TITANSTAR PROPERTIES INC.

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three months ended July 31, 2012

Responsibility for Financial Statements

The accompanying unaudited condensed consolidated interim financial statements for TitanStar Properties Inc. (the "Company") have been prepared by management in accordance with International Accounting Standard 34 – Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

These unaudited condensed consolidated interim financial statements, which are the responsibility of management, have not been reviewed by the Company's auditors.

Management believes these unaudited condensed consolidated interim financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2012 and April 30, 2012, and the results of its operations and its cash flows for the three months ended July 31, 2012 and July 31, 2011.

TITANSTAR PROPERTIES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS
OF FINANCIAL POSITION
(expressed in Canadian Dollars)
(unaudited)

	July 31, 2012	April 30, 2012
ASSETS		
Current		
Cash	$ 466,162	$ 470,166
Amounts receivable	6,368	31,097
Prepaid expenses	6,770	12,950
	479,300	514,213
Advances to joint ventures (note 3)	2,209,829	2,189,439
Interests in joint ventures (note 3)	6,186,137	6,115,317
	$ 8,875,266	$ 8,818,969
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 44,598	$ 42,663
Shareholders' equity		
Share capital (note 5)	8,052,591	8,052,591
Contributed surplus	1,113,744	1,113,744
Accumulated other comprehensive loss	(69,338)	(146,401)
Deficit	(266,329)	(243,628)
	8,830,668	8,776,306
	$ 8,875,266	$ 8,818,969

Approved by the Board:

"T. Richard Turner" — Board Chair

"D. Neil McDonnell" — Chair, Audit Committee

The accompanying notes are an integral part of these financial statements.

TITANSTAR PROPERTIES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS
OF NET LOSS AND COMPREHENSIVE INCOME (LOSS)
(expressed in Canadian Dollars)
(unaudited)

	For the three months ended July 31, 2012	For the three months ended July 31, 2011
EXPENSES		
General and administrative (note 9)	$ 38,768	$ 37,132
Share-based compensation (note 6)	-	3,063
OPERATING LOSS	(38,768)	(40,195)
OTHER ITEMS		
Share of income (loss) of joint ventures (note 3)	14,147	(63,328)
Interest income	7	-
Foreign exchange gain (loss)	1,913	(5,141)
	16,067	(68,469)
NET LOSS	**($ 22,701)**	**($ 108,664)**
Basic and diluted loss per common share (note 4)	**($ 0.00)**	**($ 0.00)**
NET LOSS	($ 22,701)	($ 108,664)
OTHER COMPREHENSIVE INCOME		
Currency translation adjustments of joint ventures	77,063	70,599
COMPREHENSIVE INCOME (LOSS)	$ 54,362	($ 38,065)

TITANSTAR PROPERTIES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS
OF CHANGES IN SHAREHOLDERS' EQUITY
(expressed in Canadian Dollars)
(unaudited)

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Loss	Deficit	Total
Balance, April 30, 2012	30,640,806	$ 8,052,591	$ 1,113,744	($ 146,401)	($ 243,628)	$ 8,776,306
Issuance of shares for cash	-	-	-	-	-	-
Share issuance costs	-	-	-	-	-	-
Proceeds allocated to warrants	-	-	-	-	-	-
Share-based compensation	-	-	-	-	-	-
Net loss for the period	-	-	-	-	(22,701)	(22,701)
Other comprehensive income	-	-	-	77,063	-	77,063
Balance, July 31, 2012	30,640,806	$ 8,052,591	$ 1,113,744	($ 69,338)	($ 266,329)	$ 8,830,668
Balance, April 30, 2011	30,017,056	$ 7,914,727	$ 1,048,644	($ 458,772)	($ 663,229)	$ 7,841,370
Issuance of shares for cash	623,750	230,788	-	-	-	230,788
Share issuance costs	-	(35,482)	4,595	-	-	(30,887)
Proceeds allocated to warrants	-	(57,442)	57,442	-	-	-
Share-based compensation	-	-	3,063	-	-	3,063
Net loss for the period	-	-	-	-	(108,664)	(108,664)
Other comprehensive income	-	-	-	70,599	-	70,599
Balance, July 31, 2011	30,640,806	$ 8,052,591	$ 1,113,744	($ 388,173)	($ 771,893)	$ 8,006,269

TITANSTAR PROPERTIES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS
OF CASH FLOWS
(expressed in Canadian Dollars)
(unaudited)

	For the three months ended July 31, 2012	For the three months ended July 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	($ 22,701)	($ 108,664)
Adjustments to reconcile net loss to net cash provided by operating activities		
Foreign exchange loss (gain)	(1,913)	5,141
Share-based compensation	-	3,063
Share of loss (income) of joint ventures	(14,147)	63,328
Changes in operating assets and liabilities (note 10)	32,844	10,766
	(5,917)	(26,366)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares	-	230,788
Share issue costs	-	(38,319)
Proceeds from loans payable	-	-
Repayments of loans payable	-	-
	-	192,469
Effect of exchange rate changes on cash	1,913	2,290
Change in cash for the period	(4,004)	168,393
Cash, beginning of period	470,166	564,299
Cash, end of period	$ 466,162	$ 732,692

1. Organization

TitanStar Properties Inc. (the "Company") 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 ("TSXV: TSP"). 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. The principal place of business of the Company is 950-789 West Pender, Vancouver, BC, V6C 1H2.

The sole business of the Company is the ownership of real property interests through its interests in joint ventures, consistent with a well-established investment policy. The Company seeks to create a portfolio of real estate assets in the United States with value to be maximized through the acquisition of well-positioned, undervalued or underperforming assets.

These condensed consolidated interim financial statements have been approved for issue by the Board of Directors on September 27, 2012.

2. Basis of presentation and significant accounting policies

a) Basis of presentation

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard ("IAS"). These accompanying condensed consolidated interim financial statements are prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34, "*Interim Financial Reporting.*" These financial statements should be read in conjunction with the annual consolidated financial statements and the notes thereto for the year ended April 30, 2012 and do not include all of the financial statement disclosures required for annual financial statements.

These condensed consolidated interim financial statements are prepared on a going concern basis and have been presented in Canadian dollars.

b) Significant accounting policies

These financial statements are based on the accounting policies consistent with those disclosed in Note 2 to the annual consolidated financial statements for the year ended April 30, 2012.

2. Basis of presentation and significant accounting policies (continued)

c) Future changes to significant accounting policies

The following new or amended standards have been issued by the IASB:

IFRS 7 – Financial Instruments: Disclosures, is amended to introduce enhanced disclosure requirements for financial instruments which are offset, effective for annual periods beginning on or after January 1, 2015 with earlier application permitted.

IFRS 9 – Financial Instruments replaces IAS 39 – Financial Instruments: Recognition and Measurement and IFRIC 9 – Reassessment of Embedded Derivatives, retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value, effective for annual periods beginning on or after January 1, 2015 with earlier application permitted.

IFRS 10 – Consolidated Financial Statements – replaces IAS 27 – Consolidated and Separate Financial Statements and, SIC-12 – Consolidation – Special Purpose Entities and requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

IFRS 11 – Joint Arrangements – supersedes IAS 31 – Interest in Joint Ventures and SIC-13 – Jointly Controlled Entities – Non-monetary Contributions by Venturers, established principles for the financial reporting by parties to a joint arrangement, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

IFRS 12 – Disclosure of Interest in Other Entities, combines, enhances and replaces the disclosure requirements for subsidiaries, joint arrangement, associates and unconsolidated structured entities, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

In conjunction with IFRS 10, IFRS 11 and IFRS 12, the IASB also issued amended and retitled IAS 27 – Separate Financial Statements, IAS 28 – Investments in Associates and Joint Ventures, and IAS 31 – Interests in Joint Ventures, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

IFRS 13 – Fair Value Measurement, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosure about fair value measurements, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

(expressed in Canadian dollars)

2. Basis of presentation and significant accounting policies (continued)

IAS 1 – Presentation of Financial Statements, is amended to change the disclosure of items presented in other comprehensive income, including a requirement to separate items presented in other comprehensive income into two groups based on whether or not such items may be brought into net income or loss in the future, effective for annual periods beginning on or after July 1, 2013 with earlier application permitted.

IAS 19 – Employee Benefits, is amended to provide new requirements for the accounting for defined benefit pension plans, including a requirement for the immediate recognition of actuarial gains and losses, and a requirement for companies to use the same discount rate for both the defined benefit obligation and the expected asset return when calculating the interest component of pension expense, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

IAS 32 – Financial Instruments: Presentation, is amended to provide specific guidance for when an entity can offset financial assets and liabilities, effective for annual periods beginning on or after January 1, 2014 with earlier application permitted.

The Company is currently evaluating the impact of these standards on its financial statements.

3. Interests in joint ventures

The following summarizes financial information about the Company's interests in joint ventures:

	Three months ended July 31, 2012	Year ended April 30, 2012
Interests in joint ventures, beginning of period	$ 6,115,317	$ 5,673,164
Contributions and investments	-	70,966
Distributions	-	(453,876)
Share of net income	14,147	568,953
Currency translation adjustments	56,673	256,110
Interests in joint ventures, end of period	$ 6,186,137	$ 6,115,317

Net proceeds from the Sahara Crossing will first be allocated 90% to repay the Company's advance to the joint venture and 10% to repay advances from the other venturer. Subsequent proceeds will be distributed to the Company and other venturer equally.

(expressed in Canadian dollars)

3. Interests in joint ventures (continued)

Summarized financial information of the Company's share of its interests in joint ventures is as follows:

	Three months ended July 31, 2012	Three months ended July 31, 2011
Revenue	$ 88,715	$ 80,148
General and administrative expenses	(61,063)	(87,980)
Interest expense	(13,505)	(55,496)
Gain on sale of income properties	-	-
Net income (loss)	14,147	(63,328)
Currency translation adjustments	56,673	55,309
Comprehensive income (loss)	$ 70,820	($ 8,019)

	As at July 31, 2012	As at April 30, 2012
Cash	$ 508,221	$ 534,082
Amounts receivable	192,848	146,160
Prepaid expenses	43,346	44,705
Income properties	8,345,815	8,243,115
	$ 9,090,230	$ 8,968,062
Accounts payable and accrued liabilities	$ 27,145	$ 22,298
Deferred revenue	27,109	30,692
Loan payable	1,104,914	1,094,720
Mortgage loan	1,744,925	1,705,035
Equity	6,186,137	6,115,317
	$ 9,090,230	$ 8,968,062

During the three months ended July 31, 2012, the Company did not acquire an interest in any additional joint ventures.

At July 31, 2012, the Company held the following income properties under co-ownership accounted for on the equity basis:

Property Name	%	City	State	Date Acquired
Deer Springs Crossing	50%	Las Vegas	NV	04/16/10
Sahara Crossing	50%	Las Vegas	NV	10/18/10

(expressed in Canadian dollars)

3. Interests in joint ventures (continued)

Deer Springs Crossing represents a 50% interest in DSC LP through the Company's 100% wholly owned subsidiary, Titanstar DSC Holdings Inc., and a 50% interest in LVLH LP (49.5% limited partnership interest in LVLH LP and 0.5% interest in LVLH LP through a 50% interest in the general partner of LVLH LP, LV Loan Holdings GP). Sahara Crossing represents a 50% interest in SC LP through the Company's 100% wholly owned subsidiary, Titanstar DSC Holdings Inc.

4. Income or loss per share

The weighted average basic and diluted common shares outstanding for the three months ended July 31, 2012 are 30,640,806 (three months ended July 31, 2011 - 30,240,792). As the Company is in a loss position, share options outstanding are anti-dilutive.

The following securities were not included in the diluted net income per unit calculation for the three months ended July 31, 2012 as the effect would have been anti-dilutive:

	Number of Common Shares	Weighted Average Exercise Price
Share options	700,000	$0.35
Warrants	8,283,949	$0.45
Outstanding, end of period	8,983,949	

5. Share capital

At July 31, 2012, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

On June 29, 2011, the Company issued 623,750 common shares and 623,750 non-transferable share purchase warrants for gross proceeds of $230,788. The warrants were valued at $57,442 and are exercisable for a period of 24 months from June 29, 2011. The exercise price of the warrants is $0.40 per share for the first year of issuance, and $0.45 per share from the first anniversary of issuance to expiry. Issue costs of $35,482 were incurred in connection with the offering, which included the value of 49,900 non-transferable share purchase warrants issued to the agent. The agent warrants were valued at $4,595 and are exercisable for a period of 24 months from June 29, 2011. The exercise price of the agent's warrants is $0.40 per share for the first year of issuance, and $0.45 per share from the first anniversary of issuance to expiry.

(expressed in Canadian dollars)

5. Share capital (continued)

On January 27, 2011, the Company issued 7,046,573 common shares and 7,046,573 non-transferable share purchase warrants for gross proceeds of $2,607,232. The warrants were valued at $893,100 and are exercisable for a period of 24 months from January 27, 2011. The exercise price of the warrants is $0.40 per share for the first year of issuance, and $0.45 per share from the first anniversary of issuance to expiry. Issue costs of $331,479 were incurred in connection with the offering, which included the value of 563,726 non-transferable share purchase warrants issued to the agent. The agent warrants were valued at $71,448 and are exercisable for a period of 24 months from January 27, 2011. The exercise price of the agent's warrants is $0.40 per share for the first year of issuance, and $0.45 per share from the first anniversary of issuance to expiry.

6. Share options

The Company's share option plan was approved by the shareholders at the annual general meeting on December 2, 2009. The share option plan provides that the aggregate number of common shares reserved for issuance under the share option plan, together with any share options outstanding, will not exceed 10% of the Company's issued and outstanding common shares at any time. The exercise price of an option will be determined by the board of directors but will, in any event, not be less than the discounted market price of the Company's common shares at the time of the grant of the option.

Share option transactions and the number of share options outstanding are summarized as follows:

	Three months ended July 31, 2012		Three months ended July 31, 2011	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of period	700,000	$0.35	845,000	$0.35
Share options granted	-	-	-	-
Share options exercised	-	-	-	-
Share options forfeited	-	-	(20,000)	$0.35
Outstanding, end of period	700,000	$0.35	825,000	$0.35
Share options exercisable	700,000		761,666	
Weighted average remaining life (years)	2.81		3.22	

(expressed in Canadian dollars)

6. Share options (continued)

For the three months ended July 31, 2012, the Company recognized $nil in share-based compensation relating to share options as no share options were granted (three months ended July 31, 2011 - $3,063).

7. Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Three months ended July 31, 2012		Three months ended July 31, 2011	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of period	8,283,949	$0.45	7,610,299	$0.43
Warrants issued	-	-	673,650	$0.43
Outstanding, end of period	8,283,949	$0.45	8,283,949	$0.43
Weighted average remaining life (years)	0.52		1.53	

For the three months ended July 31, 2012, the Company recognized $nil in contributed surplus relating to warrants as no warrants were granted (three months ended July 31, 2011 - $62,037).

8. Related party transactions

During 2010, the Company entered into an asset management agreement with TitanStar Capital Corp. (the "Asset Manager"), pursuant to which the Asset Manager will provide asset management, administrative and other 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 a monthly advisory fee. 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.

Also in 2010, the Company granted to the Asset Manager options to purchase 100,000 common shares (Note 6). 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.

(expressed in Canadian dollars)

8. Related party transactions (continued)

For the three months ended July 31, 2012, the Company accrued and paid $3,000 to the Asset Manager for management fees pursuant to the asset management agreement (three months ended July 31, 2011 - $3,000).

9. General and administrative expenses

	For the three months ended July 31, 2012	For the three months ended July 31, 2011
Insurance	$ 5,100	$ 3,000
Bank charges	-	109
Filing fees	4,643	2,844
Office costs	693	83
Management fees	3,840	3,000
Professional fees	14,338	24,284
Marketing and promotion	1,937	1,437
Travel	8,217	2,375
General and administrative expenses	$ 38,768	$ 37,132

10. Changes in operating assets and liabilities

	Three months ended July 31, 2012	Three months ended July 31, 2011
Amounts receivable	$ 24,729	($ 2,324)
Prepaid expenses	6,180	1,648
Accounts payable and accrued liabilities	1,935	11,442
	$ 32,844	$ 10,766

11. Risk management and fair values

The main risks that arise from the Company's financial statements are liquidity risk, interest rate risk, credit risk and foreign exchange risk. The Company's approach to managing these risks is summarized below.

11. Risk management and fair values (continued)

Management's risk management policies are typically performed as a part of the overall management of the Company's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Company is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Company has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Company, management considers the avoidance of undue concentrations of risk.

These risks and the actions taken to manage them include the following:

Liquidity risk:

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The Company's source of liquidity is its equity. The risk with issuing new capital is that the capital markets may not be receptive to an equity issue with financial terms favourable to the Company. The funds are primarily used to finance working capital and are adequate to meet the Company's financial obligations associated with financial liabilities.

Pursuant to the Sahara Crossing, LP limited partnership agreement, as amended, the Company is required to provide additional contributions of US$874,295 to the partnership on or before January 31, 2013.

Interest rate risk:

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk. The Company invests in short-term investments that may be cashed prior to maturity.

There is interest rate risk associated with the loan payable in the joint venture as the interest is impacted by changes in the prime rate. If interest rates would have been 1% higher (or lower) for the three months ended July 31, 2012, the Company would have higher (or lower) share of income (loss) of joint ventures included in net income or loss of approximately $4,500 (three months ended July 31, 2011 - $4,300).

The sensitivity analysis does 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.

11. Risk management and fair values (continued)

Other limitations in the sensitivity analysis 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.

Credit risk:

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Company has credit policies to address credit risk on accounts receivable, which may include the analysis of the financial position of the debtor and review of credit limits. The Company also may review credit history before establishing credit and review credit performance. An allowance for doubtful accounts or other impairment provisions are established based upon factors surrounding credit risk, historical trends and other information.

A financial asset is past due when a debtor has failed to make a payment when contractually due. The Company has no financial assets that are past due and does not have an allowance for doubtful accounts receivable.

Foreign exchange risk:

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 ventures 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 loss. 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, 2012. The Canadian dollar equivalent of monetary assets and liabilities held by the Company that are denominated in U.S. dollars are as follows:

	July 31, 2012	July 31, 2011
Cash	$ 201,995	$ 342,993
Advances to joint venture	2,209,829	1,605,485

11. Risk management and fair values (continued)

If the Canadian dollar had strengthened (or weakened) 5 percent against the U.S. dollar with all other variables held constant, the Company would have additional income (or loss) from foreign exchange included in net income or loss for the three month period ended July 31, 2012 of approximately $10,100 (July 31, 2011 - $17,200) and additional income (or loss) from currency translation adjustments of joint ventures included in other comprehensive income or loss for the three month period ended July 31, 2012 of approximately $420,200 (July 31, 2011 - $363,900). 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, denominated in U.S. dollars.

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.

Fair values:

The fair value of cash, amounts receivable and accounts payable and accrued liabilities approximates their recorded value. Fair value is an estimate of the amount at which items might be exchanged in an arm’s length transaction between knowledgeable willing parties who are under no compulsion to act. Fair value should not be interpreted as an amount that could be realized in immediate settlement of the instruments. The estimate of fair value at year-end may not represent fair values at any other date. The determination of fair value is also affected by the use of judgment and by uncertainty.