TITANSTAR PROPERTIES INC.

FORM 51-102F1

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended January 31, 2012

This Management's Discussion and Analysis ("MD&A") dated March 29, 2012 is in respect of the three and nine months ended January 31, 2012, and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended January 31, 2012, together with the audited consolidated financial statements and appended notes and MD&A for the year ended April 30, 2011.

FORWARD-LOOKING STATEMENTS

This MD&A may contain forward-looking statements with respect to TitanStar Properties Inc. ("TitanStar" or the "Company"). These forward-looking statements by their nature involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

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 January 31, 2012, the Company held a 50% interest in two income properties under co-ownership accounted for on an equity basis; Deer Springs Crossing and Sahara Crossing, both located in Las Vegas, Nevada.

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 real estate assets in the United States with value to be maximized through the acquisition of well-positioned, undervalued or underperforming assets. The investment policy is:

1) Be opportunistic in approach in viewing real estate assets for purchase;
2) Invest and purchase where expertise can be maximized and where management can make a difference by creating value in difficult situations or in value-added refurbishment programs;
3) Be selective and focused on purchasing assets in geographic areas where management has known infrastructure "on the ground". The likely geographic areas include Nevada, Southern California, Oregon, Washington State, Arizona, Utah and Colorado;
4) Be selective and focused on purchasing residential, commercial, retail or industrial assets; and,

5) Use the combined contact base of management and its partners to purchase "stressed" assets from banks, private lenders and brokers prior to these assets being offered at auction or generally to the public.

The initial focus is on necessity-based, nationally-anchored retail/commercial properties, community centers, industrial properties, and income-producing residential apartments that require investment or creativity to create value.

SUMMARY OF THIRD QUARTER RESULTS - SELECTED FINANCIAL INFORMATION

Quarterly Results

A summary of selected financial information for the three and nine months ended January 31, 2012 and the three and nine months ended January 31, 2011 is as follows:

	Three months ended January 31, 2012	Three months ended January 31, 2011
Share of loss of joint ventures	$ (66,395)	$ (66,530)
Net loss	(83,296)	(255,970)
Net comprehensive loss	(11,582)	(385,410)
Net loss per share, basic and diluted	(0.00)	(0.01)
Total assets	$ 8,963,991	$ 8,376,822

	Nine months ended January 31, 2012	Nine months ended January 31, 2011
Share of income (loss) of joint ventures	$ 564,753	$ (117,365)
Net income (loss)	519,387	(452,526)
Net comprehensive income (loss)	912,338	(549,550)
Net income (loss) per share, basic and diluted	0.02	(0.02)
Total assets	$ 8,963,991	$ 8,376,822

The significant decrease in net loss for the three months ended January 31, 2012 was primarily due to the absence of financing and interest costs related to the acquisition of properties. While these significant expenses were incurred during the three months ended January 31, 2011, similar expenses were not incurred in the three months ended January 31, 2012. The significant decrease in net comprehensive loss in excess of net loss for the three months ended January 31, 2012 was due to the currency translation adjustments of joint ventures, the interests in which are held in US dollars, as a result of the US dollar holding fairly constant relative to the Canadian dollar during the quarter, whereas the US dollar weakened relative to the Canadian during the three months ended January 31, 2011.

In addition to the financial effects described above for net income or loss for the three months ended January 31, 2012, the significant increase in net income was primarily due to the Company's share of income of joint ventures resulting from a gain on the sale of a portion of land and the related ground lease on the Deer Springs Property during the nine months ended January 31, 2012. The significant increase in net comprehensive income in excess of net income for the nine months ended January 31, 2012 was due to the currency translation adjustments of joint ventures, the interests in which are held in US dollars, as a result of the strengthening of the US dollar relative to the Canadian dollar during the period, whereas the US dollar weakened relative to the Canadian during the nine months ended January 31, 2011.

Expenses incurred by the Company during the three and nine months ended January 31, 2012 consisted primarily professional fees, travel costs, and insurance fees.

Total assets as at January 31, 2012 included $6,203,316 of interests in joint ventures, $2,222,462 of advances to joint ventures, $14,450 of prepaid expenses, $28,920 of trade and other receivables and $494,843 in cash, which was financed primarily by successive issuances of common shares on April 16, 2010, January 31, 2011 and June 29, 2011.

A comparative of the Company's financial condition as at January 31, 2012 and April 30, 2011 is as follows:

	January 31, 2012	April 30, 2011
Total Assets	$ 8,963,991	$ 7,869,485
Working Capital	$ 530,894	$ 578,012

Results of Operations

A summary of selected financial information for the three and nine months ended January 31, 2012 and January 31, 2011 is as follows:

	Three months ended January 31, 2012	Three months ended January 31, 2011
Revenue	**$ -**	**$ -**
General and administrative expense	26,676	188,432
Share-based compensation expense	-	2,347
Total expenses	**$ 26,676**	**$ 190,779**
Share of income (loss) of joint ventures	(66,395)	(66,530)
Foreign exchange gain	9,775	1,339
Total other items	**$ (56,620)**	**$ (65,191)**
Net loss	**$ 83,296**	**$ 255,970**

	Nine months ended January 31, 2012	Nine months ended January 31, 2011
Revenue	$ -	$ -
General and administrative expense	103,813	279,437
Share-based compensation expense	3,063	58,153
Total expenses	**$ 106,876**	**$ 337,590**
Share of income (loss) of joint ventures	564,753	(117,365)
Foreign exchange gain	61,510	2,429
Total other items	**$ 626,263**	**$ (114,936)**
Net income (loss)	**$ 519,387**	**$ (452,526)**

Expenses incurred during the three months ended January 31, 2012 consisted primarily of professional fees, travel costs, and insurance fees. The expenses were significantly lower than the comparable three month period ended January 31, 2011, mainly due to financing costs and interest expenses which were not incurred during the three months ended January 31, 2012. In addition, professional fees were significantly lower in the current period.

The financial effects described above for the three months ended January 31, 2012 also provide the basis for the differences in the year to date results for the nine months ended January 31, 2012 over the comparable nine month period ended January 31, 2011. In addition, there was a significant decrease in share-based compensation for the nine months ended January 31, 2012 compared to the nine months ended January 31, 2011, owing to the fact that Q2 2011 included a significant grant of share options to key employees.

Selected Quarterly Financial Information

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

	Quarter Ended January 31, 2012	**Quarter Ended October 31, 2011**	**Quarter Ended July 31, 2011**
Net income (loss)	$ (83,296)	$ 703,702	$ (101,019)
Net comprehensive income (loss)	$ (11,582)	$ 961,985	$ (38,065)
Net income (loss) per share, basic and diluted	$ 0.00	$ 0.02	$ 0.00

	Quarter Ended April 30, 2011	**Quarter Ended January 31, 2011**	**Quarter Ended October 31, 2010**
Net loss	$ (153,891)	$ (255,968)	$ (78,820)
Net comprehensive loss	$ (531,736)	$ (385,408)	$ (120,185)
Net loss per share, basic and diluted	$ (0.01)	$ (0.01)	$ 0.00

	Quarter Ended July 31, 2010	**Month Ended April 30, 2010(1)**	**Quarter Ended March 31, 2010(1)**
Net loss	$ (117,736)	$ (80,550)	$ (3,653)
Net comprehensive loss	$ (43,955)	$ (80,550)	$ (3,653)
Net loss per share, basic and diluted	$ (0.01)	$ (0.02)	$ 0.00

(1) Figures based on Canadian GAAP prior to changeover to IFRS.

For the quarter ended March 31, 2010, the Company expenses were insignificant as the Company had no significant operations or investments.

The increase in expenses and resulting net loss for the month ended April 30, 2010 results from increased filing and professional fees relating to the acquisition of its interests in DSC LP and LVLH LP.

The increase in expenses in the quarter ended July 31, 2010 results from increased share-based compensation expense, professional fees and the Company's share of the loss in the Deer Springs joint venture. Currency fluctuations in the quarter ended July 31, 2010 caused a cumulative translation gain, which lowered the net comprehensive loss.

In the quarter ended October 31, 2010, expenses included costs related to the acquisition of the Sahara Property, plus the Company's share of losses in both joint ventures. Currency fluctuations in the quarter ended October 31, 2010 caused a cumulative translation loss, which increased the net comprehensive loss.

In the quarter ended January 31, 2011, expenses included interest and transaction costs amortization expenses, professional fees and a share of losses in the joint ventures. Currency fluctuations in the quarter ended January 31, 2011 caused a cumulative translation loss, which increased the net comprehensive loss.

In the quarter ended April 30, 2011, expenses included foreign exchange losses, professional fees and a share of losses in the joint ventures. Currency fluctuations in the quarter ended April 30, 2011 caused a cumulative translation loss, which increased the net comprehensive loss.

In the quarter ended July 31, 2011, expenses primarily included professional fees. Currency fluctuations in the quarter ended July 31, 2011 caused a cumulative translation loss, which increased the net comprehensive loss.

In the quarter ended October 31, 2011, the large increase in net income was primarily due to the Company's share of income of joint ventures which resulted from a gain on the sale of a portion of land and the related ground lease on the Deer Springs Property. The increase in the net comprehensive income for the quarter was due to the currency translation adjustments of joint ventures, the interests in which are held in US dollars, as a result of the strengthening of the US dollar relative to the Canadian dollar during the quarter.

The results for the quarter ended January 31, 2012 are previously described under Quarterly Results.

Financing and Capital Resources

On June 29, 2011, the Company issued 623,750 common shares and 623,750 warrants for gross proceeds of $230,788 and incurred issue costs of $35,008 in connection with the Offering, which included the value of 49,900 warrants issued to the Agent. Previously, on January 27, 2011, the Company issued 7,046,573 common shares and 7,046,573 warrants for gross proceeds of $2,607,232 and incurred issue costs of $331,479, which included the value of 563,726 warrants issued to the Agent.

On April 16, 2010, Deer Springs Crossing, LP entered into an unsecured, maximum US$500,000 revolving line of credit promissory note with LV Loan Holdings Investors, LLC. As at October 31, 2011, the advances under the note, including interest, were US$581,778 (CA$579,858). The amount in excess of the line of credit limit was approved by management and repaid on November 1, 2011 with the proceeds from the sale of a portion of the Deer Springs Crossing property.

On October 18, 2010, Sahara Crossing, LP entered into a US$3,500,000 (CA$3,552,150) mortgage. During the quarter ending January 31, 2012, Sahara Crossing, LP refinanced the mortgage and repaid the previous lender. The new mortgage provides for aggregate borrowings of US$4,500,000 of which US$3,500,000 has been advanced at January 31, 2012. The remaining US$1,000,000 will be allocated for certain development and tenant improvement costs. As security against such indebtedness, Sahara Crossing, LP pledged its interest in the Sahara Property. The Company's financial statements reflect its proportionate equity interest in Sahara Crossing, LP of 50%.

Liquidity

As at January 31, 2012, the Company had working capital of $530,894. The decrease in working capital from April 30, 2011 is minimal but is mainly related to ongoing operating expenses and the fact that additional capital was advanced to Sahara Crossing LP in Q2 2012.

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. Denise Turner, Executive Vice President and Secretary of the Company, is also a Director and Officer of TitanStar Capital Corp. and TitanStar Investment Group Inc. 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 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.

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.

For the three and nine months ended January 31, 2012, the Company accrued and paid $3,000 and $9,000, respectively, to the Asset Manager for management fees pursuant to the asset management agreement (three and nine months ended January 31, 2011 - $3,000 and $9,000).

Commitments and Contingent Liabilities

Pursuant to the amended Sahara Crossing LP limited partnership agreement, as at January 31, 2012, the Company is required to provide an additional contribution of US$874,275 to the partnership on or before August 1, 2012.

Except for the Sahara Crossing LP contributions commitment, the Company has no other commitments or contingent liabilities as at January 31, 2012.

Implementation of International Financial Reporting Standards ("IFRS")

The Canadian Institute of Chartered Accountants Accounting Standards Board ("AcSB") has adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards for public companies are required to converge with International Financial Reporting Standards ("IFRS") for fiscal years beginning on or after January 1, 2011 with comparative figures presented on the same basis.

These new standards became effective for interim and annual periods of the Company commencing May 1, 2011, including comparative IFRS information for the previous fiscal year and periods. The financial results for the three and nine months ended January 31, 2012 presented in the condensed consolidated interim financial statements and accompanying MD&A are stated under IFRS, except where clearly noted as in the case of certain quarterly figures preceding the transition date.

The Company continues to evaluate the impact of IFRS to its consolidated financial statements. This will be an ongoing process as the International Accounting Standards Board and the AcSB issue new standards and recommendations.

Impact of Adoption of IFRS

IFRS is based on a conceptual framework similar to GAAP; however, significant differences exist in the recognition, measurement, presentation and disclosure for certain accounting areas.

Previously the Company identified several of these potentially significant differences and discussed the reporting options available under IFRS. While the adoption of IFRS has not changed the actual cash flows of the Company, the adoption has resulted in significant changes to the reported financial position and results of operations of the Company. Reconciliations between IFRS and Canadian GAAP have been prepared for the comparative 2011 periods to reconcile the financial position, shareholders' equity, and statement of comprehensive income (loss).

Reconciliation of equity

The following is a reconciliation of the Company's total equity in accordance with Historical GAAP to its balance sheet in accordance with IFRS:

	Nine months ended January 31, 2011
Total equity as reported under Historical GAAP	$ 8,414,032
Adjustments related to interests in joint ventures	
- Foreign exchange losses	(24,673)
- Cumulative translation adjustments	(23,378)
Total equity as reported under IFRS	$ 8,365,981

Reconciliation of net and total comprehensive loss

The following is a reconciliation of the Company's comprehensive loss reported in accordance with Historical GAAP to its comprehensive loss in accordance with IFRS for the three and nine months ended January 31, 2011:

	Three months ended January 31, 2011	Nine months ended January 31, 2011
As reported under Historical GAAP	$ (225,588)	$ (427,853)
Adjustments made to interests in joint ventures:		
Eliminate joint venture balances		
- Revenue	(64,476)	(73,084)
- General and administrative expenses	39,444	83,599
- Amortization of income properties	19,784	23,166
- Interest expense	56,731	66,269
- Loan cost amortization	15,047	17,415
- Foreign exchange losses	(30,382)	(24,673)
Share of loss in joint ventures	(66,530)	(117,365)
Net loss as reported under IFRS	$ (255,970)	$ (452,526)
Other comprehensive income under Historical GAAP	-	-
Other comprehensive income under IFRS		
Currency translation adjustments of joint ventures	(129,440)	(97,024)
As reported under IFRS	$ (385,410)	$ (549,550)

The following is a summary of the more significant differences that were adopted and a description of their impact.

Investment Property

The Company has chosen to measure income properties and related intangible assets using the historical cost model and to make the election under IFRS 1 to record investment property on the transition date (May 1, 2010) at fair value. IFRS requires that the fair value of investment properties measured at historical cost be disclosed in the notes to the annual financial statements. Investment properties are amortized over the useful lives of each of the significant component parts. Management identified the significant components of its investment properties at the transition date and determined that no adjustment for the related amortization impact was necessary for the 2011 IFRS comparative period.

Impairment

There were no changes in circumstances which led management to reconsider the need to record any losses due to the impairment of assets; therefore no adjustments were made in the conversion to IFRS and for the 2011 IFRS comparative period.

Borrowing Costs

The Company has chosen to adopt IAS 23 – Borrowing Costs prospectively to construction projects for which the capitalization commencement date is after the transition date, as permitted by IFRS 1. After a review of the borrowing costs incurred in the joint ventures in the 2011 IFRS comparative period, management concluded no adjustments were necessary.

Business Combinations

The Company has elected to take the exemption available under IFRS 1 and not retroactively apply IFRS 3 – Business Combinations to acquisitions prior to the transition date. A review of acquisitions subsequent to the transition date resulted in no restatement for the 2011 IFRS comparative period.

Foreign Currency Translation

Under IFRS, the translation of assets and liabilities of United States joint ventures is based on the functional currency. The functional currency of the Company's joint ventures is United States dollars as it is the currency of the primary economic environment in which the joint ventures operate. Consideration in determining the functional currency was given to the denomination of the major cash flows of the entity. The assets and liabilities of the joint ventures are therefore translated to Canadian dollars at the period end rates of exchange, and the results of their operations are translated at average rates of exchange for the period. The resulting translation adjustments are reflected from the transition date and for the 2011 IFRS comparative period, and are included in the accumulated other comprehensive income in equity. The magnitude of the restatement to the condensed consolidated interim financial statements is described above in the section entitled Impact of Adoption of International Financial Reporting Standards (IFRS).

Joint Ventures

As previously discussed, in anticipation of IFRS 11 – Joint Arrangements becoming effective for annual periods beginning on or after January 1, 2013, the Company has elected to account for its interests in joint ventures using the equity method as currently permitted by IAS 31 – Interests in Joint Ventures. The elimination of proportionate consolidation to account for the Company's interests in joint ventures resulted in material restatements as at the transition date and for the 2011 comparative period. The magnitude of the restatement to the condensed consolidated interim financial statements is described above in the section entitled Impact of Adoption of International Financial Reporting Standards (IFRS).

Share Based Payments

After a review of historical information regarding forfeitures and expected future forfeitures on options currently outstanding, the Company concluded no adjustments arose on transition to IFRS, and no balances required restatement for the 2011 IFRS comparative period.

Information Systems

Management has reviewed its information systems and the effect of IFRS on these systems. No major changes to the systems are planned for fiscal 2012 as a result of the adoption of IFRS standards.

Internal Controls over Financial Reporting and Disclosure

Management is responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Chief Executive Officer and Chief Financial Officer evaluated, or caused to be evaluated, the design of the Company's internal controls over financial reporting (as defined in NI 52-109) as at January 31, 2012. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's internal controls over financial reporting were appropriately designed and were operating effectively as at January 31, 2012.

During the three and nine months ended January 31, 2012, and in light of the conversion to IFRS, no changes to internal controls over financial reporting have materially affected the Company's financial reporting process.

All control systems have inherent limitations, and the evaluation of a control system cannot provide absolute assurance that all control issues have been detected, including risks of misstatement due to error or fraud. As a growing enterprise, management anticipates that the Company will be continually evolving and enhancing its systems of controls and procedures.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, trade and other receivables, advances to joint ventures and accounts payable. It is management's opinion that the Company is not exposed to significant liquidity, interest or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

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 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 January 31, 2012.

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

Proposed Transactions

The Company does not have any proposed transactions.

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 January 31, 2012	Three months ended January 31, 2011
General and administrative expenses	$ 26,676	$ 188,432
Consisting of:		
- Insurance	5,100	3,000
- Bank charges	212	46
- Filing fees	3,673	1,033
- Office costs	-	2,986
- Management fees	3,000	3,000
- Professional fees	7,275	36,900
- Marketing and promotion	511	-
- Travel	6,815	7,932
- Financing costs	-	68,348
- Interest costs	-	65,187
Other material costs not referred to above		
- Share-based compensation	$ -	$ 2,347

Material Components	Nine months ended January 31, 2012	Nine months ended January 31, 2011
General and administrative expenses	$ 103,813	$ 279,437
Consisting of:		
- Insurance	11,450	3,500
- Bank charges	327	94
- Filing fees	22,352	4,612
- Office costs	710	12,439
- Management fees	9,000	9,000
- Professional fees	44,542	81,634
- Marketing and promotion	3,839	1,923
- Travel	11,593	12,535
- Financing costs	-	78,048
- Interest costs	-	75,652
Other material costs not referred to above		
- Share-based compensation	$ 3,063	$ 58,153

Disclosure of Outstanding Share Data

As at January 31, 2012 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:

	As at January 31, 2012	As at the date of this MD&A
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	30,640,806 common shares	30,640,806 common shares
Securities convertible or exercisable into voting or equity securities – asset manager's share options	100,000	100,000
Securities convertible or exercisable into voting or equity securities – directors and officers share options	600,000	600,000
Securities convertible or exercisable into voting or equity securities – unit holder warrants	7,670,323	7,670,323
Securities convertible or exercisable into voting or equity securities – agent's warrants	613,626	613,626
Total voting or equity securities issuable on conversion or exchange of outstanding securities	8,983,949	8,983,949

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, Deer Springs Crossing and Sahara Crossing, for which the Company holds a 50% interest in each. 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.

	January 31, 2012	January 31, 2011
Total assets	$ 18,189,690	$ 17,506,674
Total liabilities	$ 5,783,058	$ 5,432,894
Net assets	$ 12,406,632	$ 12,073,780
Titanstar`s share of net assets	$ 6,203,316	$ 6,036,890

	Nine months ended January 31, 2012	Nine months ended January 31, 2011
Revenue and gains	$ 1,972,392	$ 146,166
Expenses	$ 842,886	$ 380,896
Net income (loss)	$ 1,129,506	($ 234,730)
Titanstar's share of net income (loss)	$ 564,753	($ 117,365)

Additional information regarding the Company's proportionate interest in the significant equity investees is disclosed in note 4 in the January 31, 2012 condensed consolidated interim financial statements.

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, 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 and Sahara Property (together 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.

Other factors may further adversely affect the future share of income/(loss) from joint ventures 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 subsidiary, TitanStar DSC Holdings Inc., as applicable, was unable to meet its 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 and further development projects that are in addition to the Properties. These activities require the Company to identify acquisition or development 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 or development criteria or in completing acquisitions, developments, or investments on satisfactory terms. Failure to identify or complete acquisitions or developments will slow the Company's growth. The Company could also face significant competition for acquisitions and development opportunities. Some of the Company's 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 or development 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' net income could be lower than expected, resulting in the Company recognizing a lower than expected share of income from joint ventures, or potentially a share of loss from joint ventures.

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 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 each of the Deer Springs Property (through Deer Springs Crossing LP) and the Sahara Crossing Property (through Sahara Crossing LP). The Company may also enter into further joint ventures with respect to other properties in the future. In any such joint venture, the Company may not be in a position to exercise sole decision-making authority regarding the properties owned through joint ventures. Investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions. Joint venture 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 joint venture partner would have full control over the joint venture. Any disputes that may arise between the Company and its joint venture 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 joint venture partners.

Investment Concentration

The Company will be susceptible to adverse developments in Las Vegas, Nevada, the sole market in which it is initially operating, such as new developments, changing demographics and other factors. Presently, the Company's 50% interest in the Deer Springs Property (through its indirect ownership of the DSC LP Interest) and 50% interest in Sahara Property (through its indirect ownership of the Sahara Crossing LP Interest) accounts for 100% of the Company's total real property assets. As a result of this concentration of assets, the Company will be particularly susceptible to adverse market conditions in this region. Any adverse economic or real estate developments in the area 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. This effect could impair the ability of the joint ventures to service their debt obligations and generate stable positive cash flow from operations to generate a return for the Company.

In addition, because the Company's investments will initially consist of its indirect ownership of the Properties, it will be subject to risks inherent in investments in a single industry. Demand for commercial real estate could be adversely affected by weakness in the national, regional and local economies, changes in supply of, or demand for, similar or competing properties in an area and the excess amount of units in a particular market. To the extent that any of these conditions occur, they are likely to affect market rents for space, which could cause a decrease in the joint ventures' future potential rental revenue from the Properties. Any such decrease could impair the joint ventures' ability to satisfy their debt service obligations, generate stable positive cash flow from their operations and 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.

Uninsured Losses

Deer Springs Crossing LP and Sahara Crossing LP 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 have incurred and may incur indebtedness in the future in connection with the acquisition or expansion of facilities and its business. The joint ventures 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' debt may harm the Company's business and operating results by:

- requiring the joint ventures 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;
- 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' 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 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 are not successful in refinancing debt when it becomes due, the Company may be forced to dispose of its interest in the joint ventures 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.

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.

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*.

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 the net income of the Company. The Company does not plan on undertaking any hedging in order to mitigate its foreign currency risks.

At January 31, 2012, the Canadian dollar equivalent of monetary assets and liabilities that are denominated in U.S. dollars are as follows:

	January 31, 2012
Cash	$ 207,269
Advance to joint venture	2,222,462

For the three months ended January 31, 2012, 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 comprehensive income or loss for the three month period ended January 31, 2012 of approximately $121,400 (January 31, 2011 - $90,100). The foreign currency exchange rate sensitivity in net comprehensive income or loss in 2012 is attributable to a change in the translation of monetary assets and liabilities denominated in U.S. dollars.

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

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

- *IFRS 7 Financial instruments: disclosure*s was amended to provide guidance relating to disclosures with respect to the transfers of financial assets and continuing involvement in financial assets. The amendments to this standard are effective for annual periods beginning on or after July 1, 2011 with earlier application permitted.

- *IFRS 9 Financial instruments* replaces *IAS 39 Financial instruments: recognition and measurement*, retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value, This standard is effective for annual periods beginning on or after January 1, 2013 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 provides a single consolidation model that identifies control as the basis for consolidation for all types of entities. This standard is effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

- *IFRS 11 Joint arrangements* supersedes *IAS 31 Interests in joint ventures* and *SIC 13 Jointly controlled entities – non-monetary contributions by venturers* and establishes principles for the financial reporting by parties to a joint arrangement. This standard is 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 disclosures about fair value measurements. This standard is effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

- *IAS 12 Income taxes* was amended to provide guidance applicable to the measurement of deferred tax assets and liabilities where investment property is measured using the fair value model. The amendments to this standard are effective for annual periods beginning on or after January 1, 2012 with earlier application permitted.

- *IFRS 12 Disclosure of Interests 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 and IAS 28 - Investments in Associates and Joint Ventures, effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

The Company is currently evaluating but has not yet determined the impact of these standards on its financial statements.

Other MD&A Requirements

Additional information relating to the Company is available on SEDAR at www.sedar.com.