

**TITANSTAR PROPERTIES INC.**

**FORM 51-102F1**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the six months period ended October 31, 2015**

**TITANSTAR PROPERTIES INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE SIX MONTHS PERIOD ENDED OCTOBER 31, 2015**

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This Management's Discussion and Analysis ("MD&A") dated December 15, 2015 is in respect of the six months period ended October 31, 2015, and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the six months period ended October 31, 2015, together with the audited consolidated financial statements and appended notes and MD&A for the year ended April 30, 2015.

**FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements with respect to TitanStar Properties Inc. (the "**Company**"), including statements that reflect management's expectations regarding the Company's real property assets, the Company's sources of funding, ongoing occupancy levels with respect to the Company's current real estate assets, the local economies in which the Company's real estate assets are located, ongoing capitalization rates and lease rates in such local economies, and the Deer Springs Property asset. Wherever possible, words such as "anticipates," "will," "in the process of" and "on track to" or similar words or phrases have been used to identify such forward-looking statements. Such forward-looking statements are not historical facts, but instead reflect management's current beliefs, expectations and estimates based on information currently available to management. Such forward-looking statements include statements with respect to the potential value of the Company's assets, the Company's anticipated sources of funding, the general climate and growth of the local economies in which the Company's real estate assets are located, decreasing capitalization rates and increasing lease rates in such local economies.

Forward-looking statements are subject to significant risks, uncertainties and assumptions. Although management of the Company believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that the expectations represented in such forward-looking statements will prove to be correct. Some of the factors and risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include the impact of general economic conditions, industry conditions, interest rate fluctuations, changes in currency exchange rates, tax-related risk factors, governmental regulation, environmental risks competition from other industry participants, and the risk of fluctuation and variation in actual operating results, which variation may be material.

There can be no assurance that forward-looking statements will prove to be accurate, as actual events and future events could differ materially from those anticipated. Accordingly, readers should not place undue reliance on forward-looking statements. The forward looking-statements in this communication are made as of the date indicated above. The Company does not undertake any obligation to update any forward-looking information or statements except as and to the extent required by applicable Canadian securities laws.

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**OVERVIEW OF THE COMPANY**

TitanStar Properties Inc. (formerly "DPVC Inc.") was incorporated under the *Canada Business Corporations Act* on June 3, 2008 and is a real estate holding company trading on the TSX Venture Exchange (the "Exchange"). The Company issued share capital and commenced operations on June 30, 2008. On September 27, 2010, the Company's shareholders passed a special resolution approving a change in the Company's name from "DPVC Inc." to "TitanStar Properties Inc." As at October 31, 2015, the Company held a 49% membership interest in Martin Downs NSC LLC, a single purpose entity which holds registered title to the Martin Downs Town Center located in Palm City, Florida, a 38.4% interest in Adam's Dairy Landing located in Blue Springs, Missouri, and 50% interest in three properties under co-ownership accounted for on an equity basis; Deer Springs Crossing located in Las Vegas, Nevada; Swanway Plaza, located in Tucson, Arizona; and, San Tan Plaza, located in Chandler, Arizona.

The sole business of the Company is the ownership of real property interests, consistent with a well-established investment policy. The Company seeks to create a portfolio of stabilized income producing real estate assets primarily in the United States southwest area with value to be maximized through the acquisition of well-positioned, quality assets where management believes there will be lease rate increases in the future and decreasing capitalization rates which will each contribute to value creation.

The initial focus is on necessity-based, nationally-anchored retail/commercial properties and community centers.

In prior reporting periods, the Company made the following investments, either directly or through a subsidiary, in its interests in joint ventures and associates:

- 50% interest in each of two Nevada limited partnerships, Deer Springs Crossing, LP ("DSC LP") and LV Loan Holdings, LP ("LVLH LP").

DSC LP owns certain lands located in Las Vegas, Nevada (the "Deer Springs Property") and LVLH LP owns a promissory note (with respect to a loan related to the Deer Springs Property) and certain related security documents (the "Deer Springs Note").

- 50% interest in a Nevada limited partnership, Sahara Crossing, LP ("Sahara LP").

Sahara LP was formed by the Company and Sahara Crossing Development Company, LLC ("SCDC"), a related party of Juliet Companies LLC ("Juliet") and completed its acquisition of a commercial retail property located in Las Vegas, Nevada (the "Sahara Property").

On September 5, 2014, the Sahara Crossing Property was sold. The buyer was at arm's length to the Company and Juliet. The total purchase price for the Sahara Property was US\$8,675,000. The property was 100% leased at the time of sale. The net proceeds were allocated to partial repayment of the Company's line of credit facility with Romspen Investment Corporation ("Romspen").

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- 50% interest in a Nevada limited partnership, TSP LP I L.P. (“TSP LPI”).

TSP LPI was formed by the Company and Romspen and completed its acquisition of a commercial retail property located in Tucson, Arizona (the “Swanway Plaza”). The Swanway Plaza is a 55,790 square foot retail shopping centre covering a total site area of 5.47 acres. It is currently 87% leased.

- 50% interest in a Nevada limited partnership, TSP LP II L.P. (“TSP LPII”).

TSP LPII was formed by the Company and Romspen and completed its acquisition of a commercial retail property located in Chandler, Arizona (the “San Tan Plaza”). The San Tan Plaza is a 29,945 square foot retail shopping centre covering a total site area of 6.76 acres. It is currently 95% leased.

- 38.4% interest in a Delaware Limited Partnership, Blue Springs Partners LP (“BSP LP”)

BSP LP was formed by the Company and RED development of Phoenix Arizona and completed its acquisition of a commercial retail property located in Blue Springs, Missouri (the “Adam’s Dairy Landing”). The Adam’s Dairy property is a 279,934 square foot retail shopping center. It is currently 91% leased.

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A detailed description of each property interest owned by such joint ventures and associates follows below.

**REAL ESTATE PORTFOLIO**

**Overview**

As at October 31, 2015 and as at the date of this MD&A, the Company's real estate portfolio consisted of five properties. The details of each property as at the date of this MD&A are as follows:

Property	Date Acquired	%	Purchase Price (USD) <sup>(1)</sup>	Lot Size (acres)	Gross Leasable Area (sq ft)	Built/renovated	Major Tenants	Occupancy
Deer Springs Property <sup>(2)</sup> (Las Vegas, NV)	April 2010	50%	10.50 million	20.7	N/A <sup>(3)</sup>	-	N/A <sup>(3)</sup>	N/A <sup>(3)</sup>
Swanway Plaza <sup>(4)</sup> (Tucson, AZ)	December 2012	50%	10.26 million	6.76	55,790	2001	<ul style="list-style-type: none"> <li>• Walgreens</li> <li>• Ace Hardware</li> <li>• Guitar Center</li> <li>• Catherines</li> </ul>	87%
San Tan Plaza <sup>(5)</sup> (Chandler, AZ)	January 2013	50%	3.65 million	5.47	29,945	2006	<ul style="list-style-type: none"> <li>• Bedmart</li> <li>• Desert Hot Tubs</li> <li>• Planet Fitness</li> </ul>	95%
Adam's Dairy Landing <sup>(6)</sup> (Blue Springs, MO)	September 2013	38.4%	58.3 million	33.32	279,934	2008	<ul style="list-style-type: none"> <li>• Gordmans</li> <li>• TJ Maxx</li> <li>• Home Goods</li> <li>• Ross Dress for Less</li> <li>• Michaels</li> </ul>	91%
Martin Downs <sup>(7)</sup> Town Center (Palm City, Florida)	September 2015	49%	2.27 million	7.49	36,252	2006	<ul style="list-style-type: none"> <li>• Panera Bread</li> <li>• BB &amp; T</li> <li>• Sun Trust Bank</li> <li>• Edward Jones</li> </ul>	89%

Notes:

- (1) Subject to customary closing adjustments.
- (2) The Deer Springs Property is owned directly by Deer Springs Crossing LP, a Nevada limited partnership of which the Company owns a 50% beneficial interest. The remaining 50% beneficial interest is beneficially owned by Juliet Companies, LLC ("Juliet"). The Deer Springs Property is managed by Juliet through Diamond Property Company.
- (3) The Deer Springs Property is an approximate 901,692 square feet parcel that is available for, but not currently under, development.
- (4) Swanway Plaza is owned directly by TSP LP I, L.P., a Nevada limited partnership of which the Company owns a 50% beneficial interest. The remaining 50% beneficial interest is owned by Romspen Investment Corporation.
- (5) San Tan Plaza is owned directly by TSP LP II, L.P., a Nevada limited partnership of which the Company owns a 50% beneficial interest. The remaining 50% beneficial interest is owned by Romspen Investment Corporation.
- (6) Adam's Dairy Landing is owned directly by Blue Springs Partners LP, a Delaware limited partnership. The Company owns a 38.4% beneficial interest through its subsidiary, TitanStar US, Inc. The remaining 61.6% is owned by Blue Springs Development Two LLC (GP) and Blue Springs Development Three Inc. (LP).
- (7) Martin Downs is owned directly by Martin Downs NSC LLC, a Delaware LLC. The Company owns a 49% beneficial interest through its subsidiary TitanStar US Inc. The remaining 51% is owned by Inovalis City Center Retail Fund Inc. and Martin Downs GP LLC.

*Deer Springs Property*

The Deer Springs Property is currently an approximately 20.7 acre (901,692 sq. ft.) parcel of property located in Las Vegas, Nevada, with 2.2 acres of the original property having been sold to third parties as described below. The property is located near the I-215/North Fifth interchange in North Las Vegas. When initially acquired, the Deer Springs Property was partially improved with concrete curbs, gutters, sidewalks, street lights, asphalt-paved parking areas and other improvements.

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The property is commercially zoned, and the site is available for, but not currently under, development for an approximately 325,000 square foot retail centre or such other development that management of the Company believes will create value and benefit to its shareholders.

In June 2010, the Company announced that it had entered into a ground lease with McDonalds USA LLC (“McDonalds”) for 38,000 square feet of land on the Deer Springs Property, with an annual ground rental rate of US \$135,000. The site work which was required has been completed, and McDonalds began to construct its approximately 5,000 square foot restaurant at its own expense. In November 2011, the Deer Springs Crossing LP (the “Deer Springs LP”) sold the 38,000 square feet of land under long term lease to McDonalds to a private individual at arm’s length to the Company and Deer Springs LP for a purchase price of approximately US \$2.36 million. In January 2013, 7-Eleven, Inc. purchased a 52,875 square feet development pad, located on 1.2 acres of land within the Deer Springs Property, on which it intends to build a store and gas bar. In consideration, the Deer Springs LP received US \$819,562.50.

Additionally, the Company owns a beneficial 50% interest in LV Loan Holdings, LP (“LVLH LP”). The remaining 50% interest in LVLH LP is beneficially owned by Juliet. LVLH LP owns a promissory note evidencing debt owing under the Deer Springs LP to it. As at July 31, 2015, the amount of indebtedness owing under the Deer Springs Note is approximately US \$9.5 million, with interest accruing at a rate of 0.67% per annum, to be adjusted every three years, and maturing on April 15, 2020. Interest payments are to be made on annual basis. The debt is secured by a deed of trust, assignment of rents, security agreement and fixture filing that encumbers the fee interest in the Deer Springs Property and all buildings and other improvements to the Deer Springs Property. The Company and Juliet have agreed to maintain the debt for income tax purposes.

As at the date of this MD&A, the Company and its partner Juliet have listed the property for sale. In the event of a successful sale, the Company intends to use net proceeds to pay down debt and/or reinvest capital in an income producing asset.

*Swanway Plaza*

The Swanway Plaza is a 55,790 square foot retail shopping centre located at the Broadway Boulevard and Swan Road intersection in Tucson, Arizona, covering a total site area of 5.47 acres. As at the date of this MD&A, the shopping centre is 87% leased and has a variety of retail clients, anchored by two well-known US national retail chains: Walgreens (for 15,120 square feet) and Ace Hardware (for 13,000 square feet). Additional tenants include Guitar Centre, a US national music equipment retail chain, Catherines, a US national women’s clothing retail chain, and Jerusalem Café, an independently owned local restaurant.

On August 27, 2015, the Company received notice that Anna’s Linens (7,500 square feet) had formally rejected its lease and surrendered the premises. On June 14, 2015, the tenant had filed for Chapter 11 bankruptcy protection. It continued paying rent up to August 31, 2015.

Prior to May 1, 2013, Swanway Plaza was managed by Progressive Property Management LLC (“Progressive”) pursuant to an agreement dated December 1, 2012 between the manager and former owner of Swanway Plaza. In consideration of its management services, Progressive received a management fee equal to the greater of: (a) US\$1,320 per month or (b) 4% of the gross

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monthly collections of revenue (including any free rent concessions, security deposits, and other monies collected) from the Swanway Plaza.

Since May 1, 2013, the Swanway Plaza has been managed by Juliet through Juliet Realty, LLC pursuant to a management agreement dated April 5, 2013. In consideration, Juliet receives a monthly fee equal to 2.5% of the monthly gross income received from operating the Swanway Plaza. Juliet has agreed with Barclay Bank PLC that, in the event that TSP LP I is in default of a loan (the "Barclays Loan") made by Barclays Bank PLC to TSP LP I and TSP LP II, it will not be entitled to receive any management fees for and during the period of such default.

Pursuant to the terms of the acquisition, the vendors received a total of approximately US \$10.26 million, of which approximately US \$5.16 million was funded by way of vendor take back financing accruing interest at 4% per annum. The vendor take back financing was subsequently repaid by TSP LP I using proceeds from the Barclays' Loan. The remainder of the acquisition cost was funded in cash, and the Company funded its portion of such cash payment by drawing an amount of US \$2.6 million from a revolving credit facility (the "Romspen Facility") provided by Romspen, which was subsequently repaid from proceeds of the Debenture offering completed in August 2013. The cash invested at closing was subsequently effectively reduced by the increased amount of funding available from the Barclays' Loan. The vendors were at arm's length to the Company, Juliet and Romspen.

*San Tan Plaza*

The San Tan Plaza is a 29,945 square foot retail shopping centre covering a total site area of 6.76 acres, located directly adjacent to Loop 202 in Chandler, Arizona. The property was built in 2006, and as of the date of this MD&A is 95% leased, shadow anchored by the well-known US retail chain Kohl's Department Store. Other tenants include Bedmart, Desert Hot Tubs and Planet Fitness.

The San Tan Plaza is managed by Juliet pursuant to a management agreement dated January 21, 2013, as amended. In consideration, Juliet receives a monthly fee equal to 3% of monthly gross income received from operating the San Tan Plaza. Juliet has agreed with Barclays that, in the event TSP LP II is in default of the Barclays Loan, it will not be entitled to receive any management fees for and during the period of such default.

Pursuant to the terms of the acquisition, the vendors received a total of US \$3.6 million. Of this amount, US \$2 million was borrowed by TSP LP II under the Barclays Loan, with the remaining US \$1.65 million funded in cash. The Company funded its portion of such cash payment by drawing an amount of US \$825,000 from the Romspen Facility, which was subsequently been repaid from proceeds of the Debenture offering. The vendors were at arm's length to the Company, Juliet and Romspen.

*Adam's Dairy Landing*

Adam's Dairy Landing is a 279,934 square foot retail shopping centre and as at the date of this MD&A is 89% leased and has a variety of retail clients, shadow anchored by two US national retail chains: Target (for 131,630 square feet) and Kohl's (for 64,015 square feet). Additional

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tenants include Gordmans, a US apparel and home fashion retailer; TJ Maxx/Home Goods, a US national home furnishing retail chain; Ross, a US off-price apparel and home fashion retail chain; Michaels, a US arts and crafts retail chain; and ULTA Beauty, a US beauty product and services retailer. Prior to September 27, 2014, the income stream to the Company was guaranteed at 100% of proforma regardless of actual occupancy.

The Adam's Dairy Landing is managed by RED Development at market management fees rates. These charges are operating expenses recoverable from tenants.

Pursuant to the terms of the acquisition, the vendors, subsidiaries of RED Development, received US \$6.0 Million, which was drawn from the Romspen line of credit facility. The Romspen line of credit facility has subsequently been repaid from proceeds of the Sahara Property sale and proceeds from private placements. RED Development is at arm's length from the Company.

*Martin Downs Town Center*

Martin Downs Town Center is a 36,252 neighbourhood retail shopping center located in Palm City, Florida, covering a total site area of 7.46 acres. The center was built in 2006 and as of the date of this MD&A is 92.7% leased, shadow anchored by a Publix supermarket. The center has a variety of retail tenants including Panera Bread, BB&T (Trust Company), Sun Trust Bank, Edward Jones, Dunkin' Donuts, Vine & Barley, and others.

The center is managed by NAI commercial at market rates and these operating expenses are recoverable from tenants.

*Martin Downs Town Center Acquisition*

Pursuant to the terms of the acquisition, the vendors received a total of US \$2.269 million. Prior to the acquisition the center was owned 90% by a jointly owned affiliate of Inovalis SA and Hoche Partners International, Inovalis City Center Retail Fund Inc., and 10% owned by Martin Downs GP LC. The company acquired its interest from Inovalis City Center Retail Fund Inc. Each of Inovalis and Hoche are non-arm's length parties to TitanStar by virtue of holding more than 10% of TitanStar's issued and outstanding common shares. Consideration and closing costs for the acquisition were paid by TitanStar issuing 52,077,509 common shares. The property was independently appraised at US \$12,500,000 and the transaction was concluded based on a property value of \$11,500,000. The acquisition was approved by shareholders.



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**SELECTED FINANCIAL INFORMATION**

A summary of selected financial information for the three and six months period ended October 31, 2015 and October 31, 2014 is as follows:

	Three months ended October 31, 2015	Three months ended October 31, 2014
Share of income (loss) of joint ventures and associates	\$ (361,750)	\$ 1,137,925
Net income (loss)	(567,947)	621,778
Comprehensive income (loss)	(608,581)	1,206,811
Net income (loss) per share, basic and diluted	(0.01)	0.01
Total assets	\$ 19,323,892	\$ 16,831,927

	Six months ended October 31, 2015	Six months ended October 31, 2014
Share of income (loss) of joint ventures and associates	\$ (782,597)	\$ 1,105,767
Net income (loss)	(1,348,014)	131,239
Comprehensive income (loss)	1,251,335	644,590
Net income (loss) per share, basic and diluted	(0.02)	0.00
Total assets	\$ 19,323,892	\$ 16,831,927

The Company experienced a higher net income loss in the three months period ended October 31, 2015 than in the comparable period in 2014 as a result of Adams master lease income guarantee that was in place in 2014 and was no longer in effect in 2015. The Company also experienced a higher comprehensive income in the six months period ended October 31, 2015 than in the comparable period in 2014 as a result of increased currency translation income of joint ventures and associates totaling \$1,251,335.

Total assets as at October 31, 2015 included \$18,984,116 of interests in joint ventures and associates, \$233,793 of cash, \$81,887 of short-term investments, and \$23,659 of prepaid expenses and deposits.

A comparative of the Company's financial condition as at October 31, 2015 and 2014 is as follows:

	October 31, 2015	October 31, 2014
Total Assets	\$ 19,323,892	\$ 16,831,297
Working Capital	\$ (400,101)	\$ 324,690

The large decrease in working capital is due primarily to the decrease in taxes recoverable.

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**Results of Operations**

A summary of selected financial information for the three and six months period ended October 31, 2015 and October 31, 2014 is as follows:

	<b>Three months ended October 31, 2015</b>	<b>Three months ended October 31, 2014</b>
<b>Revenue</b>	\$ -	\$ -
General and administrative expense	81,474	228,384
Finance costs	239,425	426,476
Share-based compensation	6,844	3,475
<b>Total expenses</b>	<b>\$ (327,743)</b>	<b>\$ 658,335</b>
Share of income (loss) of joint ventures and associates	(361,750)	1,137,925
Interest income (loss)	11	8
Other income	(22,187)	63,005
Foreign exchange gain (loss)	143,722	79,175
<b>Total other items</b>	<b>\$ (240,204)</b>	<b>\$ 1,280,113</b>
<b>Net income (loss)</b>	<b>\$ (567,947)</b>	<b>\$ 621,778</b>

	<b>Six months ended October 31, 2015</b>	<b>Six months ended October 31, 2014</b>
<b>Revenue</b>	\$ -	\$ -
General and administrative expense	216,439	268,757
Finance costs	465,949	837,828
Share-based compensation	9,196	8,460
<b>Total expenses</b>	<b>\$ (691,584)</b>	<b>\$ 1,115,045</b>
Share of income (loss) of joint ventures and associates	(782,597)	1,105,767
Interest income (loss)	22	18
Other income	67,654	63,005
Foreign exchange gain (loss)	58,491	77,584
<b>Total other items</b>	<b>\$ (656,430)</b>	<b>\$ 1,246,374</b>
<b>Net income (loss)</b>	<b>\$ (1,348,014)</b>	<b>\$ 131,329</b>

The Company experienced a higher net loss in the three months period ended October 31, 2015 compared to the same period in 2014 due primarily to the lower share of income in joint ventures and associates due to the expiration in September 2014 of Adams income guarantee.

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**Selected Quarterly Financial Information**

A summary of selected quarterly financial information for the most recent eight quarters is as follows:

	<b>Quarter Ended October 31, 2015</b>	<b>Quarter Ended July 31, 2015</b>	<b>Quarter Ended April 30, 2015</b>
Net income (loss)	\$ (567,947)	\$ (780,066)	\$ (898,875)
Comprehensive income (loss)	\$ (608,581)	\$ 511,903	\$ (2,139,808)
Net income (loss) per share, basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)

	<b>Quarter Ended January 31, 2015</b>	<b>Quarter Ended October 31, 2014</b>	<b>Quarter Ended July 31, 2014</b>
Net income (loss)	\$ (544,980)	\$ 621,778	\$ (490,450)
Comprehensive income (loss)	\$ 1,575,342	\$ 1,206,811	\$ (430,893)
Net income (loss) per share, basic and diluted	\$ (0.01)	\$ 0.01	\$ (0.01)

	<b>Quarter Ended April 30, 2014</b>	<b>Quarter Ended January 31, 2014</b>
Net income (loss)	\$ (2,631,834)	\$ (1,075,355)
Comprehensive income (loss)	\$ (2,365,268)	\$ (381,108)
Net income (loss) per share, basic and diluted	\$ (0.08)	\$ (0.03)

In the quarter ended October 31, 2013, expenses primarily included professional fees, financing costs, interest on long term debt and filing fees. The expenses for the period were higher than the corresponding period in the prior year as a result of additional professional fees and financing costs incurred during the current period related to the Company's efforts to acquire new investment properties and interests in joint ventures and associates.

In the quarter ended January 31, 2014, expenses primarily included professional fees, financing costs, interest on long term debt, REIT related expenses, write-off of potential projects, travel and filing fees. The expenses for the period were higher than the corresponding period in the prior year as a result of the process of converting the Company into a Real Estate Investment Trust (currently on hold) and prospectus costs for the then planned sub-receipts financing.

In the quarter ended April 30, 2014, expenses primarily included professional fees, financing costs, interest on long term debt, REIT related expenses, write-off of potential projects, travel and filing fees. The expenses for the period were higher than the corresponding period in the prior year as a result of the process of converting the Company into a Real Estate Investment Trust (currently on hold), prospectus costs for the then planned sub-receipts financing and the writing off of projects that did not materialize.

In the quarter ended July 31, 2014, expenses primarily included filing fees and late billings received from suppliers for potential project costs. The expenses for the period were lower than the corresponding period in the prior year as a result of discounts received from suppliers.

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In the quarter ended October 31, 2014, expenses primarily included professional fees, bad debts, financing fees and interest on long term debts. The income for the period was higher than the corresponding period in the prior year due to the sale of Sahara property.

In the quarter ended January 31, 2015, expenses primarily included professional fees, general office costs and interest on long term debts. The Company experienced a higher comprehensive income in the quarter ended January 31, 2015 as a result of a continued strengthening of the US dollar. The Company experienced a higher net loss for the quarter as a result of decrease share of income in joint ventures and associates due to the expiration on September 2014 of Adams income guarantee and the lack of income from this property.

In the quarter ended April 30, 2015, expenses primarily included professional fees, bad debts, general office costs and interest on long term debt. The Company experienced a higher comprehensive income in the quarter ended April 30, 2015 as a result of a continued strengthening of the US dollar. The Company experienced a higher net loss for the quarter as a result of decrease share of income in joint ventures and associates due to the expiration on September 2014 of Adams income guarantee and the lack of income from this property.

In the quarter ended July 31, 2015, expenses primarily included professional fees, general office costs and interest on long term debt. The Company experienced a higher comprehensive income in the quarter ended July 31, 2015 as a result of a continued strengthening of the US dollar. The Company experienced a higher net loss for the quarter as a result of decrease share of income in joint ventures and associates due to the expiration on September 2014 of Adams income guarantee and the lack of income from this property.

The results for the quarter ended October 31, 2015 are previously described under Results of Operations.

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**Financing and Capital Resources**

On May 28, 2014, the Company entered into debt settlement agreements, pursuant to which it would issue an aggregate total of 9,846,152 common shares in lieu of cash for the repayment of a total of \$800,000 amounts due to related parties. The debt settlements were subject to the Company receiving all necessary prior approvals from TSXV. On June 5, 2014, with TSXV approval, the Company issued 9,846,152 common shares for the debt settlement agreements mentioned above, at a price of \$0.08125 per share. The common shares issued are subject to a four month hold resale restriction.

On May 28, 2014, the Company announced that it had formed a strategic alliance with Hoche Partners International ("Hoche Partners") and Inovalis S.A. (France) ("Inovalis S.A.") with respect to the Company's ongoing identification, and if considered desirable, acquisition of commercial retail properties in select markets in the United States. The parties plan to cooperate towards a common goal of acquiring institutional quality retail properties, principally leased to strong regional, national and credit tenants. Each of the Company, Hoche Partners and Inovalis S.A. are at arm's length to each other.

On June 30 2014, with TSXV approval, each of Hoche Partners and Inovalis S.A. acquired 8,615,384 common shares (for aggregate total of 17,230,768 common shares) in a non-brokered private placement offering, at a price of \$0.08125 per share for aggregate proceeds of \$1.4 million. Desjardins Capital Markets ("Desjardins") acted as exclusive financial advisor to the Company with respect to the non-brokered private placement. The Company paid Desjardins a fee of 6.0% in connection with the completion of the private placement.

On September 30, 2014, the Company closed its private placement of an aggregate principal amount of \$2.5 million of 9.0% convertible unsecured subordinated debentures. The debentures are held by a private company of which the President and CEO of the Company is a principal, and by a private company of which a director of the Company is a director.

The debentures will bear interest of 9.0% per annum and will mature on September 30, 2019. The Company may repay all or a portion of the indebtedness owing under the Debentures at any time without penalty.

Each Debenture will be convertible into units with each comprised of one common share and one share purchase warrant at a conversion of \$0.09 in the first year, and for each year thereafter at a conversion price equal to the greater of the closing sales price (or the closing bid, if no sales were reported at the date of determination) of the shares on the TSX Venture Exchange or \$0.10. Each warrant will entitle the holder to acquire an additional share at an exercise price equal to the conversion price of the Debentures in effect at the time such warrants are issued, and will expire on September 30, 2019.

On October 22, 2014, the Company negotiated a reduced rate of interest on the indebtedness owing by it under convertible unsecured subordinated debentures issued in September 30, 2014. The Company and the debenture holders agreed to reduce the debenture rate from 9.0% per annum to 7.5% per annum. All other terms of the debentures remain unchanged.

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On September 21, 2015, with TSX approval, the Company issued an aggregate total of 50,552,705 common shares to an affiliate of Inovalis and Hoche in consideration of an initial 49% membership interest in Martin Downs NSC LLC, a single purpose entity that holds registered title to the Martin Downs Town Center at a price of \$0.06 per share for aggregate proceeds of \$3,033,162. The acquisition was approved by the Company's shareholders at its annual and special shareholders meeting on September 4, 2015.

On October 2, 2015, the Company announced it has closed its non-brokered private placement of 1,524,804 common shares at a price of \$0.06 per share, for gross aggregate proceeds of \$91,488.

Currently, the Company's capital structure consists of one class of common shares and two classes (A and B) of non-voting preferred shares. No preferred shares have been issued to date.

The Company plans to move forward its strategic alliance with Inovalis and Hoche by raising equity through private placements.

As at the date of this MD&A, the Company does not have any commitments for capital expenditures.

### **Liquidity**

As at October 31, 2015, the Company had a working capital deficiency of \$400,101 (2014 – working capital of \$324,690). This increase in working capital deficiency from 2014 was largely due to the decrease in taxes recoverable.

The Company receives ongoing revenue from its interests in the real estate assets described above (see "Real Estate Portfolio"), and anticipates that it may complete further equity or debt financings for additional capital in the future. In the event that the occupancy rate decreases substantially at any one of the Company's real estate assets, the Company's revenue will correspondingly decrease. The Company may not be able to complete further equity or debt financings on terms favorable to the Company or at all. In these events, the Company may not receive the cash flow or liquidity necessary to comply with its obligations to lenders or under the Debentures.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Transactions with Related Parties**

On April 16, 2010, the Company entered into an asset management agreement with TitanStar Capital Corp. (the "Asset Manager"), pursuant to which the Asset Manager will provide management advisory, asset management and administrative services to the Company and its subsidiaries. TitanStar Capital Corp. is a corporation owned by TitanStar Investment Group Inc., which is owned by T. Richard Turner, Chief Executive Officer of the Company. The Company has the right to terminate the asset management agreement at any time upon 60 days' notice. The Asset Manager is entitled to an advisory fee of \$1,000 plus GST per month. On the date on which the Company attains an asset base with a gross book value of \$200 million the Asset Manager is entitled to an annual advisory fee of 0.3% of the gross book value of the assets, payable monthly.

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Also on April 16, 2010, the Company granted the Asset Manager options to purchase 100,000 common shares. Each option will allow the Asset Manager to purchase one common share at a price of \$0.35 per share from the date of issuance until the fifth anniversary of the issuance of such options. The options expired April 16, 2015.

On October 15, 2012, the Company received \$500,000 in loan proceeds from two of its directors, each at \$250,000. Each loan is payable on demand, with interest accruing at 6% per annum. In addition, 500,000 common shares at a value of \$100,000 were issued to the directors for no additional consideration. These loans were subsequently settled on June 11, 2013. As full repayment of the loans, the Company issued each of the directors 833,333 common shares (for 1,666,666 common shares in the aggregate), representing a settlement rate of one common share for every \$0.30 of indebtedness owing.

On May 27, 2013, the Company borrowed an additional \$200,000 from a director of the Company, repayable upon demand. In consideration of making the loan, the Company issued 200,000 bonus shares to the director at a deemed price of \$0.10 per share. This loan was settled on June 5, 2014. As full repayment of the loan, the Company issued 2,461,538 common shares to the director in lieu of cash for the settlement of this loan.

On December 20, 2013, the Company received an aggregate amount of \$1,000,000 in loan proceeds. The loans were advanced by three separate lenders, two of which are companies in which a director of the Company holds beneficial interest, and the third of whom is at arm's length to the Company. Each of the loans accrues interest at a rate of 6% per annum, and are payable upon demand. In connection with the loans, the Company issued an aggregate total of 2,461,539 common shares at \$0.08125 per share. On June 5, 2014, the President, CEO and director of the Company as well as a second director of the Company, received shares of the Company in lieu of cash for the settlement of the previous loan owed to them in the amount of \$800,000. An aggregate of 9,846,152 common shares of the Company were issued as payment of debt.

On September 30, 2014, the Company closed its private placement of an aggregate principal amount of \$2.5 million of convertible unsecured subordinated debentures. The debentures are held by a private company of which the President and CEO of the Company is a principal, and by a private company of which a director of the Company is a director. The Debentures will bear interest at 7.5% per annum and will mature on September 30, 2019. The Company may repay all or a portion of the indebtedness owing under the Debentures at any time without penalty.

Each Debenture will be convertible into units with each comprised of one common share and one share purchase warrant at a conversion price of \$0.09 in the first year, and for each year thereafter at a conversion price equal to the greater of the closing sales price (or the closing bid, if no sales were reported on the date of determination) of the shares on the TSX Venture Exchange or \$0.10. Each warrant will entitle the holder to acquire an additional share at an exercise price equal to the conversion price of the Debentures in effect at the time such warrants are issued, and will expire on September 30, 2019.

For the six months period ended October 31, 2015, the Company incurred \$97,719 (2014 - \$20,408) of interest on amounts due to related parties.

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For the six months period ended October 31, 2015, the Company paid \$42,000 (2014 - \$42,000) of service fees to the CFO.

For the six months period ended October 31, 2015, the Company incurred operating expenses of \$28,428 (2014 - \$nil), included in general and administrative expenses, that were charged by the Asset Manager.

Included in accounts payable and accrued liabilities are amounts owing to the Asset Manager of \$883 (2014 - \$nil) and \$106,232 of accrued interest (2014 - \$nil) owing to a private company of which a director of the Company is a director.

Management of the Company does not receive any other fee than that described above. The Company's CEO and CFO are entitled to receive incentive stock options under the Company's incentive stock option plan. The other directors of the Company also do not receive any cash fee, and are entitled only to participate in the Company's incentive stock option plan. As such, the management and the directors of the Company will generally benefit only as shareholders and incentive stock option holders of the Company, benefitting only as other shareholders will benefit.

**Financial Instruments and Other Instruments**

The Company's financial instruments consist of cash, short-term investments, amounts receivable, deposits, advances to joint ventures, accounts payable, due to related parties, promissory note payable, embedded derivative liability, convertible debentures and long-term debt.

Derivatives, including separated embedded derivatives, are financial liabilities and are recorded initially at fair value. Fair value changes on derivatives are recognized in net loss, unless they are designated as effective hedging instruments.

It is management's opinion that the Company is not exposed to significant liquidity or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows or fair value associated with some financial instruments. The Company is exposed to interest rate risk, through its interests in joint ventures and associates.

For a review of the interest rate risk exposure, please see the section entitled Interest Fluctuations and Financing Risk in the Risk and Uncertainty section below.

Foreign exchange risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Company is exposed to foreign exchange risk as its joint venture and associates investments undertake their economic activities in U.S. currency. Changes in the applicable exchange rate may result in a decrease or increase in foreign exchange income or expense. The Company may enter into forward exchange contracts to manage part of the foreign exchange risk exposures denominated in U.S. currency, but has no forward contracts as at July 31, 2015.



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For a review of the foreign exchange risk exposure on US dollar denominated monetary assets and liabilities of the Company, please see the section entitled Foreign Currency in the Risk and Uncertainty section below.

**Additional Disclosure for Venture Issuers without Significant Revenue**

As the Company has not had significant revenue from operations in the last two financial years, the following is a breakdown of the material costs incurred:

Material Components	Three months ended October 31, 2015	Three months ended October 31, 2014
General and administrative expenses	\$ 81,474	\$ 228,384
Consisting of:		
- Insurance	5,977	4,564
- Bank charges	487	607
- Bad debt	-	219,614
- Filing fees	4,434	8,857
- Office costs	11,795	14,506
- Management fees	3,150	3,150
- Potential project costs	-	1,313
- Professional fees <sup>(1)</sup>	38,917	103,120
- REIT related expenses <sup>(1)</sup>	-	(68,777)
- Office administration	12,048	-
- Sub-receipts & prospectus	-	(68,777)
- Travel	4,666	10,207

(1) After discounts received from suppliers

Material Components	Six months ended October 31, 2015	Six months ended October 31, 2014
General and administrative expenses	\$ 216,440	\$ 268,756
Consisting of:		
- Insurance	11,954	410,025
- Bank charges	1,069	1,334
- Bad debt	-	219,614
- Filing fees	13,836	25,419
- Office costs	23,792	21,590
- Management fees	6,300	6,300
- Potential project costs	-	68,844
- Professional fees <sup>(1)</sup>	128,613	88,628
- REIT related expenses <sup>(1)</sup>	-	(131,063)
- Office administration	24,074	-
- Sub-receipts & prospectus	-	(59,299)
- Travel	6,802	17,364

**Disclosure of Outstanding Share Data**

As at October 31, 2015 and the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

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	<b>As at October 31, 2015</b>	<b>As at the date of this MD&amp;A</b>
Voting or equity securities authorized	Unlimited	Unlimited
Securities convertible or exercisable into voting or equity securities – share options	Share options to acquire up to 10% of outstanding common shares	Share options to acquire up to 10% of outstanding common shares
Voting or equity securities issued and outstanding	116,777,277 common shares	116,777,277 common shares
Securities convertible or exercisable into voting or equity securities – directors and officers share options	2,295,000	2,295,000
Securities convertible or exercisable into voting or equity securities – agent’s warrants	-	-
Total voting or equity securities issuable on conversion or exchange of outstanding securities	2,295,000	2,295,000

**Additional Disclosure for Venture Issuers with Significant Equity Investees**

The following table summarizes the assets, liabilities and results of operations of the Company’s equity investees, DSC LP, LVLH LP, Sahara LP, TSP LPI and TSP LP II, for which the Company holds a 50% indirect interest in each, Adam’s Dairy Landing for which the Company holds a 38.4% interest and Martin Downs Town Center for which the Company holds a 49% interest. All figures are translated to Canadian dollars at the rate of exchange in effect at the quarter end date for net assets and at average rates prevailing during the period for net income.

	October 31, 2015	October 31, 2014
Total assets	\$ 126,538,728	\$ 99,081,347
Total liabilities	\$ 85,282,775	\$ 64,172,098
Net assets	\$ 41,255,953	\$ 34,909,249
TitanStar’s share of net assets	\$ 18,984,116	\$ 15,614,279

	Six months ended October 31, 2015	Six months ended October 31, 2014
Revenue and gains	\$ 4,598,049	\$ 2,802,275
Expenses	\$ (6,626,908,)	\$ (1,987,098)
Net income (loss)	\$ (2,028,859)	\$ 815,176
TitanStar’s share of net income (loss)	\$ (782,597)	\$ 424,220

Additional information regarding the Company’s proportionate interest in the significant equity investees is disclosed in note 5 in the October 31, 2015 condensed consolidated interim financial statements.

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**RISKS AND UNCERTAINTIES**

**General Business Risks**

The Company will be subject to general business risks and to risks inherent in the commercial real estate industry, including the ownership of real property. These risks include general economic and market factors, tenant credit risk, local real estate conditions, competition, changes in government regulation, interest rates, the availability of equity and debt financing, environmental and tax related matters, availability of specialized trades people and reliance on key personnel. Any one of, or a combination of, these factors may adversely affect the financial position of the Company.

**Real Property Ownership**

All real property investments are subject to elements of risk. Such investments are affected by general economic conditions, local real estate markets, the attractiveness of the properties to residents, supply and demand for space, and competition from other available space and various other factors.

The performance of the economy in the area in which the Deer Springs Property, Swanway Plaza, San Tan Plaza and Adam's Dairy Landing (collectively called the "Properties") are located affects occupancy, market rental rates and expenses. These factors consequently can have an impact on the future share of income/(loss) attributable to the Company from the Properties, and the value of the underlying investments in the joint ventures and associates.

Other factors may further adversely affect the future share of income/(loss) from joint ventures and associates and value of the Properties. These factors include local conditions in the areas in which the Properties are located, such as an oversupply of commercial real estate properties or a reduction in the demand for commercial real estate properties, the attractiveness of the Properties to tenants, competition from other properties and the Company's ability to provide adequate facilities, maintenance, services and amenities. Operating costs, including real estate taxes, insurance and maintenance costs, and mortgage payments, if any, do not, in general, decline when circumstances cause a reduction in income from a property. The Company could sustain a loss as a result of foreclosure on the Properties if they are mortgaged to secure payment of indebtedness and the Company or its wholly-owned subsidiaries, as applicable, were unable to meet their mortgage payments. In addition, applicable laws, including tax laws, interest rate levels and the availability of financing also affect revenues from properties and real estate values generally.

**Asset and Development Strategy**

It is intended that the Company's business strategy will involve expansion through acquisitions that are in addition to the Properties. These activities require the Company to identify acquisition candidates or investment opportunities that meet its criteria and are compatible with its growth strategy. The Company may not be successful in identifying commercial real estate properties that meet its acquisition criteria or in completing acquisitions or investments on satisfactory terms. Failure to identify or complete acquisitions will slow the Company's growth. The Company could also face significant competition for acquisitions opportunities. Some of the Company's

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competitors have greater financial resources than the Company and, accordingly, have a greater ability to borrow funds to acquire and develop properties. These competitors may also be willing and/or able to accept more risk than the Company can prudently manage, including risks with respect to the geographic concentration of investments and the payment of higher prices. This competition for investments may reduce the number of suitable investment opportunities available to the Company and may increase acquisition costs in certain areas where the Company's facilities are located or in areas targeted for growth and, as a result, may adversely affect the Company's operating results.

Even if the Company were successful in identifying suitable acquisitions projects, newly acquired properties may fail to perform as expected and management of the Company may underestimate the costs associated with the integration of the acquired properties. In addition, any expansions the Company undertakes in the future are subject to a number of risks, including, but not limited to, construction delays or cost overruns that may increase project costs, financing risks, the failure to meet anticipated occupancy or rent levels, failure to receive required zoning, land use and other governmental permits and authorizations and changes in applicable zoning and land use laws. If any of these problems occur, expansion costs for a project will increase, and there may be significant costs incurred for projects that are not completed. In deciding whether to acquire or expand a particular property, the Company will make certain assumptions regarding the expected future performance of that property. If the Company's acquisition or expansion of properties fails to perform as expected or incurs significant increases in projected costs, the joint ventures' and associates' net income could be lower than expected, resulting in the Company recognizing a lower than expected share of income from joint ventures and associates, or potentially a share of loss from joint ventures and associates.

It is intended that the Company will invest in new developments which carry a certain risk that projected financial returns may not be achieved and that cost overruns, or start-up losses may require further equity injections. The Company manages this risk through detailed evaluation of each development separately and ensuring certain criteria have been met, including an extensive supply and demand analysis and establishing capital participants.

**Dependence on and Relationship with Asset Manager**

The financial performance of the Company will depend in part on the performance of the Asset Manager. The success of the Company is dependent on the services of certain management personnel, including T. Richard Turner, the Chief Executive Officer of the Company. The loss of the services of such personnel could have an adverse effect on the Company.

**Joint Venture and Associate Investments**

The Company has a 50% interest in LV Loan Holdings GP Inc. and LVLH LP and, through its wholly-owned subsidiary, TitanStar DSC Holding Inc., has a 50% interest in the Deer Springs Property (through DSC LP). The Company also has a 50% interest in each of the Swanway Plaza (through TSP LPI) and the San Tan Plaza (through TSP LPII). The Company also has a 38.4% interest in Adam's Dairy Landing and a 49% interest in Martin Downs Town Center. The Company may also enter into further arrangements with respect to other properties in the future. In any such arrangement, the Company may not be in a position to exercise sole decision-making authority regarding the properties owned through these arrangements. Investments may, under

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certain circumstances, involve risks not present when a third party is not involved, including the possibility that investment partners might become bankrupt or fail to fund their share of required capital contributions. Investment partners may have business interests or goals that are inconsistent with the Company's business interests or goals and may be in a position to take actions contrary to the Company's policies or objectives. Such investments also have the potential risk of impasse on strategic decisions, such as a sale, because neither the Company nor the investment partner would have full control over the arrangement. Any disputes that may arise between the Company and its investment partners could result in litigation or arbitration that could increase the Company's expenses and distract its officers and/or directors from focusing their time and effort on the Company's business. In addition, the Company might in certain circumstances be liable for the actions of its investment partners.

**Investment Concentration**

The Company will be susceptible to adverse markets in Las Vegas, Nevada, Tucson, Arizona Chandler, Arizona, Blue Springs, Missouri, and Palm City, Florida, the five markets in which it is operating, such as changing demographics and other factors. Presently, the Company's interests in the Deer Springs Property, located in Nevada, account for 39% of the Company's total real property assets. The Company's interests in the Swanway Plaza and San Tan Plaza, located in Arizona, account for 18% of the Company's total real property assets. The Company's interest in Adam's Dairy Landing located in Missouri, account for 27% of the Company's real property assets and the Company's interest in Martin Downs Town Center in Palm City, Florida, account for 16% of the Company's real property assets. As a result of this concentration of assets, the Company will be particularly susceptible to adverse market conditions in these regions. Any adverse economic or real estate markets in the areas in which the Properties are located, or in the future in any of the other markets in which the Company operates, or any decrease in demand for commercial real estate resulting from the local economy or demographics could adversely affect the rental revenues of the joint ventures and associates. This effect could impair the ability of the joint ventures and associates to service their debt obligations and generate stable positive cash flow from operations to generate a return for the Company.

**Illiquidity**

Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity in the joint ventures may tend to limit the Company's ability to vary its portfolio promptly in response to changing economic or investment conditions.

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**Uninsured Losses**

DSC LP, TSP LPI, TSP LPII, Adam's Dairy Landing and Martin Downs Town Center will carry comprehensive general liability, fire, flood, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for properties similar to the Properties. There are, however, certain types of risks, generally of a catastrophic nature, such as wars or environmental contamination, which are either uninsurable or not insurable on an economically viable basis. Should an uninsured or under-insured loss occur, the Company could lose its investment in, and anticipated profits and cash flows from the Properties.

**Environmental Risk**

As an indirect owner of real property in the United States, the Company is subject to various federal, state and municipal laws relating to environmental matters. Such laws provide that the Company could be liable for the costs of removal of certain hazardous substances and repair of certain hazardous locations. The failure to remove or remediate such substances or locations, if any, could adversely affect the Company's ability to sell such real estate or to borrow using such real estate as collateral and could potentially also result in claims against the Company.

Management is not aware of any material non-compliance with environmental laws with respect to the Properties. The Company is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with the Properties. However, the Company cannot guarantee that any material environmental conditions do not or will not otherwise exist with respect to the Properties.

**Public Market Risk**

It is not possible to predict the price at which the Shares will trade and there can be no assurance that an active trading market for the Shares will be sustained. The Shares will not necessarily trade at values determined solely by reference to the value of the underlying business of the Company or its assets. Accordingly, the Shares may trade at a premium or a discount to the value implied by the value of the Company's assets. The market price for the Shares may be affected by changes in general market conditions, fluctuations in the markets for equity securities and numerous other factors beyond the control of the Company.

**Debt Financing**

The Company and joint ventures and associates have incurred and may incur indebtedness in the future in connection with the acquisition or expansion of facilities and its business. The joint ventures and associates may incur unsecured debt or mortgage debt by obtaining loans secured by some or all of their real estate properties or assets. The Company's and/or joint ventures' and associates' debt may harm the Company's business and operating results by:

- requiring the joint ventures and associates to use a substantial portion of their cash flow from operations to pay principal and interest, which will reduce the amount of cash available for generating a return to the Company, and thus, other purposes;

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- limiting the Company's ability to borrow more money for operating or capital needs or to finance acquisitions in the future; and
- making the Company more vulnerable to economic and industry downturns and reducing its flexibility in responding to changing business and economic conditions.

In addition to the risks discussed above and those normally associated with debt financing, including the risk that the Company's or the joint ventures' and associates' cash flow will be insufficient to meet required payments of principal and interest, the Company will also be subject to the risk that the joint ventures and associates will not be able to refinance potential future indebtedness on their properties and that the terms of any refinancing they could obtain would not be as favourable as the terms of their existing indebtedness. If the joint ventures and associates are not successful in refinancing debt when it becomes due, the Company may be forced to dispose of its interest in the joint ventures and associates on disadvantageous terms, which might adversely affect its ability to service other debt and to meet its other obligations. In addition, the financing arrangements of the Company may contain covenants that will restrict its ability to operate its business in certain ways. If the Company fails to comply with the restrictions in its financing arrangements, its lenders may be able to accelerate related debt as well as any other debt to which a cross-default or cross-acceleration provision applies. A default could also allow creditors to foreclose, sell or realize on the property securing such debt or exercise other remedies against the Company. Credit facilities also typically require repayment of funds or cash flow sweeps when certain coverage ratios are not met. In connection with its financing arrangements, the Company expects that it will grant security interests over substantially all of its assets. If the Company is not able to meet its debt service obligations, it risks the loss of some or all of its assets to foreclosure or sale.

**Interest Fluctuations and Financing Risk**

The Company may finance future acquisitions in part with debt borrowings, which could bear interest at fixed or variable rates. The interest expense on any variable rate indebtedness of the Company will increase when interest rates increase. Interest rates are currently low relative to historical levels and may increase significantly in the future. A significant increase in interest expense could adversely affect the Company's results of operations.

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**Failure to Obtain Additional Financing**

The Company may require additional financing in order to grow and expand its operations. It is possible that such financing will not be available or, if it is available, will not be available on favourable terms. Future financing may take many forms, including debt or equity financing, which could alter the debt-to-equity ratio of the Company or which could be dilutive to Shareholders.

**Dilution**

The number of Shares that the Company is authorized to issue is unlimited. The directors of the Company will have the discretion to issue additional Shares in order to raise additional capital or in connection with future acquisitions, which may have a dilutive effect on Shareholders.

**Potential Volatility of Share Price**

It is not possible to predict the price at which the Shares will trade and there can be no assurance that an active trading market for the Shares will be sustained. The market price of the Shares may be volatile and could be subject to wide fluctuations due to a number of factors, including but not limited to: (i) actual or anticipated fluctuations in the Company's results of operations; (ii) changes in estimates of the Company's future results of operations by management or securities analysts; and (iii) general industry changes. In addition, the financial markets have in the past experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many venture and real estate issuers and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the real estate industry specifically, may adversely affect the market price of the Shares.

**Limited Prior Public Market**

The Shares have a limited record of trading publicly on the Exchange. The Company cannot predict at what price the Shares will trade and there can be no assurance that an active trading market will be maintained. A publicly traded real estate company will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. Accordingly, the Shares may trade at a premium or a discount to values implied by valuations.

**Proposed Acquisitions**

There can be no assurance that the Company will complete further acquisitions of real property interests. Acquisitions of properties by the Company are subject to normal commercial risks and satisfaction of closing conditions that may include, among other things, lender approval, receipt of estoppel certificates and obtaining title insurance. Such acquisitions may not be completed or, if completed, may not be on the terms that are exactly the same as initially negotiated. In the event that the Company does not complete an acquisition, it may have an adverse effect on the operations and results of the Company in the future. There can also be no assurance that the Company will be able to identify and acquire additional real property interests on competitive terms or at all.



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**Potential Conflicts of Interest**

Situations may arise where the interests of directors and officers may conflict with the interests of the Company. Conflicts, if any, will be subject to the procedures and remedies provided by the *Canadian Business Corporations Act*.

Juliet is the manager of certain properties of the Company (including the Deer Springs Property, the San Tan Plaza and Swanway Plaza), and may in the future manage further properties acquired by the Company. There is a risk that the expectation of being engaged as the manager of a property could result in an adviser recommending that the Company complete real estate acquisitions that such adviser would not recommend completing in the absence of such an expectation.

**Foreign Currency**

The results of operations of the Company are reported in Canadian dollars. The Company's operations are anticipated to be conducted almost exclusively in the United States. Any fluctuations in the value of the US dollar relative to the Canadian dollar may result in variations in the share of income/loss from joint ventures and associates and the net income of the Company. The Company does not plan on undertaking any hedging in order to mitigate its foreign currency risks.

At October 31, 2015, the Canadian dollar equivalent of monetary assets and liabilities that are denominated in U.S. dollars are as follows:

	October 31, 2015	April 30, 2015
Cash	\$ 223,896	\$ 218,874
Short-term investments	81,887	75,489
Amounts receivable	-	-
Taxes recoverable	-	523,286
Deposits	-	20,291
Investment in joint ventures	18,984,117	15,474,492
Advances to joint ventures	-	-
Accounts payable	126,558	52,295

If the Canadian dollar had strengthened 5 percent against the U.S. dollar with all other variables held constant, the Company would have additional loss from foreign exchange included in net loss for the six months period ended October 31, 2015 of approximately \$17,519 (2014 loss of \$42,100) and additional loss from currency translation adjustments of joint ventures and associates included in other comprehensive income or loss for the six months period ended October 31, 2015 of approximately \$953,082 (2014 loss of \$781,300). If the Canadian dollar had weakened 5 percent against the U.S. dollar with all other variables held constant, the Company would have additional income from foreign exchange included in net loss for the six months period ended October 31, 2015 of approximately \$17,519 (2014 income of \$42,100) and additional income from currency translation adjustments of joint ventures and associates included in other comprehensive income or loss for the six months period ended October 31, 2015 of approximately \$953,082 (2014 income of \$781,300). The foreign currency exchange rate sensitivity in comprehensive income or loss is attributable to a change in the translation of monetary assets and liabilities, and interest in joint ventures and associates, denominated in U.S. dollars.

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The sensitivity analyses do not take into consideration that the Company's assets and liabilities are actively managed. Additionally, the financial position of the Company may vary at the time that any actual market movement occurs or be mitigated by management actions to reduce exposure to risks.

Other limitations in the above sensitivity analyses include the use of hypothetical market movements to demonstrate potential risk that only represent the Company's view of possible near-term market changes that cannot be predicted with any certainty; and the assumption that all interest rates move in an identical fashion.

**Foreign Political Risk**

The Properties are located in the United States and, as such, a substantial portion of the Company's business will be exposed to various degrees of political, economic and other risks and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of governmental orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on foreign ownership, inability to obtain or delays in obtaining necessary permits, opposition to property development from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

**Inability to Resell Shares**

There can be no assurance that an active and liquid market for the Shares will be developed and, if developed, will be maintained; and a holder of Shares may find it difficult to resell those Shares.

**Critical Accounting Estimates**

The preparation of financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in preparation of the financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

**Changes to Significant Accounting Policies**

Effective May 1, 2014, the Company adopted IFRIC Interpretation 21. The interpretation addresses the accounting for a liability to pay a levy within the scope of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets. The adoption of IFRIC Interpretation 21 did not require any change to the recognition or measurement of liabilities of the Company.

The following standards will be effective for subsequent annual periods. The Company is currently evaluating the impact of these standards on its consolidated financial statements.

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IFRS 9 – Financial Instruments replaces IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of its financial assets. The standard is effective for years beginning on or after January 1, 2018 with earlier adoption permitted.

IFRS 15 – Revenue from Contracts with Customers replaces IAS 11 – Construction Contracts and IAS 18 – Revenue, as well as various IFRIC and SIC interpretations, specifies the steps and timing for entities to recognize revenue and enhance disclosure requirements effective for annual periods beginning on or after January 1, 2018 with earlier adoption permitted.

**Other MD&A Requirements**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).