

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of CNSX Issuer: _____ Titan Goldworx Resources Inc. _____ (the "Issuer").

Trading Symbol: _____ TTN _____ .

Date: _____ .

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____ N/A _____ .

Issued and Outstanding Securities of Issuer Prior to Issuance: _____ 16,295,000 _____ .

Date of News Release Announcing Private Placement: _____ N/A _____ .

Closing Market Price on Day Preceding the Issuance of the News Release: _____ N/A _____

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: N/A .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. N/A .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class N/A .
 - (b) Number N/A .
 - (c) Price per security N/A .
 - (d) Voting rights N/A .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number N/A .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) N/A .
_____ .
 - (c) Exercise price N/A .
 - (d) Expiry date N/A .
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount N/A .
 - (b) Maturity date N/A .
 - (c) Interest rate N/A .
 - (d) Conversion terms N/A .

- (e) Default provisions N/A .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
- (b) Cash N/A .
- (c) Securities N/A .
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. N/A .
- (f) Exercise price of any options, warrants etc. N/A .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A .
- _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- N/A .
11. State whether the private placement will result in a change of control.
- N/A .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A .
- _____ .
- _____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer

until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Silver Mountain Mines Corp. (the “Optionor”), together with its parent company Quantum Rare Earth Developments Corp. (“Quantum”), has granted the Issuer the exclusive right to acquire an undivided 70% interest in the mineral licenses, claims, concessions or reservations situated in the Tait Townships in the Kenora Mining District in the Province of Ontario (the “Property”) or the Underlying Option Agreement, if applicable. The Property is subject to an option agreement (the “Underlying Option Agreement”) between Perry English for Rubicon Minerals Corporation and the Optionor dated July 31, 2009. On January 31, 2011, Quantum completed the acquisition of the Optionor, pursuant to which the Optionor became a wholly owned subsidiary of Quantum.

Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Issuer entered into an option and joint venture agreement dated October 31, 2012 with the Optionor and Quantum (the “Agreement”), whereby the Issuer, will have an exclusive right to acquire an undivided 70% interest in and to the Property or the Underlying Option Agreement, as applicable. The Agreement was amended on November 28, 2011 (the “Amended Option Agreement”). In order to maintain and exercise the option granted by the Optionor under the Amended Option Agreement, the Issuer must:

- a. issue the 100,000 common shares of the Issuer in the name of the Optionor within 30 days of the completion of the initial public offering of common shares of the Company on the Exchange (“IPO”); and
- b. make cash payments to the Optionor in the aggregate of \$140,000, all to occur in accordance with the following schedule:

Due Dates	Shares	Cash Payments
Pay within 5 days of signing of the Agreement	-	\$15,000 (paid)
Pay on the first anniversary from signing this Agreement	-	\$15,000
Pay on the second anniversary from signing this Agreement	-	\$20,000
Pay on the third anniversary from signing this Agreement	-	\$40,000
Pay on the fourth anniversary from signing this Agreement	-	\$50,000
Issue within 30 days of completion of IPO	150,000	-
Total:	150,000	\$140,000

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: \$162,500 .
- (b) Cash: \$140,000 .
- (c) Securities (including options, warrants etc.) and dollar value: 150,000 common shares at a deemed price of \$0.15 per share, totalling \$22,500 .
- (d) Other: None .
- (e) Expiry date of options, warrants, etc. if any: None .
- (f) Exercise price of options, warrants, etc. if any: None .
- (g) Work commitments: None .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
- Arm's length negotiations.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: None .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Quantum Rare Earth Developments Corp.	150,000 Common shares	\$0.15	N/A	Section 2.13 of NI 45-106	Nil	Arm's Length

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Due diligence with respect to title and environmental condition of the Property has been performed.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A

(b) Cash N/A

(c) Securities N/A

- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. N/A
- (f) Exercise price of any options, warrants etc. N/A .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

N/A.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

Not applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated May 15, 2012 .

Herrick Lau
Name of Director or Senior
Officer

"Herrick Lau"
Signature

CEO & Director
Official Capacity