legal counsel to Core Gold.

Laurel Hill Advisory Group is acting as proxy solicitor and advisor to Core Gold.

ENDS

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About Titan Minerals Limited

Titan is the owner and operator of a copper and gold business in a well-established mining region of Southern Peru. Titan is currently commissioning the Vista gold plant in Southern Peru. A centralised processing produces loaded carbon from the Carbon-in-Pulp gold circuit, with feed sourced from third party operators previously averaging 17 to 24 g/t Au head grades. Titan's gold assets include the wholly-owned Torrecillas exploration project and an exclusive right to acquire an 85% interest in the Las Antas gold project (refer to Titan's ASX release dated January 14, 2019). At Torrecillas, a number of high-grade narrow gold veins have been developed and mined by Titan, and Las Antas is a key prospect within a district of high-grade gold and silver veins located within trucking distance of Titan's Vista gold plant. For more information on Titan Minerals, please visit the website at www.titanminerals.com.au.

Titan is continuously evaluating projects within Peru for acquisition or joint venture to both provide additional, low cost gold and silver mineralized material feed for existing processing facilities and opportunities for processing growth and expansion. In addition, Titan shall also continue to evaluate projects elsewhere in gold, copper and other commodities to grow shareholder value.

About Core Gold Inc.

Core Gold is a Canadian-based mining company involved in the mining, exploration and development of mineral properties in Ecuador. The Company is currently focused on its wholly-owned Dynasty Goldfield project. Mineral from Dynasty Goldfield is treated at Core Gold's wholly-owned Portovelo treatment plant close to the town of Zaruma. Core Gold also owns other significant gold exploration projects including the Linderos and Copper Duke projects in southern Ecuador, all of which are on the main Peruvian Andean gold-copper belt extending into Ecuador. For more information on Core Gold, please visit the website at www.coregoldinc.com.

Qualified/Competent Persons Statement

For Titan:

The information in this release that relates to Exploration Results of Titan is based on information compiled by Mr Travis Schwertfeger, who is a Member of The Australian Institute of Geoscientists.

Mr Travis Schwertfeger confirms that the technical information in this release and information provided in this document relating to Mineral Resource Estimates for the Dynasty Goldfield Project have been provided under ASX Listing Rules 5.12.2 to 5.12.7 and is an accurate representation of the available data and studies for the Dynasty Goldfield Project located in southern Ecuador as a Foreign Estimate. Mr Schwertfeger, who is a Member of the Australian Institute of Geoscientists, is Titan's Chief Geologist. Mr Schwertfeger has sufficient experience relevant to the style of mineralisation and type under consideration and to the activity which they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the JORC Code. Mr Schwertfeger consents to the inclusion in the report of matters based on his information in the form and context in which it appears.

For Core Gold:

Core Gold's "Qualified Person" is Mr. John E. Bolanos, a "Qualified Person" under NI 43-101, has reviewed and approved the technical content of this announcement, including the Mineral resource Estimate for the Dynasty Goldfield Project. Mr. Bolanos is a technical consultant to Core Gold, with a M.Sc. Mining Geologist from Camborne School of Mines (U.K.) and a Professional Geologist Eng. from The Central University of Ecuador (honours degree). He is a registered member (ID 4172671) of the Society for Mining, Metallurgy & Exploration (SME) of the United States; Director of the Ecuadorian College of Engineers in Geology, Mines, Oil and Environment; and a member of the Mining Chamber of Ecuador. He has 27 years of experience in the exploration and mining industry throughout the Americas. Mr. Bolanos is a "Qualified Person" as defined in National Instrument 43-101 "Standards of Disclosure for Mineral Projects" of the Canadian Securities Administrators (NI 43-101) and has reviewed and approved this announcement. Mr. Bolanos is independent of Core as determined under NI 43-101. Mr. Bolanos has also reviewed and approved the technical and scientific information contained in this announcement.

Core Gold has also filed an NI 43-101 technical report in Canada at www.sedar.com regarding its material mineral project, Dynasty Goldfields. The technical report titled "Technical Report, Dynasty Goldfield Project, Celica, Loja Province, Ecuador" with an effective date of October 22, 2014 was filed on November 5, 2014 (the "Core Technical Report"). The Core Technical Report includes relevant information regarding the effective dates and the assumptions, parameters and methods of the mineral resource estimates cited in this announcement, as well as information regarding data verification, exploration procedures and other matters relevant to the scientific and technical disclosures of Core Gold contained in this announcement.

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Cautionary Note Regarding Forward-Looking Statements

Forward looking statements or information in this announcement include, among other things, statements regarding the current assets of both Titan and Core Gold; planned exploration and development activities and expenditures; planned changes to plant and equipment; statements regarding and assuming the completion of the arrangement between Titan and Core Gold; and timing of the completion of the arrangement between Titan and Core Gold.

In making the forward looking information or statements contained in this announcement, assumptions have been made regarding, among other things: general business, economic and mining industry conditions; interest rates and foreign exchange rates; the continuing accuracy of mineral resource estimates; geological and metallurgical conditions (including with respect to the size, grade and recoverability of mineral resources); the supply and demand for commodities and precious metals and the level and volatility of the prices of gold; market competition; the ability of the Titan to raise sufficient funds from capital markets and/or debt to meet its future obligations and planned activities and that unforeseen events do not, and to meet the conditions of the arrangement with Core Gold; the stability and predictability of the political environments and legal and regulatory frameworks in Ecuador and Peru including with respect to, among other things, the ability of Titan and Core Gold to obtain, maintain, renew and/or extend required permits, licences, authorizations and/or approvals from the appropriate regulatory

authorities; that contractual counterparties perform as agreed; and the ability of Titan and Core Gold to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet its demand.

Actual results could differ materially from those anticipated in the forward-looking information or statements contained in this announcement as a result of risks and uncertainties (both foreseen and unforeseen), and should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether or not such results will be achieved. These risks and uncertainties include the risks normally incidental to exploration and development of mineral projects and the conduct of mining operations (including exploration failure, cost overruns or increases, and operational difficulties resulting from plant or equipment failure, among others); the inability to obtain required financing when needed and/or on acceptable terms or at all; risks related to operating in South America, risks related to title to mineral properties; the risk of adverse changes in commodity prices; the risk that the exploration for and development of mineral deposits may not be successful; the inability of either company to obtain, maintain, renew and/or extend required licences, permits, authorizations and/or approvals from the appropriate regulatory authorities and other risks relating to the legal and regulatory frameworks including adverse or arbitrary changes in applicable laws or regulations or in their enforcement; competitive conditions in the mineral exploration and mining industry; that mineral resource estimates are only estimates and actual metal produced may be less than estimated in a mineral resource; the risk that Titan or Core Gold will be unable to delineate additional mineral resources; risks related to environmental regulations and cost of compliance, as well as costs associated with possible breaches of such regulations; uncertainties in the interpretation of results from drilling; the possibility that future exploration, development or mining results will not be consistent with expectations; inflation pressures which may increase the cost of production or of consumables beyond what is estimated in studies and forecasts; changes in exchange and interest rates; risks related to the activities of artisanal miners, whose activities could delay or hinder exploration or mining operations; the risk that third parties to contracts may not perform as contracted or may breach their agreements; the risk that plant, equipment or labour may not be available at a reasonable cost or at all, or cease to be available, or in the case of labour, may undertake strike or other labour actions; the inability to attract and retain key management and personnel; and the risk of political uncertainty, terrorism, civil strife, or war in the jurisdictions in which Titan or Core Gold operates, or in neighbouring jurisdictions which could impact on Titan or Core Gold's exploration, development and operating activities.

This announcement also contains mineral "resource" estimates. Information relating to mineral "resources" contained in this announcement is considered forward looking information in nature, as such estimates are estimates only, and that involve the implied assessment of the amount of minerals that may be economically extracted in a given area based on certain judgments and assumptions made by qualified persons, including the future economic viability of the deposit based on, among other things, future estimates of commodity prices. Such estimates are expressions of judgment and opinion based on the knowledge, mining experience, analysis of drilling results and industry practices of the qualified persons making the estimate. Valid estimates made at a given time may significantly change when new information becomes available, and may have to change as a result of numerous factors, including changes in the prevailing price of gold. By their nature, mineral resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource estimates are inaccurate or are reduced in the future (including through changes in grade or tonnage), this could have a material adverse impact on operating and financial performance. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

Although the forward-looking statements contained in this announcement are based upon what Titan and Core Gold believe are reasonable assumptions, neither can provide assurance that actual results or performance will be consistent with these forward-looking statements. The forward-looking information and statements included in this announcement are expressly qualified by this cautionary statement and are made only as of the date of this announcement. Neither Titan nor Core Gold undertake any obligation to publicly update or revise any forward-looking information except as required by applicable securities laws.

Additional Technical Information Relating to the Foreign Estimate

The Information in this announcement relating to Mineral Resource Estimates for the Dynasty Goldfield Project is reported in accordance with the requirements applying to foreign estimates in the ASX Listing Rules (the "Foreign Estimate") and, as such is not reported in accordance with the 2012 edition of the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code"). As such, the following information is provided in accordance with ASX Listing Rules 5.10 & 5.12:

- 1) The information provided in relation to Foreign Estimate is extracted from the Technical Report titled "Dynasty Goldfield Project, Celica, Loja Province, Ecuador" dated 22 October 2014 (the "Technical Report"). The Technical Report was prepared in accordance with the Canadian Institute of Mining and Metallurgy and Petroleum ("CIM") guidelines and with the Canadian National Instrument 43-101 standards ("NI 43-101") and announced 5 November 2014 on the TSX by Core Gold Inc. (formerly Dynasty Metals & Mining Inc.) and is publicly available at www.sedar.com
- 2) Titan believes the categories of the CIM compliant mineral resource estimation reported under NI 43-101 are similar to the JORC Code (2012 edition) classifications.
- 3) Titan considers the Foreign Estimate to be material to Titan, given its intention, through the acquisition of the Dynasty Goldfield Project, to contribute funding to continued exploration activity and advancement of the asset through additional drilling, future mineral resource estimation updates and economic studies. Titan also believes that the Foreign Estimate is relevant to Titan Shareholders as they provide an indication of the current mineralisation and the potential of the Dynasty Goldfield Project at this date.
- 4) Based on the information received by Titan to date in relation to the Dynasty Goldfield Project, physical inspection of the project sites, and discussions with Core Gold technical and administrative personnel. Key criteria as defined in Table 1 of the JORC Code 2012, has been addressed in the due diligence completed by Titan and their independent geological consultants.

Titan believes that the Foreign Estimate is sufficiently reliable with estimation methodologies and data compilation work acceptable for methodologies used at the time of their estimation to provide the basis for a decision to assess the property to have merit for further exploration expenditure.

- 5) The Technical Report includes key assumptions for commodity prices, gold mining and processing costs, and there has been no material changes in assumptions. The Technical Report in its current form is considered to be a comprehensive compilation of all available data applicable to the estimation of mineral resources. A summary of key assumptions and methods used to prepare the Foreign Estimate include:
 - Resource Estimation calculated using the polygonal method
 - Economic assumptions include (i) a US\$1,260/oz gold price, (ii) US\$73/tonne operation costs, (iii) 94% metallurgical recoveries, and (iv) a 5% government royalty to calculate a 2.0g/t Au cut-off grade for the mineral resource estimation.
 - The Foreign Estimate and current Technical Report is based on 201 drill holes totalling 26,734m drilled and a further 2,033 rock channel samples taken from 1,161 surface trenches.
- 6) As at the date of this announcement, the Foreign Estimate reported by Core Gold and referenced by the Titan herein has not been superseded by any later estimates.
- 7) The Foreign Estimate is not reported in accordance with the JORC Code and a competent person has not done sufficient work to classify the foreign estimate as mineral resources in accordance with the JORC Code. An updated NI 43-101 technical report with re-stated mineral resource estimation reported in accordance with the principles of the 2012 edition of the JORC Code is currently in progress and is expected to be completed prior to closing of the Merger. Following completion of the Merger (refer to Timetable) it is Titan's intention to undertake an evaluation of the data, and initiate further exploration work planned for the Dynasty Goldfield Project to underpin a mineral resource estimation report in accordance with the JORC Code that will include, but is not limited to: (i) Comprehensive re-logging and digital photograph acquisition of archived diamond core material previously drilled on the project, (ii) in-fill drilling to confirm confidence in projected mineralisation, and selective twinning of previous drilling for verification purposes, (iii) additional metallurgical studies to underpin assumption or predictions to underpin anticipated preliminary economic assessments.

- 8) Titan aims to have a restated Mineral Resources estimation reported in accordance with the principles of the JORC Code prior to completion of the Merger. Subject to completion of the Merger and any relevant permitting requirements, the proposed exploration activity and evaluation work is planned to be completed during CY2019, with the aim to have an updated Mineral Resource estimation reported in accordance with the principles of the JORC Code within a year of completion of the Merger. Proposed work will be funded out of the capital raised as a condition of the Arrangement Agreement. The company intends to provide regular updates on timing of a mineral resource update and will regularly report result of exploration activity in compliance with continuous disclosure obligations under ASX listing rule 3.1.