

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TTN

Number of Outstanding Listed Securities: 16,445,000

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

Titan Goldworx Resources Inc. (the "Issuer") is a junior exploration company and currently holds an option to acquire an undivided 70% interest in the mineral licenses, claims, concessions or reservations situated in Tait Township in the Kenora Mining District of the Province of Ontario.

2. Provide a general overview and discussion of the activities of management.

In May 2012, management primarily focused on some administrative issues in connection with the Issuer's initial public offering (the "IPO").

The Issuer has completed its IPO, raising gross proceeds of \$300,000 on May 15, 2012. A total of 2,000,000 common shares of the Issuer (the "Shares") were issued at a price of \$0.15 per Share pursuant to the final prospectus of the Issuer dated February 28, 2012. Canaccord Genuity Corp. (the "Agent") acted as Agent on the IPO, in consideration for which the Issuer paid to the Agent a commission of 8% of the gross proceeds of the Offering, payable in Shares, at a deemed price of \$0.15 per Share, non-transferable share purchase warrants equal in number to 8% of the aggregate number of Shares sold under this Offering, and a corporate finance fee, payable in cash and Shares. Each agent's warrant entitles the holder to purchase one common share of the Issuer for a period of 24 months from the date of closing at a price of \$0.15 per share.

The Issuer's common shares commenced trading on the Canadian National Stock Exchange (the "CNSX") under the trading symbol "TTN" on May 15, 2012.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

The Issuer did not commence any drilling or exploration programs in May 2012.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

No drilling, exploration or production programs were amended or abandoned during the month of May 2012.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

In May 2012, the Issuer did not enter into any new agreements or business relationships.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

Not applicable for the preceding month.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

Not applicable for the preceding month.

8. Describe the acquisition of new customers or loss of customers.

Not applicable for the preceding month.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

There were no new developments or effects on intangible products.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with

the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance			Use of Proceeds ⁽¹⁾
		Name of Party	Share Price	Grant Date	
Options	125,000	Yaron Conforti	\$0.15	May 15, 2012	N/A
Options	125,000	Herrick Lau	\$0.15	May 15, 2012	N/A
Options	125,000	Denise Lok	\$0.15	May 15, 2012	N/A
Options	125,000	John King Burns	\$0.15	May 15, 2012	N/A
Options	125,000	Henry Sandri	\$0.15	May 15, 2012	N/A
Common Shares	150,000	Quantum Rare Earth Developments Corp.	\$0.15	May 15, 2012	N/A

No additional security, option or warrant issued in May 2012 except for those issued under the IPO and the list above.

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

None.

16. Provide details of any changes in directors, officers or committee members.

None.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

a. All of the properties on which the Issuer will own or on which the Issuer will have an option to earn an interest will be in the exploration stage only and will be without known bodies of commercial ore or minerals. Development of the any of the properties will only follow upon obtaining satisfactory results of property assessment.

b. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that the Issuer's exploration and development activities will result in any discoveries of commercial bodies or ore or minerals. The long-term profitability of the Issuer's operations will be in part directly related to the cost and success of its exploration and subsequent evaluation programs, which may be affected by a number of factors. These include the

particular attributes of the mineral deposit including the quantity and quality of the ore, proximity to or cost to develop infrastructure for extraction, financing costs, mineral prices and the competitive nature of the industry.

- c. **Governmental regulations including those relating to prices, taxes, royalties, land tenure and use, the environment and the importing and exporting of minerals are of key importance to the Issuer. The effects of these factors cannot be accurately predicted, but any combination of them may result in the Issuer not receiving an adequate return on invested capital.**

- d. **Substantial expenditures are also required to establish reserves, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. In the absence of cash flow from operations, the Issuer relies on capital markets and joint venture partners to fund its exploration and evaluation activities. There can be no assurance that adequate funding will be available for these purposes when required.**

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.
2. As of the date hereof there were is no 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 7 Monthly Progress Report is true.

Dated May 31, 2012.

Denise Lok
Name of Director or Senior
Officer

"Denise Lok"
Signature
CFO & Corporate Secretary
Official Capacity

Issuer Details	For Month End	Date of Report
Name of Issuer		YY/MM/DD
Titan Goldworx Resources Inc.	May 31, 2012	12/06/01
Issuer Address		
1980 – 1075 West Georgia Street		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6E 3C8	(778) 329-9361	(604) 688-9588
Contact Name	Contact Position	Contact Telephone No.
Denise Lok	CFO & Corporate Secretary	(604) 688-9588
Contact Email Address	Web Site Address	
denise.lok@barongroupintl.com	N/A	