

TITAN URANIUM INC.

FORM 51-102F1 MANAGEMENT DISCUSSION AND ANALYSIS FOR THE NINE MONTH PERIOD ENDED MAY 31, 2006

This Management Discussion and Analysis (MD&A) is an overview of the activities of Titan Uranium Inc. (the "Company") for the nine month period ended May 31, 2006. The MD&A should be read in conjunction with the Company's unaudited financial statements for the quarter ended May 31, 2006 and the notes attached thereto. The effective date of this MD&A is July 21, 2006.

The reader should also refer to the annual audited financial statements for the year ended August 31, 2005

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Management is responsible for the presentation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's audit committee meets with management regularly to review the financial statements and the MD&A, and to discuss other financial, operating and internal control matters.

The reader is encouraged to review the Company's statutory filings on www.sedar.com.

DESCRIPTION OF BUSINESS AND OVERVIEW

The Company is a natural resource company in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties is dependent upon: the existence of economically recoverable reserves; the ability of the Company to obtain the necessary financing to complete exploration and development; and upon future profitable production or proceeds from disposition of such properties.

On May 30, 2005 the Company changed its name from Ceduna Capital Corp. to Titan Uranium Exploration Inc. Then on June 24, 2005 the Company changed its name from Titan Uranium Exploration Inc. to Titan Uranium Inc. The Company trades on the TSX Venture Exchange under the symbol "TUE". The common shares of the Company were transferred from trading on the NEX to the TSX-V Board on June 2, 2005.

The Company has two regional groups of mineral properties. The first group comprises mineral leases in the Thelon Basin region of Nunavut covering an estimated 169,098 acres. The second group of properties consists of mineral leases covering approximately 261,067 acres in the Athabasca region of Saskatchewan.

The Company had \$7,566,915 in working capital at May 31, 2006 primarily from private financings and warrant and option exercises.

FINANCIAL SUMMARY

Nine months ended May 31, 2006

In the nine months ended May 31, 2006 current assets increased to \$7,692,454 from \$2,087,079 as at August 31, 2005. The increase was due to the completion of a \$3,000,000 private placement September 21, 2005, a flow-through \$300,000 placement December 21, 2005 and a \$2,600,000 private placement January 31, 2006. In addition current liabilities have decreased from \$195,353 as at August 31, 2005 to \$125,539.

General and administrative expenses, excluding stock based compensation, for the nine months ended May 31, 2006 were \$1,158,703 (\$283,758 in 2005 comparative period) which consisted primarily of consulting (\$280,758), investor relations and marketing (\$368,197), travel and entertainment (\$195,477) and legal fees (\$31,850). Consulting fees (\$74,930), legal fees (\$73,777) and listing, filing and transfer agent fees (\$56,426) represented the majority of expenses in the 2005 comparative period. The increase in the administrative costs was due primarily to the increased financing and exploration activities of the Company. Stock based compensation of \$600,767 was recorded for the current period as a result of the issuance of 1,815,000 options to directors and consultants of the Company. A further \$290,870 in stock based compensation was recorded in the current period for 1,762,000 options issued in the prior year. Stock compensation is recorded into expenses consistent with the vesting schedule per the stock option plan. Interest income was \$56,164 during the current period due to an increase in cash and cash equivalents.

In the prior comparative period the Company operations were minimal and therefore few costs were incurred. The Company completed its Qualifying Transaction on May 31, 2005.

Three months ended May 31, 2006

In the three months ended May 31, 2006 current assets increased to \$7,692,454 from \$7,444,626 as at February 28, 2006. Resource properties increased by \$1,519,582 in the period due primarily to our active drilling program on our Athabasca properties over this period. Current liabilities have increased from \$44,000 as at February 28, 2006 to the current quarter end position of \$125,539.

General and administrative expenses, excluding stock based compensation, for the three months ended May 31, 2006 were \$452,119 (\$187,198 in 2005 comparative period) which consisted primarily of consulting (\$100,756), salary (\$72,710), investor relations and marketing (\$89,900), travel and entertainment (\$84,791) and legal fees (\$5,795). Consulting fees (\$74,750), legal fees (\$20,678) travel and entertainment (\$20,002), investor relations and marketing (\$22,363), and listing, filing and transfer agent fees (\$34,872) represented the majority of expenses in the 2005 comparative period. The increase in the administrative costs was due primarily to the increased exploration activities of the Company. Stock based compensation of \$356,276 was recorded for the current period. Stock compensation is recorded into expenses consistent with the vesting schedule per the stock option plan. Interest income was \$46,164 during the current period due to an increase in cash and cash equivalents.

Selected Annual and Quarterly Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Financial Statements of the Company for the six months ended May 31, 2006.

	May 31, 2006	Aug 31, 2005	Aug 31, 2004
Total revenues	\$ -	\$ -	\$ -
Net income (loss) before extraordinary items	(1,994,177)	(690,049)	(68,338)
Net income (loss)	(1,994,177)	(690,049)	(68,338)
Basic and diluted earnings (loss) per share	(0.11)	(0.19)	(0.08)
Total assets	10,815,279	3,344,197	-
Total long-term liabilities	-	-	-
Cash dividends	-	-	-

[1] All per share amounts are calculated on a weighted average, basic and fully diluted basis.

[2] Total assets increased in the nine month period primarily as a result of cash realized from private placements, warrant and option exercises.

Summary of Quarterly Results

	May 31, 2006	February 28, 2006	November 30, 2005	August 31, 2005
Total assets	\$ 10,815,279	\$ 9,018,436	\$ 6,212,120	\$ 3,344,197
Working capital (deficiency)	7,566,915	7,400,626	4,622,836	1,891,726
Shareholders' equity (deficiency)	10,689,740	8,974,436	6,119,650	3,148,844
Revenues	-	-	-	-
Net income (loss)	(762,231)	(668,679)	(563,267)	(414,779)
Earnings (loss) per share	(0.03)	(0.04)	(0.04)	(0.03)

	May 31, 2005	February 28, 2005	November 30, 2004	August 31, 2004
Total assets	\$ 2,983,219	\$ 216,171	\$ 59,075	\$ -
Working capital (deficiency)	2,695,877	190,060	(331,700)	(303,722)
Shareholders' deficiency	2,881,938	(109,940)	(331,700)	(303,722)
Revenues	-	-	-	-
Net income (loss)	(187,198)	(52,290)	(35,782)	(34,440)
Earnings (loss) per share	(0.23)	(0.06)	(0.04)	(0.02)

[1] All per share amounts are calculated on a quarterly weighted average, basic and fully diluted basis.

SUMMARY OF MINERAL PROPERTY EXPENDITURES AND EXPLORATION ACTIVITIES

Thelon, Nunavut

On May 31, 2005 the Company completed its Qualifying Transaction by purchasing an option to acquire a 100% interest in eight mining leases located in Nunavut Territory known as the Thelon Uranium Project. In conjunction with this transaction, the Company issued 6,000,000 units at \$0.50 per unit for gross proceeds of \$3,000,000 from a private placement (prospectus financing). Each unit consists of one common share and one-half share purchase warrant. The holder of each whole warrant is entitled to acquire an additional common share at a price of \$0.65 per share until November 30, 2006.

Pursuant to the prospectus financing agreement, the Company issued to the agent 100,000 units to settle the \$50,000 corporate finance fee. These units have the same terms as the offered units including the fact that the 50,000 warrants are listed for trading. The Company also issued 600,000 non-transferable warrants to the agent which can be exercised at \$0.50 per warrant until November 30, 2006.

Furthermore, the Company issued 50,000 units to Jennings Capital Inc. to settle \$25,000 for a fiscal advisory fee related to the prospectus financing. These units have the same terms as the offered units including the fact that the 25,000 warrants are listed for trading.

During the previous year the Company completed additional staking near its mineral leases in Nunavut. As a result of this staking and permitting, the Company's total land holding in the Thelon Basin have increased from the original 9,953 acres to 169,098 acres.

As at July 21, 2006, the Company has received the necessary permits for the planned 2006 diamond drill program which is scheduled to begin late July 2006.

Athabasca, Saskatchewan

On July 5, 2005 the Company announced the acquisition of a 100% interest in 30 mineral claims located in the Athabasca Basin, Saskatchewan from 455702 BC Ltd. and 643990 BC Ltd. (collectively the "Vendors") who are at arms-length to the Company.

The 30 claims make up seven contiguous projects which are located in the eastern, northern and southern segments of the Athabasca Basin. These 30 claims comprise 105,652 hectares (261,067 acres).

Consideration payable to acquire the 100% interest in the claims consisted of the Company:

1. issuing to the Vendors 800,000 common shares in the capital of the Company;
2. issuing to the Vendors 400,000 transferable common share purchase warrants, entitling the holder to acquire up to 400,000 common shares in the capital of the Company at an exercise price of C\$0.75 per common share for a period of 24 months;
3. granting to the Vendor a 2% Net Smelter Return, with the option in favour of the Company to buy back 1% of the Net Smelter Return by paying to the Vendor C\$1,000,000 at any time prior to commercial production from the claims.
4. granting to the Vendor a 10% carried interest in the claims with such carried interest remaining in effect until the commencement of commercial production by the Company on one or more claims with all costs payable attributable to the Vendor to be paid by the Company and repaid by the Vendor from its working interest and/or initial Net Smelter Return.
5. Paying to the vendors \$350,000.

During this period the Company completed deep penetrating Megatam airborne geophysical surveys on Titan's Castle North and South Projects in the western Athabasca Basin. Interpretation of the survey is ongoing and a second more extensive Megatam survey has been completed. The purpose of the surveys is to identify further drill targets that have the potential for hosting high-grade uranium in this highly prospective area with already proven high-grade deposits. The Company has been actively drilling its Castle North and South Projects and is nearing completion of the spring/summer program.

Summary Table of Mineral Property Expenditures

	Aug 31 2005 Opening Balance \$	May 31 2006 Acquisition Costs \$	May 31 2006 Deferred Exploration Costs \$	Total \$
Thelon, Nunavut	307,435	—	87,576	395,011
Athabasca, Saskatchewan	912,613	—	1,709,207	2,621,820
	1,220,048	—	1,810,849	3,030,897

	Thelon, NT	Athabasca, SK	2006 Deferred Exploration Costs
Exploration costs:			
Balance, beginning of the year	297,435	18,613	316,048
Additions			
Camp	—	335,836	335,836
Consulting	79,991	110,341	190,332
Drilling	—	295,906	295,906
Mobilisation/demobilisation	7,665	19,883	27,548
Shipping/transportation	—	—	—
Supplies and maintenance	—	—	—
Surveys	—	948,242	948,242
Balance, May 31, 2006	385,091	1,728,821	2,113,912
Acquisition cost:			
Balance, beginning of the year	10,000	894,000	904,000
Additions	—	—	—
Balance, May 31, 2006	10,000	894,000	904,000
Total Exploration and Acquisition May 31, 2006	395,091	2,622,821	3,017,912

LIQUIDITY AND CAPITAL RESOURCES

The Company is in a strong financial position with \$7,566,915 in working capital, including cash and cash equivalents of \$7,489,300 as at May 31, 2006.

On October 21, 2005 the Company completed a private placement for gross proceeds of \$3,000,000. On December 21, the Company completed a flow-through private placement of 300,000 and on January 31, 2006 the Company completed a further private placement for gross proceeds of \$2,600,000. Subsequent to the quarter end the Company announced its intent to raise up to a further \$5,000,040 through the issue of flow through shares.

Management is confident that there are sufficient funds in the treasury to carry out the planned exploration of the Company's resource properties in the Thelon Basin, Nunavut and Athabasca, Saskatchewan. The Company currently has no source of income and is entirely reliant upon raising equity capital to fund its operations and general administrative costs.

The Company's authorized capital consists of unlimited number of common shares without par value. As at May 31, 2006 and July 21, 2006 the Company had 23,589,218 and 24,491,617 respectively, issued and outstanding common shares. In addition as at July 21, 2006 the Company has 3,982,634 warrants and 2,856,500 options outstanding.

Private Placement

On *January 25, 2006* the Company completed the non-brokered portion of an aggregate \$2,600,000 private placement. The non-brokered portion consisted of 375,000 units at a price of \$1.60 per unit for gross proceeds received of \$600,000. Each unit consists of one common share and one-half one share purchase warrant, with each whole warrant entitling the holder to

purchase one additional common share at a price of \$2.00 until January 25, 2007. A finders fee of 8% of the gross proceeds was paid. In addition 37,500 warrants entitling the holder to purchase one common share of the Company at a price of \$1.75 per common share until January 25, 2007 were issued.

On *January 31, 2006* the brokered portion of the private placement completed and consisted of 1,250,000 units with the same terms as above. The agents received a cash commission of 8% of the gross proceeds raised and agents warrants entitling the agents to purchase up to 10% of the number of units sold under the brokered private placement at a price of \$1.75 per common share until January 31, 2007.

The estimated fair value of these warrants is recorded as \$122,120.

On *December 21, 2005* the Company issued 200,000 flow-through common shares at a price of \$1.50 per share for gross proceeds of \$300,000 through a non-brokered private placement to one placee. A finder's fee equal to 5% of the gross proceeds was paid.

On *September 21, 2005* the Company issued 3,000,000 units at a price of \$1.00 per unit for gross proceeds of \$3,000,000 through a brokered private placement. Each unit consists of one common share and one-half share purchase warrant. The holder of each whole warrant is entitled to acquire an additional common share at a price of \$1.35 per share until September 21, 2007.

Pursuant to the private placement, the Company issued 215,100 units and \$24,900 to settle \$240,000 agent fees. Each unit consists of one common share and one-half non-transferable share purchase warrant. The holder of each whole warrant is entitled to acquire an additional common share at a price of \$1.35 per share until September 21, 2007. The Company also issued 30,000 units to settle a corporate finance fee. Each unit consists of one common share and one-half non-transferable share purchase warrant. The holder of each whole warrant is entitled to acquire an additional common share at a price of \$1.10 per share until September 21, 2007. Additionally, 300,000 non-transferable broker warrants were issued. Each warrant entitles the holder to acquire a common share at a price of \$1.10 per share until September 21, 2007.

The estimated fair value of these warrants is recorded as \$112,470.

Prospectus Financing

On May 31, 2005, the Company issued 6,000,000 units at \$0.50 per unit for gross proceeds of \$3,000,000 pursuant to a prospectus offering. Each unit consists of one common share and one-half share purchase warrant. The holder of each whole warrant is entitled to acquire an additional common share at a price of \$0.65 per share until November 30, 2006. The Company applied the residual approach and allocated total net proceeds to the common shares and \$ nil to the attached warrants.

Pursuant to the prospectus financing agreement, the Company issued 100,000 units to the agent to settle corporate finance fee of \$50,000. These units have the same terms as the offered units including the fact that the 50,000 warrants are listed for trading. The Company also issued 600,000 non-transferable warrants to the agent which can be exercised at \$0.50 per warrant until November 30, 2006. The estimated fair value of these warrants is recorded as \$141,540. This amount has been recorded as share issue costs with a corresponding amount in contributed surplus on the balance sheet.

The Company issued 50,000 units to Jennings Capital to settle an advisory fee in the amount of \$25,000 related to the prospectus financing. These units have the same terms as the offered units including the fact that the 25,000 warrants are listed for trading.

Conversion of Promissory Notes

On May 31, 2005, the Company issued 2,500,000 units and 1,000,000 common shares at a deemed price of \$0.10 per unit/share respectively for the conversion of \$350,000 in non-interest bearing convertible promissory notes. Each unit consists of one common share and one non-transferable share purchase warrant with each warrant entitling the holder to purchase an additional common share of the Company at a price of \$0.20 until May 31, 2006.

Also on May 31, 2005, the Company issued 1,142,857 units at a deemed price of \$0.35 per unit for the conversion of the \$400,000 non-interest bearing convertible promissory notes. Each unit consists of one common share and one-half non-transferable share purchase warrant. The holder of each whole warrant is entitled to acquire an additional common share at a price of \$0.65 per share until November 30, 2006. The Company issued an additional 37,909 units to settle finders fees of \$13,268.

RELATED PARTY TRANSACTIONS

The Company has entered into the following transactions with parties not at arm's length to the Company:

The Company paid or accrued consulting fees totaling \$235,400 [August 31, 2005 - \$155,640] to directors and officers of the Company for the period ended May 31, 2006.

As at May 31, 2006 there was \$13,000 due from and \$8,400 due to a director for expenses [August 31, 2005 - \$9,586]. The amount is non-interest bearing, unsecured and due on demand.

The above transactions have been recorded at the exchange amounts which is the amount agreed to by the transacting parties.

SUBSEQUENT EVENTS

Subsequent to May 31, 2006, the following events occurred:

[a] Up to July 21, 2006 a further 384,200 warrants have been exercised for proceeds of \$273,555.

[b] Up to July 21, 2006 a further 518,200 options have been exercised for proceeds of \$296,090.

Flow-through financing

On July 12, 2006 and July 18, 2006 the Company announced its intent to raise up to \$5,000,040 by the issuance of up to 2,631,600 flow-through units. Each unit, priced at \$1.90 per unit, will consist of one flow-through common share and one-half of one non-flow through common share purchase warrant. Each whole warrant will entitle the holder to purchase an additional common share for a period of up to 24 months at a price of \$2.50 per common share.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and due to related parties. The fair values of these financial instruments approximate their carrying values, unless otherwise noted. It is not practical to determine the fair values of amounts due to related parties due to their related party nature and the absence of a secondary market for such instruments.

It is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments.

RISK AND UNCERTAINTIES

The Company's financial success will be dependent upon the discovery of mineralization or the acquisition of mineral properties and the economic viability of developing its properties. The market price of minerals and/or metals is volatile and cannot be controlled. There is no assurance that the Company's mineral exploration and development activities will be successful. The development of mineral resources involves many risks in which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations of the Company have been funded primarily by the issuance of share capital. The Company's continued operations, as intended, are dependent upon its ability to raise additional funding to meet its obligations and to attain profitable operations. Management's plan in this regard is to raise equity financing as required. There are no assurances that the Company will be successful in achieving these goals.

OUTLOOK

The Company's immediate objective is to complete its summer drill programs on the Athabasca and Thelon properties. The Company has sufficient finances to do this as well as evaluating new project and acquisition opportunities as they may arise.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. It should be read in conjunction and in context with all other disclosure documents of the Company. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented.

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements expressly stated or implied by such forward-looking statements. Such factors include, among others, the following: uranium exploration and development costs and results, fluctuations in the price of uranium, competition, uninsured risks, capitalization and commercial viability and requirements for obtaining permits and licenses.