

Titan Medical Inc.

Management's Discussion and Analysis

FOR THE YEAR ENDED DECEMBER 31, 2013

This Management's Discussion and Analysis ("MD&A") is dated March 6, 2014.

This MD&A provides a review of the performance of Titan Medical Inc. ("Titan" or the "Company") and should be read in conjunction with its audited financial statements for the year ended December 31, 2013 (and the notes thereto) ("Financial Statements"). The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is Canadian dollars.

Additional information in respect of the Company, including the Company's most recent annual information form, can be found under the Company's profile at www.sedar.com.

Internal Control over Financial Reporting

During the year ended December 31, 2013, no changes were made to the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Forward-Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion other than statements of historical facts, that address future events, developments or transactions that the Company expects, are forward-looking statements. These forward-looking statements are made as of the date of this MD&A. Forward-looking statements are frequently, but not always, identified by words such as "expects", "expectation", "anticipates", "believes", "intends", "estimates", "predicts", "potential", "targeted", "plans", "possible", "milestones", "objectives" and similar expressions, or statements that events, conditions or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements that appear in this MD&A include: the Company anticipates expanding its patent portfolio by filing patent applications as it develops new robotic surgical technologies and by in-licensing suitable technologies; the Company continues to actively explore in-licensing opportunities for technologies that may be used in conjunction with its robotic surgical system; over the course of the next twelve to eighteen months, Titan's objectives include continuing the development and completion of a clinical/commercial prototype, human clinical trials and regulatory submissions; Titan will continue its pursuit of key strategic relationships, carrying on efforts to secure its intellectual property through patent and licensing process, the continued development of its robotic surgical system and the raising of equity capital. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual results of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other

factors, such as current global financial conditions, dependence on key personnel, conflicts of interest, obtaining of or cost of additional financing, strategic alliances, uncertainty as to product development and commercialization milestones, results of operations, competition, technological advancements, rapidly changing markets, uncertain market, uncertain acceptance of the Company's technology or intellectual property, infringement of intellectual property rights, scope and cost of insurance and uninsured risks, risks associated with the Company entering into additional long-term contractual arrangements, ability to license other intellectual property rights, government regulation, changes in government policy, changes in accounting and tax rules, regulatory inquiries, requirements and approvals, contingent liabilities, manufacturing and product defects, limited history of earnings, stock price volatility and the risks and uncertainties discussed under the "Risk Factors" section in our most recent annual information form, which section is expressly incorporated by reference into this MD&A.

There may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Other than as specifically required by law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results or otherwise. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. Accordingly, investors should not place undue reliance on forward-looking statements.

History and Business

Titan Medical Inc. is the successor corporation formed pursuant to two separate amalgamations (the "Amalgamations") under the *Business Corporations Act* (Ontario) on July 28, 2008: (i) Synergist Medical Inc. ("Synergist") amalgamated with Titan Medical Inc. (formerly, 2174656 Ontario Limited), then a wholly owned subsidiary of KAM Capital Corp. ("KAM"), to form a new corporation called Titan Medical Inc. ("Amalco"); and (ii) the amalgamation of Amalco with KAM to form Titan Medical Inc.

The Amalgamations constituted the Qualifying Transaction of KAM under the policies of the TSX Venture Exchange and satisfied the requirement to complete a Going Public Event as such term was defined in debentures previously issued by Synergist.

Titan's business consists of the continued development of its robotic surgical system as described in more detail below.

The Company continues the business of Synergist which was incorporated in 2002 and which commenced business in May 2006. The Company is committed to developing its robotic surgical system with the objective of substantially improving upon minimally invasive surgery (surgery without large incisions). From inception, the Company has been focusing on its research and development activities and building its intellectual property portfolio, trade secrets and scientific and technical knowledge base.

The Company is incorporated in Ontario, Canada under the *Business Corporations Act* (Ontario).

The address of the Company's corporate office and its principal place of business is 170 University Avenue, Suite 1000, Toronto, Ontario, Canada.

Overall Performance

The Company's business continues to be in the development stage and is focused on the continued research and development of robotic surgical technologies for application in minimally invasive surgery ("MIS"). The Company is currently developing the SPORT™ (Single Port Orifice Robotic Technology) Surgical System, a single-incision (also referred to as single-port) robotic surgical system. The SPORT™ Surgical System comprises a surgeon-controlled robotic platform that includes a 3D vision system and interactive instruments for performing MIS procedures, and a surgeon workstation that provides the surgeon with an interface to the robotic platform and also provides a 3D endoscopic view of inside a patient's body during MIS procedures. The SPORT™ Surgical System is being designed to expand robotic surgery into areas of surgical specialties and simple and complex procedures that are currently under-serviced, and to allow surgeons to perform general surgery procedures within small to medium size surgical spaces such as cholecystectomy.

The Company has completed research and early development of the major components of the SPORT™ Surgical System including multi-articulating instruments with increased degrees of freedom of movement, a custom designed 3D high definition vision system capable of motorized pan and tilt, and surgeon controls that allow the user to control the instruments through one-to-one movements of the surgeon controllers.

In addition to the current development of robotic surgical technologies, the Company also actively explores in-licensing opportunities for technologies that may be used in conjunction with the Company's surgical system. In 2012, the Company entered into an exclusive license agreement with Columbia University for a single-site robotic surgical technology for use in single incision surgery. The Company has exclusive license rights for the development and commercialization of the licensed technology. This licensed technology has formed the basis of the SPORT™ Surgical System.

Following the licensing of the single-site technology from Columbia University, the Company commenced development of the SPORT™ Surgical System. The SPORT™ Surgical System is being developed with the goal of providing interactive instruments and a 3D high definition vision system capable of being inserted into the patient's body cavity through a single incision. Specifically, the design contemplates a collapsible device that, when collapsed, would be capable of being inserted into the patient's body cavity through a skin incision of approximately 25mm. Once inserted, the device is configured to deploy into a working configuration wherein the 3D high definition vision system and interactive multi-articulating instruments can be controlled by a surgeon positioned at the surgeon controls.

The Company continues to evaluate its robotic surgical technologies under development for intellectual property protection through a combination of trade secrets and patent applications. As of December 31, 2013, the Company had ownership of seven U.S. patents and twelve patent applications filed in the U.S. or under the Patent Cooperation Treaty (PCT). Additionally, the Company holds exclusive rights to four patent applications presently pending before patent offices in the U.S., Canada or Europe.

The Company anticipates expanding its patent portfolio by filing patent applications as it develops new robotic surgical technologies and by in-licensing suitable technologies.

As part of its development and commercialization efforts, the Company has established certain milestones that it uses to assess its progress towards developing commercially viable robotic surgical technologies. These milestones relate to technology and design advancements as well as to dates for clinical testing and completing regulatory submissions. To assess progress, the Company regularly tests and evaluates its technology. If such evaluations indicate technical defects or failure to meet cost or performance goals, the Company's commercialization schedule could be delayed and potential purchasers of its initial commercial systems may decline to purchase them or choose to purchase alternative technologies.

Among other things, the future success of the Company is substantially dependent on its continued research and development program. In addition to being capital intensive, research and development activities relating to sophisticated technologies that the Company develops are inherently uncertain as to future success and the achievement of desired results. If delays or problems occur during the Company's ongoing research and development activities, important financial and human resources may need to be diverted toward resolving such delays or problems. Further, there is a material risk that the Company's research and development activities may not result in a functional, commercially viable product or one that is approved by regulatory authorities.

During the third quarter of 2013, management confirmed that it would focus exclusively on the SPORT™ Surgical System and move as expeditiously as possible towards commercialization and as a result made the decision to discontinue, indefinitely, further development of the multi-port system. This decision will not have a significant impact on the current or future results of Titan. Financial resources previously earmarked for the multi-port system will be applied to the development of the SPORT™ Surgical System. Efforts are now focused entirely on the continuing development of the SPORT™ Surgical System. Staffing for the multi-port system has been reduced in an orderly fashion primarily by way of attrition. The incremental space in Ancaster, Ontario, from which the multi-port system development was being conducted, has been made available for sub-lease on an as is basis.

The Company augmented its in-house capabilities by appointing Dr. Dennis Fowler to the position of Director of Clinical Affairs. Dr. Fowler is responsible for Titan's clinical affairs and regulatory approval process plan for SPORT™ Surgical System including its pre-clinical and clinical testing strategy for submission to and approval by the U.S. Federal Drug Administration (FDA) and by the European Union.

During the fourth quarter, the Company commenced tissue testing through which the functionality of the SPORT™ Surgical System was demonstrated. Titan continued to advance the development of the SPORT™ Surgical System, working closely with its development partner.

Operations

The Company undertakes its research and development in conjunction with external medical technology development firms. Currently, the Company has aspects of its robotic surgical

technologies completed through purchase orders and does not have long-term development contracts with any third parties.

Selected Annual Information

The following table summarizes selected financial data reported by the Company for the years ended December 31, 2013, 2012, and 2011. The information set forth should be read in conjunction with the respective audited financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”).

	2013	2012	2011
Net sales	-	-	-
Net and comprehensive loss for the year	\$9,343,749	\$7,757,244	\$16,127,529
Basic & diluted loss per share	\$ 0.13	\$0.12	\$0.30
Total long term liabilities	-	-	-
Total assets	\$3,411,159	\$5,721,131	\$11,350,395
Dividends	-	-	-

Significant changes in key financial data from 2011 to 2013 can be attributed to the availability of added funding and resulting development of the Company’s robotic surgical technologies. During 2011 the Company continued to develop its robotic surgical technologies, hired additional employees and secured new premises in support of research and development efforts. This growth was possible as a result of financings completed on June 21, 2011 and December 22, 2011.

In 2012, the Company started the transition to the less capital intensive single-port platform.

The Company incurred a net loss of \$9,343,749 during the year ended December 31, 2013, compared with a net loss of \$7,757,244 for the year ended December 31, 2012, respectively. The increase in expenditures for the year ended December 31, 2013 compared to the year ended December 31, 2012 reflects the Company’s increased and committed focus to the ongoing development of the SPORT™ Surgical System.

During the year ended December 31, 2013, corporate expenditures related to furthering key strategic relationships, carrying on efforts to secure the Company’s intellectual property, and continuing development of the SPORT™ Surgical System. As of December 31, 2013, the Company has ownership of seven patents issued in the U.S. and twelve patent applications filed in the U.S. or under the PCT. The Company also has exclusive rights to four patent applications pending before patent offices in the U.S., Canada or Europe.

Research and development expenditures (all of which were expensed in the periods) for the year ended December 31, 2013 and December 31, 2012, respectively, were as follows:

Research and Development Expenditures	Year Ended December 31, 2013	Year Ended December 31, 2012
Intellectual property development	\$ 0	\$2,597
License and royalties	66,540	96,327
Product development	<u>5,627,166</u>	<u>4,839,315</u>
	5,693,706	\$4,938,239
SR&ED tax credits received	(178,969)	(300,000)
Total	<u>\$5,514,737</u>	<u>\$4,638,239</u>

The increased research and development expenditures in the year ended December 31, 2013, over the same period in 2012 reflects the advancement in the development of the SPORT™ Surgical System, towards the development of a prototype for use in tissue studies. The reduction in the amounts paid under license and royalty payments is a result of the full payment of the upfront license fees. The upfront fees for license and royalty payments are being replaced with annual event-based and/or royalty payments.

General and administrative expenses for the year ended December 31, 2013, amounted to \$3,892,005, compared to \$3,205,809 respectively, for the comparable period in 2012. The increase in the year ended December 31, 2013 over the same period in 2012 is attributed to an increase in stock based compensation, increased management and admin salaries, increased net rent and a write down in net book value of assets related to the Ancaster facility.

Stock-based compensation expense for the year ended December 31, 2013 was \$702,687, compared to \$334,725 respectively, for the comparable period in 2012.

Titan realized \$62,993 of interest income in the year ended December 31, 2013 and \$86,804 in the year ended December 31, 2012.

Summary of Quarterly Results

The following is selected financial data for each of the eight most recently completed quarters, derived from the Company's financial statements, calculated in accordance with IFRS.

	Three Months Ended December 31, 2013	Three Months Ended September 30, 2013	Three Months Ended June 30, 2013	Three Months Ended March 31, 2013	Three Months Ended December 31, 2012	Three Months Ended September 30, 2012	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012
Net sales	-	-	-	-	-	-	-	-
Net and comprehensive loss from operations	\$2,381,726	\$2,164,398	\$2,334,898	\$2,462,727	\$1,864,102	\$1,112,378	\$1,453,230	\$3,327,534
Basic and diluted loss per share	\$0.03	\$0.03	\$0.03	\$0.04	\$0.03	\$0.01	\$0.02	\$0.06

Changes in key financial data from the three months ended December 31, 2012 to the three months ended December 31, 2013 reflects the ongoing development of the SPORT™ Surgical

System including development of a prototype for use in tissue studies. In addition, in the fourth quarter of 2013, Titan recorded a write-down in net book value in the amount of \$200,396 of assets related to the Ancaster facility.

Liquidity and Capital Resources

The Company currently does not generate any revenue or income (other than interest income on its cash balances) and accordingly it is (and it will be for the foreseeable future) dependent primarily upon equity financing for any additional funding required for development and operating expenses.

The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions and the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares or convertible securities from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of opportunities, or otherwise to continue its technology development program at its current pace.

As at December 31, 2013, Titan had \$2,601,664 of cash and cash equivalents on hand and accounts payable and accrued liabilities of \$1,262,059, compared to \$4,617,016 and \$1,098,658, respectively, as at December 31, 2012. Titan's working capital as at December 31, 2013 was \$1,868,303, compared to \$4,085,555, as at December 31, 2012.

Development Objectives

The Company undertakes its research and development in conjunction with medical technology development firms. A combination of internal resources and external development firms are being used to execute the development plan for the Company's robotic surgical technologies.

The Company plans to focus on the development and commercialization of the SPORT™ Surgical System at an estimated incremental cost of approximately \$39 million. Upon completion of the development of the SPORT™ Surgical System, the Company intends to initiate marketing to hospitals with a direct sales force and/or marketing and distribution partner(s) following receipt of all applicable regulatory approvals in the United States, Europe and Asia.

Titan initially undertook the development of the SPORT™ Surgical System in early 2012. Development has been resulted in the completion of a functional prototype in August 2013. In addition, management moved into a much better position to understand what improvements and refinements were required in order to continue to move development forward to attain the next major milestone in Q1 2015, product design completion and design verification. Having developed a much greater knowledge and understanding of the technology and process involved, including what will be required to get through to commercialization, management felt that it is appropriate to update the initial milestones as published in the Short Form base Shelf prospectus dated October 15, 2012.

The Company completed the development of its functional prototype in August 2013. The principal milestones in the development of the SPORT™ Surgical System are summarized below:

<u><i>Development Milestone</i></u>	<u><i>Estimated Cost</i></u>	<u><i>Anticipated Schedule for Milestone Completion</i></u>	
• Completion of the functional prototype	-	Q3, 2013 Completed	
• Alpha commercial prototype design complete (design of prototype suitable for ongoing tissue testing)	\$4.0 million	Q1, 2014	<i>Completion of Clinical/Commercial Prototype</i>
• Alpha commercial prototype built	\$3.0 million	Q2, 2014	
• Tissue testing complete (testing performance of individual features and functionality)	\$1.5 million	Q2, 2014	
• Tissue validation study complete (formal statistically relevant study intended to demonstrate safe and effective completion of surgical procedure)	\$4.0 million	Q4, 2014	
• Product design completion and design verification (building production equivalent product and confirming product meets previously established specifications)	\$4.0 million	Q1, 2015	
• Human clinical trials and regulatory submissions (prepare for and conduct human trials, prepare for and submit regulatory submissions)	\$12.0 million	Q2-Q4, 2015	
• Outside U.S. approval process (prepare and deliver submission packages to outside U.S. regulatory agencies)	\$2.0 million	Q2, 2015	
• Outside U.S. limited commercial launch (technology transfer, manufacturing ramp up and launch)	\$4.0 million	Q2, 2015	
• Process to shift to high volume manufacturing (transfer of manufacturing processes and procedure, ramp up of manufacturing)	\$2.5 million	Q3, 2015	
• U.S. limited commercial product launch	\$2.0 million	Q4, 2015	

Due to the nature of technology research and development, product commercialization and the regulatory process, there is no assurance that these milestones will be achieved and there can be no assurance with respect to the time, funds or resources that may be required. The Company expects that additional specific milestones will be identified as the development of the SPORT™ Surgical System progresses. It should also be noted that only a portion of the funds for the SPORT™ Surgical System development are in place and allocated at present. If the Company is unable to raise additional financing as contemplated above, its pace of development may be reduced. The total costs to complete the SPORT™ Surgical System development as referenced above are only an estimate based on current information available to the Company and cannot

yet be determined with a high degree of certainty and they may be substantially higher than estimated. Accordingly, while the Company intends to spend the funds available to further development of the SPORT™ Surgical System, there may be circumstances where, for business reasons as determined by the directors of the Company, a reallocation of funds may be deemed prudent or necessary. The timing and actual use of the net proceeds may vary depending on operating and capital needs, the progress and outcome of its research and development programs and pre-clinical trials, the progress of the formal review of strategic alternatives and business and operations circumstances.

Financings

On March 14, 2012, the Company completed an offering of securities pursuant to an agency agreement with a Canadian investment dealer. The offering consisted of 1,986,755 units (the “March Units”) at a price of \$1.51 per unit for gross proceeds of \$3,000,000 (\$2,555,032 net of closing costs including a 7% cash commission of \$210,000 paid in accordance with the terms of the agency agreement). Each March Unit comprised one common share of the Company and one warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company for \$1.77 and expires on March 14, 2017. The warrants were valued at \$615,894 using a proportionate fair value method and the balance of \$2,384,106 was allocated to common shares.

On October 15, 2012, the Company received a receipt in respect of its short form base shelf prospectus from the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario. The short form base shelf prospectus relates to the offering for sale of common shares, warrants, units, preferred shares and debt securities for gross proceeds of up to an aggregate of \$45,000,000 during the 25-month period that the prospectus remains effective.

On March 13, 2013, Titan completed an offering of securities pursuant to an agency agreement. The offering consisted of 6,260,763 units (the “March 2013 Units”) at a price of \$1.05 per unit for gross proceeds of \$6,573,801 (\$5,767,441 net of closing costs including a 7% cash commission of \$460,166 paid in accordance with the terms of the agency agreement). Each March 2013 Unit comprised one common share of Titan and one warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company for \$1.25 and expires on March 13, 2018. The warrants were valued at \$939,114 using a proportionate fair value method and the balance of \$5,634,687 was allocated to common shares.

The 6,260,763 warrants issued as part of the offering were listed and commenced trading on the TSX Venture Exchange on March 25, 2013. The warrants, designated as March 2018 warrants, trade under the symbol “TMD.WT.C”.

On February 19, 2014, the Company completed a public offering made pursuant to an agency agreement dated February 10, 2014 between the Company and Dundee Securities Ltd. The Company sold a base offering of 7,950,000 Units and full over-allotment of 1,192,500 Units for a total of 9,142,500 Units at a price of \$1.40 per Unit for aggregate gross proceeds of \$12,799,500 (\$11,722,206 net of closing costs including a 6% cash commission of \$745,794 paid to Dundee Securities Ltd. in accordance with the terms of the agency agreement). Each Unit comprised one common share of Titan and one warrant. Each warrant entitles its holder to purchase one additional common share of Titan for \$2.00 and will expire February 19, 2017. The

warrants were valued at \$2,285,625 using a proportionate fair value method and the balance of \$10,513,875 was allocated to common shares.

Off-Balance Sheet Arrangements

Other than for leased premises occupied by the Company, and licensing agreements both of which are discussed in note 7 of the Audited Financial Statements, the Company does not utilize off balance sheet arrangements.

Outstanding Share Data

The following table summarizes the outstanding share capital as of the date of this MD&A:

Type of Securities	Number of common shares issued or issuable upon conversion
Common shares	81,661,223
Stock options ⁽¹⁾	2,776,922
Warrants	32,842,718
Broker warrants ⁽²⁾	688,933

Notes:

- (1) The Company has outstanding options enabling certain employees, directors, officers and consultants to purchase common shares. Please refer to note 5(b) of the Audited Financial Statements for the years ended December 31, 2013 and 2012 for the terms of such options.
- (2) The Company has outstanding Broker Warrants that allow certain agents to purchase common shares and Units of Titan. Please refer to notes 5(a) and 12 of the Audited Financial Statements for the years ended December 31, 2013 and 2012 for the terms of such Broker Warrants and Units.

Management Changes

On March 19, 2013, Mr. Craig Leon stepped down as Chairman and CEO of the Company. Mr. Leon was one of the original founders of the Company. Mr. John Hargrove, a director of Titan since September 2010, assumed the role of Chairman and CEO. Mr. Hargrove brings to Titan over 30 years of executive-level experience in the health care industry. The majority of Mr. Hargrove's career was spent with the Johnson & Johnson Family of Companies where he held positions of increasing responsibility in sales, marketing and corporate account management at Ethicon, Ethicon-Endo Surgery and Johnson & Johnson Healthcare Systems.

Related Party Transactions

During the quarter ended December 31, 2013, transactions between the Company and directors, officers and other related parties were related to compensation matters in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Financial Instruments

The Company has designated its cash and cash equivalents and amounts receivable as loans and receivables, which are measured at amortized cost. Amounts receivable include Harmonized

Sales Tax (HST) recoverable and accrued interest. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

Management Compensation

The following disclosure is being made pursuant to Section 19.5 of Policy 3.1 of the TSX Venture Exchange. In the fourth quarter of 2013, the compensation set out below was earned by directors and officers in connection with them providing services as directors and officers of Titan. No other compensation arrangements, including relating to severance payments, were made with any director or officer of Titan during the fourth quarter of 2013.

Officers

Name	Title	Salary	Stock Options	Total
Reiza Rayman	President	\$59,225	-	\$59,225
John Hargrove	Interim Chairman and CEO ⁽¹⁾	\$25,200	\$118,687	\$143,887
Stephen Randall	CFO and Secretary	\$39,784	-	\$39,784
Joe Talarico	SR VP, Business Development	\$56,084	-	\$56,084

(1) Mr. Hargrove was appointed CEO and Chairman on April 5, 2013. As part of his compensation he receives a combination of cash and stock option grants. Effective November 1, 2013 Mr. Hargrove is compensated by way of stock option grants only.

Directors

Independent directors of the Company are provided compensation in the form of an annual retainer, meeting fees (set at \$1,000 per meeting) and additional retainers for chairing committees. All compensation is paid by way of stock option grants. No fees are payable to non-independent directors.

The following table sets out the compensation paid or payable to each of the independent directors in the fourth quarter of 2013. All compensation to directors is paid through the issuance of stock options, on an annual basis.

Name	Annual Retainer	Committee Chair	Meeting Fees	Stock Options Granted⁽⁴⁾	Total Compensation (\$)
John Hargrove ^{(1) (2)}	-	-	N/A	N/A	
J.E. Barker	\$2,500	-	\$6,000		\$8,500
Martin Bernholtz ⁽³⁾	\$2,500	\$500	\$6,000		\$9,000

(1) Mr. Hargrove ceased being an independent director on April 5, 2013 when he was appointed as Chairman and Chief Executive Officer.

(2) Chairman of the compensation committee.

(3) Chairman of the audit committee.

Outlook

Over the course of the next twelve to eighteen months, Titan's objectives include advancing the development of the SPORT™ Surgical System and the completion of a clinical/commercial prototype.

In addition, Titan will continue its pursuit of key strategic relationships, carrying on efforts to secure its intellectual property and the raising of equity capital.

On July 16, 2013, the Company announced that it had retained Raymond James & Associates to provide financial advisory services to the Company in connection with its evaluation of strategic alternatives with a view to enhancing shareholder value. These may include, but are not limited to, strategic relationships, combinations and transactions that would enhance Titan's development and commercialization efforts. No assurance can be given that this process will result in any specific action or transaction. The Company continues to work with Raymond James & Associates to identify and evaluate strategic alternatives.