TITUS CAPITAL CORP.
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VANCOUVER, BRITISH COLUMBIA
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MANAGEMENT DISCUSSION AND ANALYSIS

September 23, 2011

The following discussion and analysis should be read in conjunction with the Company's audited financial statements and the corresponding notes thereto for May 31, 2011. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and unless otherwise specified, all financial data is presented in Canadian dollars.

1. INCORPORATION AND CONTINUANCE OF OPERATIONS:

The Company was incorporated under the British Columbia Business Corporations Act on February 17, 2010 as Titus Capital Corp. and is classified as a reporting issuer and Capital Pool Company as defined by Policy 2.4 of the TSX Venture Exchange ("the Exchange").

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has no source of operating revenues and its capacity to operate as a going concern in the near-term will likely depend on its ability to continue raising equity financing and to ultimately complete a Qualifying Transaction ("QT").

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or business for future investment, with the exception that up to 30% of the gross proceeds or $210,000, whichever is less, may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of TSX Venture.

The Company's principal business activity is to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a QT as defined by the regulatory authorities.

2. QUARTERLY INFORMATION

	31May11	**28Feb11**	**30Nov10**	**31Aug10**	**31May10**
Operating Costs	$(81,050)	$(22,515)	$(46,508)	$(6,500)	$(5,420)
Net Loss	$(81,050)	$(22,515)	$(46,508)	$(6,500)	$(5,420)
Total Assets	$1,628,576	$253,404	$282,401	$134,026	$119,580
Total Liabilities	$(12,331)	$(6,482)	$(NIL)	$(NIL)	$(5,000)
Working Capital	$1,616,245	$246,922	$282,401	$134,026	$114,580

Notes:

- The Company was incorporated February 17, 2010
- Company has no business operations or revenues.
- During the quarters, corporate expenditures were restricted to costs associated with equity financing, administrative costs to maintain the company in good standing and costs to identify and evaluate potential business opportunities.

Fourth Quarter Results

The Company's common shares commenced trading in the third quarter on December 7, 2010, under the trading symbol TIS.P. Titus is now considered a capital pool company as defined in the policies of the TSX Venture Exchange. The Company has not commenced operations and has no assets other than cash. The Company will use the net proceeds of the initial public offering to identify and evaluate potential QTs, as such term is defined in the policies of the TSX Venture Exchange.

On May 13, 2011, the Company closed a private placement and issued 7,420,000 common shares at a price of $0.20 per share for aggregate gross proceeds of $1,485,000. In connection with this private placement, the Company paid share issue costs of $122,141 including a cash commission of $89,100 and granted 445,200 warrants. Each warrant is exercisable into one common share of the Company at a price of $0.20 for a period of two years. The warrants have an estimated fair value of $16,128. The fair value estimated using the Black-Scholes options pricing model with the following average assumptions: expected life of two years, risk-free interest rate of 2.60%, expected dividend yield of 0% and an expected volatility of 100%.

No additional events or items occurred that affected the Company's financial condition, cash flows, or results of operations. Although the Company raised capital during the quarter, the Company may encounter difficulty sourcing future financing in light of the recent economic downturn. Furthermore, this downtown could adversely affect the Company' ability to complete the acquisition of its potential QT.

As at May 31, 2011, expenses increased as a result of the completion of above mentioned private placement and listing in the previous quarter. Share capital increased as a result of this offering. In future, the Company expects increased activity in order to identify and acquire a viable QT.

The accounting principles used to prepare the related financial information are as follows:

Basis of presentation
The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and are presented in Canadian dollars.

Use of estimates
The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenues earned and expenses incurred during the period. Significant areas requiring the use of management estimates relate to the determination of fair value for stock based transactions and the future tax rates to determine future income taxes and realization of future income tax assets. Where estimates have been used, financial results as determined by actual events could differ from those estimates.

Stock based compensation
The Company follows the accounting standards issued by the CICA Handbook Section 3870, "Stock-Based Compensation And Other Stock-Based Payments", which requires the fair-value based method for measuring compensation costs. The Company determines the fair value of the stock-based compensation using the Black-Scholes option pricing model. Any consideration paid on the exercise of stock options is credited to share capital.

Future income taxes
Future income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Financial instruments
The Company follows the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3855, "Financial

Instruments". This section prescribes when a financial instrument is to be recognized on the balance sheet and at what amount. Under Section 3855, financial instruments must be classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. All financial instruments, including derivatives, are measured at the balance sheet date at fair value except for loans and receivables, held-to-maturity investments, and other financial liabilities which are measured at amortized cost.

The Company's financial instruments consist of cash, receivables and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency, or credit risks arising from these financial instruments. The Company has made the following classifications for the financial instruments:

(i) Cash – held-for-trading; measured at fair value;
(ii) Receivables – loans and receivables; measured at cost;
(ii) Accounts payable – other financial liabilities; measured at amortized cost.

The Company adopted CICA Handbook Section 3862 "Financial Instruments – Disclosures" which was amended to include additional disclosure requirements about fair value measurements of financial instruments and to enhance liquidity risk disclosure. The additional fair value measurement disclosures include classification of financial inputs used in making the measurements, described as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets and liabilities;
Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices: and
Level 3 – Inputs derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying value of the Company's financial instruments approximates their fair value and are measured based on Level 1 input for the fair value hierarchy. The Company does not use any hedging instruments.

Loss per share
The Company uses the treasury stock method to compute the dilutive effect of options and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, options and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the period presented, dilutive loss per share is equal to basic loss per share. Basic and diluted loss per common share is calculated using the weighted-average number of common shares outstanding during the period.

Cash and cash equivalents
Cash and cash equivalents consist of cash and financial instruments with a maturity date of 90 days or less.

RECENT ACCOUNTING PRONOUNCEMENTS – NOT YET ADOPTED

International financial reporting standards ("IFRS")
In 2006, the Canadian Accounting Standards Board ("AcSB") published a strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of June 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended May 31, 2011. Management continues to monitor and assess the impact of Canadian GAAP and IFRS.

IFRS Transition Plan
The Company has begun to assess its requirements and first time adoption methodologies. Management has developed a project plan for the conversion to IFRS. The conversion plan is comprised of three phases:

1. Scoping phase which will assess the overall impact and effort required by the Company in order to transition to IFRS;
2. Planning phase which will include a detailed analysis of the conversion process and implementation plan required for disclosure for the Company's first quarter; and,

3. Transition phase which will include the preparation of an IFRS compliant opening balance sheet as at June 1, 2010 and any necessary conversion adjustments and reconciliations, preparation of a fully compliant pro forma financial statements including all note disclosures and disclosures required for the MD&A.

Many of the differences are not expected to have a material impact on the reported results and financial position. Most adjustments required on transition to IFRS will be made, retrospectively, against opening deficit as of the date of the first comparative balance sheet presented based on standards applicable at that time.

IFRS 1, "First-Time Adoption of International Financial Reporting Standards", provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS.

"Business Combinations" – Section 1582, "Consolidated Financial Statements" – Section 1601 and "Non-Controlling Interests" – Section 1602

In January 2009, the CICA issued handbook Sections 1582 "Business Combinations," 1601 "Consolidated Financial Statements: and 1602 "Non-controlling Interests: which replace CICA Handbook Sections 1581 "Business Combinations: and 1600 "Consolidated Financial Statements.: Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These sections are applicable for the Company's interim and annual financial statements for its fiscal year beginning on June 1, 2011. Early adoption of these sections is permitted and all three sections must be adopted concurrently. Management does not expect the adoption of these new pronouncements to have a significant impact on its financial statements.

3. RESULTS OF OPERATIONS

At May 31, 2011 total assets were $1,628,576 compared to $119,580 at May 31, 2010.

The Company raised $250,000 during the period ended November 30, 2010. The Company closed its initial public offering of 2,500,000 common shares for gross proceeds of $250,000. Union Securities Ltd. acted as the agent for the Offering and in connection with its services, the Agent received a cash commission of $25,000 and was granted 250,000 non-transferable agent's options. Each Agent's Option entitles the holder to acquire one common share of the Company at a price of $0.10 per common share for a period of 24 months following the date the common shares of the Company are listed on the TSX Venture Exchange.

During the final quarter of the year, the Company closed a private placement and issued 7,420,000 common shares at a price of $0.20 per share for aggregate gross proceeds of $1,485,000. In connection with this private placement, the Company paid cash commission of $89,100 and granted 445,200 warrants. Each warrant is exercisable into one common share of the Company at a price of $0.20 for a period of two years.

The Company has no operating revenues or interest income.

During the year ended May 31, 2011 the Company had a net loss of $81,050 compared to a net loss of $5,420 for the previous period ended May 31, 2010. This significant increase in expenses was a direct result of the completion of the IPO, completion of the above-mentioned private placement, QT investigations and the completion of a full financial year. Expenses are expected to increase in the future as related to the investigation of a potential QT.

Office and administration expenses were $26,980 as compared to $397 for the previous period. Professional fees were $18,075 as compared to $5,000 for the previous period. Bank charges were $306 as compared to $23for the previous period. Other expenses were incurred this year which had no comparatives for the prior period.

4. FINANCIAL CONDITION / LIQUIDITY

At May 31, 2011, the Company had cash and cash equivalents of $1,621,194 compared to cash of $109,580 as at May 31, 2010. The Company has no off-balance sheet financing. The Company has no long-term debt. This increase is due to the completion of the initial public offering of the Company, completion of the above-mentioned private placement,

completion of a full financial year and an increase in activity as related to the investigation of the proposed QT. Share capital also increased as a result.

At this time, the Company has no operating revenues, and does not anticipate any operating revenues until the Company is able to complete a QT. To date the Company has raised funds through equity financing to fund its operations.

Subject to the Company's success in the completion of a QT, the Company may need to raise additional cash for working capital or other expenses. In the interim, the Company will have no revenue other that interest on cash deposits and significant expenses are expected in the identification and acquisition of a qualifying asset. In addition, as a result of the Company's activities, unanticipated problems or expenses could result and require additional capital requirements, subject to TSX Venture Exchange policies and approvals. Although the Company did raise additional capital subsequent to the completion of the IPO, it is acknowledged that the Company may encounter difficulty sourcing future financings in light of the recent economic downturn.

The Company has no assets other than cash deposits and taxes recoverable and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company has sufficient working capital at this time to meet its current financial obligations.

5. CAPITAL RESOURCES

The Company completed its initial public offering for 2,500,000 common shares at $0.10 per share for gross proceeds of $250,000. The agent was paid a commission of 10% of the gross proceeds of the offering and a corporate finance fee of $10,000, legal fees of $10,700 and reimbursed its expenses incurred for a total of $56,090 in costs. In addition, the Company granted an agent's option to acquire that number of Common Shares of the Company as is equal to 10% of the total number of shares (250,000 options) sold under the offering at an exercise price of $0.10 per share for a period of 24 months from the date of listing of the common Shares on the TSX Venture.

On May 13, 2011, the Company closed a private placement and issued 7,420,000 common shares at a price of $0.20 per share for aggregate gross proceeds of $1,485,000. In connection with this private placement, the Company paid share issue costs of $122,141 including cash commission of $89,100 and granted 445,200 warrants. Each warrant is exercisable into one common share of the Company at a price of $0.20 for a period of two years.

The Company's principal business is to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a QT as defined by the regulatory authorities.

6. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

7. OUTSTANDING SHARE DATA

As at May 31, 2011 and September 23, 2011 there were 12,725,000 common shares outstanding. 2,800,000 shares are held in escrow and will be released pursuant to the Escrow Agreement dated September 21, 2010.

(a) Authorized:
Unlimited number of voting common shares without nominal or par value.

(b) Issued voting common shares:

	Number of Shares	Amount $	Contributed Surplus$
Balance on inception	-	-	-
Issued for cash by private placement	2,800,000	140,000	-
Balance, May 31, 2010	2,800,000	140,000	-
Issued for cash in initial public offering	2,500,000	180,655	13,255
Issued for cash by private placement	7,425,000	1,346,731	16,128
Stock-based compensation			5,946
Balance, May 31, 2011 and September 23, 2011	12,725,000	1,667,386	35,329

8. TRANSACTIONS WITH RELATED PARTIES

During the year ended May 31, 2011 the Company paid or accrued fees for office services of $22,500 (2010 - $nil) to a company owned by a director. At May 31, 2011, $2,800 ($nil) is owing to this company and is included in accounts payable.

These transactions are in the normal course of operations and are measured at the exchange amount established and agreed to by the related parties. These transactions are permissible under with Section 8.2 of TSX Venture Policy 2.4 governing payments by CPC's to related parties.

9. PROPOSED TRANSACTIONS

The Company is continually exploring new acquisitions; however, the Company has no other proposed business or financing transactions other than pursuing the completion of a QT to report at this time.

10. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There have been no changes in accounting policies since the incorporation of the Company.

11. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, amounts recoverable, and accounts payable and accrued liabilities. The carrying value of these financial instruments approximates their fair market value because of the short maturity of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency, or credit risks arising from these financial instruments.

12. LEGAL PROCEEDINGS

The Company is not involved in any legal proceedings.

13. DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's President & Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures as well as internal controls over financial reporting for the Company.

Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to provide reasonable assurance that 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 designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to management including its certifying officers, as appropriate to allow timely decisions regarding required disclosure. The Company's CEO and CFO have concluded, based on their evaluation as of the end of the year that the disclosure controls and procedures are effective to provide reasonable assurance that material information related to the Company is made known to them by others. It should be noted that while the Company's CEO and CFO believe that the disclosure controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Controls over Financial Reporting

The CEO and CFO of the Company are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. The Company has assessed the design of the internal control over financial reporting and during this process the Company identified a certain weakness in internal controls over financial reporting which is as follows:

• Due to the limited number of staff, it is not feasible to achieve complete segregation of incompatible duties

The weakness in the Company's internal controls over financial reporting results in a more than remote likelihood that a material misstatement would not be prevented or detected. Management and the Board of Directors work to mitigate the risk of a material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

14. OTHER MD&A REQUIREMENTS

The following table outlines the agent's warrants outstanding as at May 31, 2011 and September 23, 2011:

Issued to	Relationship	Exercise price	Number of shares	Date Granted	Expiry Date
Union Securities Ltd.	Agent	$0.10	250,000	November 30, 2010	November 30, 2012
Union Securities Ltd.	Agent	$0.20	445,200	May 13, 2011	May 13, 2013

The Company has established a stock option plan for its directors, officers and technical consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company.

During the period ended November 30, 2010, the Company granted a total of 200,000 non-transferable options to the directors and officers of the Company contemporaneous with the Company becoming listed on the Exchange. The options are exercisable at $0.15 per share for a period of five years following the date of issue.

The fair value of these options at the date of grants totaling $5,946 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of five years, risk-free interest rate of

2.68%; expected dividend yield of 0% and an expected volatility of 100%. During the year ended May 31, 2011, $5,946 was recorded as compensation expense related to options granted during this year.

*(see notes to financial statements for additional details)

Subsequent Events

There are no subsequent events to report at this time.

Risks and Uncertainties

The Company has a limited history of operations and has not yet entered into an agreement to complete a qualifying transaction. The Company is currently evaluating options and until such a time as they enter into an agreement to complete a QT there is no guarantee that such a transaction will be completed. There can be no assurance that the Company will be able to obtain adequate financing or that the terms of such financing will be favourable.

Cautionary Statement

This MD&A may contain “forward looking statements” that reflect the Company’s current expectations and projections about its future results. When used in this MD&A, words such as “estimate”, “intend”, “expect”, “anticipate” and similar expressions are intended to identify forward looking statements, which, by their very nature, are not guarantees of the Company’s future, operational or financial performance, and are subject to risk and uncertainties and other factors that could cause the Company’s actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements.

Readers are cautioned not to place undue reliance on these forward looking statements which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risk and uncertainties, including the risk and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

For further information about Titus Capital Corp. please visit Sedar at www.sedar.com.