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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2022

Commission File Number: **001-38524**

**Titan Medical Inc.**

(Exact Name of Registrant as Specified in Charter)

**76 Berkely Street  
Toronto, Ontario M5A 2W7  
Canada**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TITAN MEDICAL INC.**  
(Registrant)

Date: November 10, 2022

By: /s/ Stephen Lemieux  
Name: Stephen Lemieux  
Title: Chief Financial Officer

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## EXHIBIT INDEX

99.1	<a href="#">News Release dated November 10, 2022</a>
99.2	<a href="#">Interim Financial Statements – September 30, 2022</a>
99.3	<a href="#">MD&amp;A – September 30, 2022</a>
99.4	<a href="#">Certification of interim filings - CEO</a>
99.5	<a href="#">Certification of interim filings - CFO</a>

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# TITAN MEDICAL

Titan Medical Reports Financial Results for the Third Quarter 2022, and Announces Special Shareholder Meeting

## *Shareholder Meeting to Support Share Consolidation to Maintain Nasdaq Listing*

TORONTO, November 10, 2022 - Titan Medical Inc. (Nasdaq: TMDI; TSX: TMD), a medical device company focused on the development and commercialization of innovative surgical technologies for single access robotic-assisted surgery (RAS), today announced financial results for the three and nine months ended September 30, 2022. Additionally, the company announced that a special meeting of shareholders will be held virtually on January 12, 2023 to seek shareholder approval for a consolidation of its common shares, including for the purposes of demonstrating compliance with Nasdaq Rule 5550(a)(2).

As previously shared, Nasdaq granted the company with an extension to regain compliance with Nasdaq Rule 5550(a)(2), which requires an issuer to maintain a minimum bid price of at least US\$1.00 for a minimum of 10 consecutive business days (and generally not more than 20 consecutive business days, in Nasdaq's discretion). While the company continues to undertake initiatives directed at increasing shareholder value, should the company not be able to evidence compliance prior to December 26, 2022, the company expects Nasdaq to notify Titan that its shares are subject to delisting. At such time, the company would likely appeal such determination and it is expected that the company's shares would continue to be listed and available to trade on Nasdaq at least pending the completion of the appeal process. The share consolidation, if approved, would likely be the last option available to the company to regain compliance with the minimum bid price requirement and maintain its Nasdaq listing.

"Titan is completing the final steps prior to the anticipated delivery of the first Enos system to its Chapel Hill facility before year-end 2022. We are excited and ready to commence verification, validation and safety testing on the delivered unit in support of the planned IDE submission to the FDA in 2023. Following submission, we expect to finalize our clinical trial design and continue to plan our commercialization strategy for the U.S. market. We have worked closely with our manufacturing partners in an effort to circumvent supply chain disruptions and are excited about our progress to date at this stage of the production cycle. We are committed to working with surgeons to improved patient outcomes using minimally invasive robotic surgery," stated Cary G. Vance, Titan's President and CEO.

Vance added, "After careful consideration, the company has also decided to propose a consolidation of common shares to its shareholders. We believe that a consolidation is in the best interests of shareholders, including for the purposes of regaining compliance with Nasdaq listing requirements. A continued Nasdaq listing provides numerous benefits to the company, including increased visibility of the company amongst U.S. analysts and investors, increased access to capital including potentially institutional investors, and the potential for greater trading volume and liquidity for the company's common shares. We look forward to providing additional details of the special meeting."

### **Recent Company Activities and Progress**

- *Cary Vance participated on a panel during The MedTech Conference held in Boston on October 24-26, 2022*
  - Mr. Vance and other leaders discussed navigating regulatory and business considerations in surgical robotics innovation
- *Appointed Eric Heinz as Vice President, Market and Corporate Development*
  - Mr. Heinz is responsible for developing and executing on strategic business plans to expand and accelerate Titan's Enos™ robotic single access surgical system's portfolio cadence
- *Completion of manufacturing transfer to Benchmark*
  - Titan has substantially completed the transfer of the Enos System to manufacturing, including the areas of supply chain management, product assembly and testing, and implementation of software updates related to safety controls
- *Continued FDA communications via Q-Submission process*
  - Received helpful feedback from the FDA on last Q-submission utilizing this effective process
- *Continued strengthening of intellectual property*
  - Filings include innovations in next generation single access RAS technology
- *Signed a limited development and supply agreement with Medtronic*
  - The company will support Medtronic with limited development and pre-clinical activities through the supply of instruments and cameras
- *Presented at the H.C. Wainwright Global Investment Conference held on September 12-14, 2022 and participated in investor meetings*

The company plans to pursue a De Novo regulatory process for marketing authorization with the U.S. Food and Drug Administration (FDA). Utilizing the Q-Submission program, the company has engaged in ongoing dialogue with the FDA to clarify requirements in an effort to mitigate against timeline risks. The company plans to file the IDE application with the FDA mid-year 2023 for its initial target indication for benign gynecologic surgical procedures. Titan anticipates receiving a response on the IDE application from the FDA in the second half of 2023. Following IDE approval, Titan expects to proceed with and complete a clinical study in time for submission of a De Novo classification request with the FDA in 2024. Commercial launch of the Enos™ single access RAS system is scheduled to begin upon receipt of marketing authorization from the FDA.

### **Financial Highlights Summary**

As of September 30, 2022, Titan had cash and cash equivalents of \$11.6 million, compared to \$32.3 million at December 31, 2021.

For the three months ended September 30, 2022, R&D expenses were to \$7.6 million compared to \$10.7 million for the for the three months ended September 30, 2021. R&D expenses for the three-month period ending September 30, 2022 were related to the development of the Enos System and an increase in labor costs as the Company continues to

add the required resources to its engineering, regulatory and quality teams to advance the Enos System.

R&D expenses were \$26.7 million for the nine months ended September 30, 2022 compared to \$28.4 million for the nine months ended September 30, 2021. R&D expenses for the nine-month period ending September 30, 2022 were related to the development of the Enos System and an increase in labor costs. In the comparative period, R&D expenses related to the development of the Enos System and the development work required to achieve the milestones under the Development Agreement with Medtronic.

G&A expenses were \$3.0 million for the three months ended September 30, 2022 compared to \$3.4 million for the three months ended September 30, 2021. The decrease in G&A expenses in the three-month period is related to a decrease in stock-based compensation of \$0.4 million.

For the nine-month period ended September 30, 2022, G&A expenses were \$8.7 million compared to \$9.6 million in the comparative period. The decrease in G&A expenses in the nine-month period is primarily related to a decrease in stock-based compensation of \$1.8 million and a decrease in professional and consulting fees partially offset by an increase in severance costs, public company costs and recruitment fees related to filling open roles on the senior leadership team.

The company's interim financial statements and MD&A are available at [www.sedar.com](http://www.sedar.com) and at [www.sec.gov](http://www.sec.gov).

#### **Investor Audio Webcast Information**

Titan Medical will host an investor audio webcast at 8:30 a.m. ET today (November 10, 2022) to discuss the company's financial results for the three months ended September 30, 2022, and recent business highlights. The webcast can be accessed via the Investor Relations section of the company's website [www.titanmedicalinc.com](http://www.titanmedicalinc.com).

#### **About Titan Medical**

Titan Medical Inc. (Nasdaq: TMDI; TSX: TMD), a medical device company headquartered in Toronto, Ontario and with operations in Chapel Hill, North Carolina, is focused on enhancing robotic assisted surgery using innovative technology through a single access point. The Enos™ robotic single access surgical system is being developed with an ergonomic focus to provide a surgical experience that imitates real-life movements that surgeons demand and includes multi-articulating instruments designed to allow surgeons an increased range of motion in a confined space, with dexterity and the ability to exert the forces necessary to complete common surgical tasks. With the Enos system, Titan intends to initially pursue gynecologic surgical indications.

Enos™ is a trademark of Titan Medical Inc.

For more information, visit [www.titanmedicalinc.com](http://www.titanmedicalinc.com) and follow @TitanMedical on Twitter and LinkedIn.

#### **Forward-Looking Statements**

This news release contains "forward-looking statements" within the meaning of applicable Canadian and U.S. securities laws, which reflect the current expectations of management of the company's future growth, results of operations, performance, and business prospects and opportunities. Forward-looking statements are frequently, but not always, identified by words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate", "potential for" and similar expressions, although these words may not be present in all forward-looking statements. Forward-looking statements that appear in this release may include, without limitation, references to: the company's focus on surgical technologies for single access RAS; the company's plans and expectations with respect to timing for regulatory submissions, including for an IDE application and De Novo application, clinical trials and the commercialization of the Enos system; the company's plans for verification, validation and safety testing to support its IDE submission to the FDA in 2023; the company's dialogue with the FDA and utilization of the Q-Submission program to mitigate against timeline risks; the company's plans to increase shareholder value and otherwise demonstrate and regain compliance with Nasdaq Rule 5550(a)(2); the company's plans to hold a special shareholder meeting; the potential benefits of a continued Nasdaq listing; the company's efforts to circumvent supply chain disruptions; the company's intention to host an upcoming investor audio webcast; the Enos system being developed with an ergonomic focus to provide a surgical experience that imitates real-life movements; and the company's intention to initially pursue gynecologic surgical indications. These statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties, and assumptions. Many factors could cause the company's actual results, performance, or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of the company's Annual Report for the fiscal year ended December 31, 2021, which may be viewed at [www.sedar.com](http://www.sedar.com) and at [www.sec.gov](http://www.sec.gov). Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance, or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this news release. These factors should be considered carefully, and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in the news release are based upon what management currently believes to be reasonable assumptions, the company cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. Except as required by law, the company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

#### **Contact**

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& Corporate Communications  
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#### **Titan Medical Inc. Interim Consolidated Statements of Financial Position (In thousands of US dollars)**

	<u>9/30/2022</u>	<u>12/31/2021</u>
	\$	\$
<b>Assets</b>		
CURRENT ASSETS		
Cash and cash equivalents	11,636	32,306
Receivables	-	8,280
Prepaid expenses, deposits and receivables	2,367	3,076
<b>TOTAL CURRENT ASSETS</b>	<b>14,003</b>	<b>43,662</b>

NON-CURRENT ASSETS			
Right-of-use assets, net		1,301	1,177
Property and equipment, net		736	464
Patent rights, net		2,031	1,919
TOTAL NON-CURRENT ASSETS		4,068	3,560
<b>Total assets</b>		<b>18,071</b>	<b>47,222</b>
<b>Liabilities</b>			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities		8,335	5,616
Current portion of lease liabilities		320	346
Deferred revenue		1,206	-
Warrant derivative liability		39	4,930
TOTAL CURRENT LIABILITIES		9,900	10,892
NON-CURRENT LIABILITIES			
Deferred income tax liabilities		56	56
Long-term lease liabilities		1,160	981
<b>Total Liabilities</b>		<b>11,116</b>	<b>11,929</b>
Shareholders' equity			
Share capital		264,460	263,364
Contributed surplus-Warrant reserve		11,749	11,749
Contributed surplus		15,107	14,067
Deficit		(284,361)	(253,887)
<b>Shareholders' equity</b>		<b>6,955</b>	<b>35,293</b>
<b>Total liabilities and Shareholders' equity</b>		<b>18,071</b>	<b>47,222</b>

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**Titan Medical Inc.**  
**Interim Consolidated Statements of Net and Comprehensive Loss**  
(In thousands of US dollars, except share and per share amount)

	Three Months Ended Sept 30		Nine Months Ended Sept 30	
	2022		2021	
	\$	\$	\$	\$
Revenues	-	-	-	10,093
Expenses				
Research and development	7,612	10,714	26,721	28,358
General and administrative	3,008	3,358	8,668	9,565
Depreciation				-
Total expenses	10,620	14,072	35,389	37,923
Net loss from operations	(10,620)	(14,072)	(35,389)	(27,830)
Other Expenses (Income)				
Finance income	(34)	(20)	(95)	(53)
Finance expense	42	60	77	60
Foreign exchange (gain) loss	(34)	(3)	(6)	56
Gain on fair value of warrant	(224)	(5,554)	(4,891)	(3,604)
Total other income	(250)	(5,517)	(4,915)	(3,541)
Net and comprehensive loss	(10,370)	(8,555)	(30,474)	(24,289)
Basic and fully diluted loss per share	(0.09)	(0.08)	(0.27)	(0.23)
Weighted average number of common shares Basic and diluted	111,664,823	111,127,690	111,397,231	107,520,004

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**Titan Medical Inc.**  
**Interim Consolidated Statements of Cash Flows**  
(In thousands of US dollars)

	Nine Months Ended Sept 30	
	2022	
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss and comprehensive loss	(30,474)	(24,289)
Items not involving current cash flows:		
Depreciation and amortization	563	403
Interest expense on lease liabilities	78	53
Share-based compensation expense	2,134	3,620

Gain on change in fair value of warrants	(4,891)	(3,604)
Accrued interest on Note payable	-	115
Warrant liability-foreign exchange adjustment	-	44
Changes in non-cash working capital balances		
Receivables	8,280	-
Prepaid expenses and deposits	709	(223)
Accounts payable and accrued liabilities	2,719	(441)
Deferred revenues	1,206	-
Cash used in operating activities	(19,676)	(24,322)
<b>FINANCING ACTIVITIES</b>		
Exercise of Derivative warrants	2	8,000
January 2021 Equity Offering, net of issuance costs	-	10,375
February 2021 Equity Offering, net of issuance costs	-	21,093
Exercise of Equity warrants	-	1,985
Exercise of stock options	-	14
Proceeds from issuance of common shares	-	2,709
Note payable	-	135
Repayment of lease liabilities	(308)	(180)
Cash (used in) provided by financing activities	(306)	44,131
<b>INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(474)	(333)
Purchase of patents	(214)	(268)
Cash used in investing activities	(688)	(601)
(Decrease) increase in cash and cash equivalents	(20,670)	19,208
Cash and cash equivalents, beginning of the period	32,306	25,469
<b>Cash and cash equivalents, end of the period</b>	<b>11,636</b>	<b>44,677</b>

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# TITAN MEDICAL

Q3 2022

Condensed Interim Consolidated Financial Statements (Unaudited)

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**Condensed Interim Consolidated Statements of Financial Position**  
**(Unaudited)**  
(In thousands of US dollars)

	Notes	As at September 30, 2022	As at December 31, 2021
		\$	\$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		11,636	32,306
Accounts receivable		-	8,280
Prepaid expenses, deposits and receivables		2,367	3,076
<b>TOTAL CURRENT ASSETS</b>		<b>14,003</b>	<b>43,662</b>
<b>NON-CURRENT ASSETS</b>			
Right-of-use assets, net	3	1,301	1,177
Property, plant and equipment, net		736	464
Patent rights, net		2,031	1,919
<b>TOTAL NON-CURRENT ASSETS</b>		<b>4,068</b>	<b>3,560</b>
<b>TOTAL ASSETS</b>		<b>18,071</b>	<b>47,222</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued liabilities		8,335	5,616
Current portion of lease liabilities	3	320	346
Deferred revenues	4	1,206	-
Warrant derivative liability	5	39	4,930
<b>TOTAL CURRENT LIABILITIES</b>		<b>9,900</b>	<b>10,892</b>
<b>NON-CURRENT LIABILITIES</b>			
Deferred income tax liabilities		56	56
Lease liabilities	3	1,160	981
<b>TOTAL LIABILITIES</b>		<b>11,116</b>	<b>11,929</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	6	264,460	263,364
Contributed surplus – warrant reserve	7	11,749	11,749
Contributed surplus		15,107	14,067
Deficit		(284,361)	(253,887)
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>6,955</b>	<b>35,293</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>18,071</b>	<b>47,222</b>
Commitments (Note 13)			

Approved on behalf of the Board:

"signed"

"signed"

Cary G. Vance  
President and CEO

Cathy Steiner  
Chair, Audit Committee

**Condensed Interim Consolidated Statements of Cash Flows**  
**(Unaudited)**  
(In thousands of US dollars)

	Note	Three Months Ended September 30		Nine Months Ended September 30	
		2022	2021	2022	2021
		\$	\$	\$	\$
Revenues		-	-	-	10,093
Expenses					
Research and development	8,9	7,612	10,714	26,721	28,358
General and administrative	8,9	3,008	3,358	8,668	9,565
Total expenses		10,620	14,072	35,389	37,923
Net loss from operations		(10,620)	(14,072)	(35,389)	(27,830)
Other Expenses (Income)					
Finance income		(34)	(20)	(95)	(53)
Finance expense		42	60	77	60
Foreign exchange (gain) loss		(34)	(3)	(6)	56
Gain on fair value of warrant	5	(224)	(5,554)	(4,891)	(3,604)
Total other income		(250)	(5,517)	(4,915)	(3,541)
<b>Net and comprehensive loss</b>		<b>(10,370)</b>	<b>(8,555)</b>	<b>(30,474)</b>	<b>(24,289)</b>
<b>Basic and fully diluted loss per share</b>	10	<b>(0.09)</b>	(0.08)	<b>(0.27)</b>	(0.23)

Q3, 2022 Interim Financial Results

*See accompanying notes to these condensed interim consolidated financial statements.*

**Condensed Interim Consolidated Statements of Cash Flows**  
**(Unaudited)**  
(In thousands of US dollars)

	Note	<b>Nine Months Ended September 30</b>	
		<b>2022</b>	<b>2021</b>
		\$	\$
<b>OPERATING ACTIVITIES</b>			
Net loss and comprehensive loss		(30,474)	(24,289 )
Items not involving current cash flows:			
Depreciation and amortization		563	403
Interest expense on lease liabilities		78	53
Share-based compensation expense	9(c)	2,134	3,620
Gain on change in fair value of warrants	5	(4,891)	(3,604 )
Accrued interest on Note payable		-	115
Warrant liability-foreign exchange adjustment		-	44
Changes in non-cash working capital balances			
Receivables		8,280	-
Prepaid expenses and deposits		709	(223 )
Accounts payable and accrued liabilities		2,719	(441 )
Deferred revenues		1,206	-
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<b>FINANCING ACTIVITIES</b>			
Exercise of Derivative warrants		2	8,000
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Proceeds from issuance of common shares		-	2,709
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Repayment of lease liabilities		(308)	(180 )
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<b>INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment		(474)	(333 )
Purchase of patents		(214)	(268 )
Cash used in investing activities		(688)	(601 )
(Decrease) increase in cash and cash equivalents		(20,670)	19,208
Cash and cash equivalents, beginning of the period		32,306	25,469
<b>Cash and cash equivalents, end of the period</b>		<b>11,636</b>	<b>44,677</b>

Q3, 2022 Interim Financial Results

*See accompanying notes to these condensed interim consolidated financial statements.*

**Condensed Interim Consolidated Statements of Shareholders' Equity**

(Unaudited)

(In thousands of US dollars)

	Notes	000s	Share Capital \$	Contributed Surplus- Warrant Reserve \$	Contributed Surplus \$	Deficit \$	Total \$
Balance, December 31, 2020		83,185	214,148	1,671	9,401	(239,029)	(13,809)
Derivative warrants exercised		8,000	8,000	-	-	-	8,000
Derivative warrants exercised - fair value adjustment		-	15,722	-	-	-	15,722
January 2021 equity offering, net of issuance costs	7,419	7,211	3,164	-	-	-	10,375
January 2021 equity offering, broker warrants	-	(1,384)	1,384	-	-	-	-
February 2021 equity offering, net of issuance costs	9,585	15,165	5,928	-	-	-	21,093
February 2021 equity offering, broker warrants	-	(1,238)	1,238	-	-	-	-
Equity warrants exercised	1,319	2,979	(994)	-	-	-	1,985
Equity warrants expired	-	-	(642)	642	-	-	-
Stock options exercised	20	27	-	(13)	-	-	14
Issuance of common shares	1,600	2,709	-	-	-	-	2,709
Stock-based compensation expense	-	-	-	3,645	-	-	3,645
Net loss and comprehensive loss	-	-	-	-	-	(24,289)	(24,289)
<b>Balance, September 30, 2021</b>		<b>111,128</b>	<b>263,339</b>	<b>11,749</b>	<b>13,675</b>	<b>(263,318)</b>	<b>25,445</b>
Balance, December 31, 2021		111,203	263,364	11,749	14,067	(253,887)	35,293
Stock-based compensation expense	-	-	-	2,134	-	-	2,134
RSUs exercised	688	1,094	-	(1,094)	-	-	-
Derivative warrants exercised	-	2	-	-	-	-	2
Net loss and comprehensive loss	-	-	-	-	-	(30,474)	(30,474)
<b>Balance, September 30, 2022</b>		<b>111,891</b>	<b>264,460</b>	<b>11,749</b>	<b>15,107</b>	<b>(284,361)</b>	<b>6,955</b>

Q3, 2022 Interim Financial Results

*See accompanying notes to these condensed interim consolidated financial statements.*

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

**1. NATURE OF BUSINESS**

Titan Medical Inc. ("Titan" or the "Company") is a medical technology company focused on enhancing robotic assisted surgery using innovative technologies. The Enos™ robotic single access surgical system (the "Enos System") is being developed with an ergonomic focus to provide a surgical experience that imitates real-life movements that surgeons demand and includes multi-articulating instruments designed to allow surgeons an increased range of motion in a confined space, with dexterity and the ability to exert the forces necessary to complete common surgical tasks. With the Enos system, Titan intends to initially pursue gynecologic surgical indications. By focusing on a single access point, the Company believes that patient trauma, post-operative pain and scarring can be reduced, and patients may be able to recover from surgery faster.

The Company is the successor corporation formed pursuant to two separate amalgamations under the Business Corporations Act (Ontario) on July 28, 2008. The address of the Company's corporate office and its principal place of business is 76 Berkeley Street, Toronto, Ontario, Canada M5A 2W7. On May 29, 2020, the Company established Titan Medical USA Inc. ("Titan USA" or the "Subsidiary"), a Delaware corporation and a wholly owned subsidiary of the Company.

***Going Concern***

Since inception, the Company has devoted its resources to funding the development of the Enos System, which has resulted in an accumulated deficit of \$84.4 million as of September 30, 2022. The Company's Enos System has not been approved by any regulatory agency in any market so losses are expected to continue until the Enos System is commercialized and revenue from the Enos System can support the related costs to commercialize the platform.

The Company does not earn any revenues from the Enos System and is therefore considered to be in the development stage. As required, the Company will continue to finance its operations through the sale of equity, licensing or development agreements, or pursue non-dilutive funding sources available to the Company in the future. The continuation of the development of the Enos System and the commercialization of the Enos System is dependent upon the Company's ability to successfully finance and complete the development program through a combination of equity financing and revenues from strategic partners. We have no current material sources of revenues from strategic partners.

The accompanying condensed interim consolidated financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The going concern basis contemplates the realization of assets and the settlement of liabilities in the normal course of business as they come due for the foreseeable future. Management has forecasted that the Company's current level of cash is expected to be able to fund operations into Q1 2023. The Company is actively pursuing additional financing to continue the development and regulatory process for the Enos System, but there is no assurance these initiatives will be successful, timely or sufficient. Consequently, the Company's ability to continue as a going concern beyond Q1 2023 is dependent on its ability to secure additional financing. These circumstances cast significant doubt as to the ability of the Company to continue as a going concern and, hence, the appropriateness of the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

## **NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### *Statement of compliance*

These Condensed Interim Consolidated Financial Statements have been prepared in compliance with International Accounting Standard 34 *Interim Financial Reporting*. The notes presented in these Condensed Interim Consolidated Financial Statements include only significant events and transactions occurring since our last fiscal year end and are not fully inclusive of all matters required to be disclosed in the Company's annual audited Consolidated Financial Statements. Accordingly, these Condensed Interim Consolidated Financial Statements should be read in conjunction with our most recent annual audited Consolidated Financial Statements, for the year ended December 31, 2021. We have consistently applied the same accounting policies for all periods presented in these Condensed Interim Consolidated Financial Statements as those used in our audited Consolidated Financial Statements for the year ended December 31, 2021.

These Condensed Interim Consolidated Financial Statements were authorized for issue by the Board of Directors on November 9, 2022.

#### **Basis of measurement**

These Condensed Interim Consolidated Financial Statements have been prepared under the historical cost convention, except for the revaluation of certain financial liabilities to fair value. Items included in the financial statements of each consolidated entity in the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). These interim Consolidated Financial Statements are presented in US dollars, which is the Company's functional currency.

#### **Basis of consolidation**

These Condensed Interim Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in these consolidated financial statements.

#### **Estimates, assumptions, and judgments**

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the disclosure of contingent assets and liabilities at the reporting date. Uncertainty about these assumptions and estimates could result in adjustments to the carrying amount of an asset or liability or the reported amount of revenue and expense in future periods. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Key areas of judgment and estimation are as follows:

#### *Leases*

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use ("ROU") asset. The IBR, therefore, requires estimation when no observable rates are available. The Company estimates the IBR using observable inputs such as market interest rates and is required to make certain entity-specific estimates such as the stand-alone credit rating.

#### *Stock-based payments and warrants*

The Company uses the Black-Scholes option pricing model to estimate the fair value of stock-based compensation and warrant reserves, which require the use of several input variables. Measurement date estimates include share price, expected volatility (based on weighted average historical volatility adjusted for changes expected due to publicly available information of a comparable peer group), weighted average expected life of the instruments, expected dividends and the risk-free interest rate (based on government bonds). The inputs to the model are subject to estimate and changes in these inputs can materially impact the estimated fair value of stock-based payments and warrants.

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

*Asset impairments for non-financial assets and impairment reversals*

The Company's estimate of the recoverable amount for the purpose of impairment testing requires management to make assumptions regarding estimates of the present value of future cash flows including growth opportunities, economic risk, and the discount rate.

**Revenue Recognition**

The Company currently recognizes revenue when it has persuasive evidence of a contract, performance obligations have been identified and satisfied, payment terms have been identified, and it is probable that the Company will collect the consideration it is entitled to.

**3. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

The Company leases its facility in Chapel Hill, North Carolina. This lease has remaining lease terms of approximately 3.8 years. The Company leased a facility in Toronto, Ontario for its corporate office. The Company does not have leases with residual value guarantees, or leases not yet commenced to which the Company is committed. Lease liabilities have been measured by discounting future lease payments using the Company's incremental borrowing rate of 6.0% as rates implicit in the leases were not readily determinable. During Q2 2022, the Company amended its lease to acquire additional space and extended the lease term by 12 months to June 30, 2026. These amendments were discounted using an incremental borrowing rate (IBR) of 12.0% to reflect the current economic environment.

The following table summarizes the Company's right-of-use assets outstanding at September 30:

	<b>2022</b>
	\$
Balance, January 1	1,177
Additions	468
Revision to IBR	(85 )
Amortization expense	(259 )
<b>Balance, September 30</b>	<b>1,301</b>

The following table summarizes the Company's lease liabilities outstanding at September 30:

	<b>2022</b>
	\$
Balance, January 1	1,327
Additions	468
Revision to IBR	(85 )
Interest expense	78
Repayments	(308 )
<b>Balance, September 30</b>	<b>1,480</b>

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Q3, 2022 Interim Financial Results

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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

**4. DEFERRED REVENUE**

On September 12, 2022, the Company entered into an agreement with Medtronic (the “Medtronic Agreement”) that includes a limited development program, preclinical collaboration to evaluate the performance of various instruments and camera in gynecological procedures, and the potential for future activities associated with the commercial supply of instruments and cameras to Medtronic. The total commitment of work under the Medtronic Agreement is approximately \$2.6 million, which the Company expects to complete in 2023. In May 2022, the Company received a purchase order from Medtronic for the \$2.6 million and received a \$1.2 million deposit in July 2022, which was recorded as deferred revenue and will be recognized as revenue upon fulfilling its performance obligations under the Medtronic Agreement along with the remaining receipt of approximately \$1.4 million.

**5. WARRANT DERIVATIVE LIABILITY**

The warrant derivative liability arises from Company’s common share purchase warrants in connection with historical equity offerings. These warrants are priced in non-functional currency which resulted in having exercise prices that are not fixed and include features that have a cashless exercise option or a ratchet down provision. Under IFRS 9 *Financial Instruments and IAS 32 Financial Instruments: Presentation*, warrants with an exercise price denominated in a currency that differs from the Company’s functional currency are treated as a derivative measured at fair value with subsequent changes in fair value accounted for through Net and Comprehensive Loss. At each balance sheet date, the Warrant Liability of listed warrants is adjusted to fair value measured at the market price of the listed warrants and the Warrant Liability of unlisted warrants is adjusted to fair value using the Black-Scholes model.

There is no cash flow impact as a result of the accounting treatment for changes in the fair value of the warrant derivative or when warrants expired unexercised.

	Number of Warrants Outstanding	Fair Value of Warrant Derivative
As at December 31, 2021	18,955,281	4,930
Expired	(1,009,444 )	--
Exercised	(177 )	--
Items that were classified to net loss:		
Change in fair value	--	(4,891 )
<b>As at September 30, 2022</b>	<b>17,945,660</b>	<b>39</b>

As at September 30, 2022, the following derivative warrants were outstanding:

Issue Date	Expiry Date	Exercise Price	Currency	Number Issued	Number Outstanding
\$					
5-Dec-17	5-Dec-22	18.00	CAD	1,533,333	1,533,156
10-Apr-18	10-Apr-23	10.50	CAD	1,126,665	1,126,665
10-May-18	10-Apr-23	10.50	CAD	168,889	168,889
10-Aug-18	10-Aug-23	2.92	USD	7,679,574	6,661,068
21-Mar-19	21-Mar-24	3.95	USD	8,455,882	8,455,882
<b>Balance at September 30, 2022</b>				<b>18,964,343</b>	<b>17,945,660</b>

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Q3, 2022 Interim Financial Results

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

**6. SHARE CAPITAL**

Authorized:

Unlimited number of no par value common shares. As of September 30, 2022, the Company has 111,890,707 common shares issued and outstanding (111,202,690 as of December 31, 2021).

Aspire "At the Market" (ATM) Common Share Purchase Agreement

On December 23, 2019, the Company entered into an agreement with Aspire Capital Fund, LLC ("Aspire"). Under the terms of this agreement, Aspire committed to purchase up to \$35 million of Common Shares for a maximum of 9,729,777 Common Shares.

During 2021, the Company issued 1,600,000 Common Shares to Aspire for proceeds of \$2,709. To date, the Company has issued 6,981,048 Common Shares of Titan for total proceeds of \$5.2 million. The balance remaining on Aspire's commitment was 2,748,729 Common Shares (with a maximum value of \$29.8 million). The Company did not issue Common Shares to Aspire in 2022 and the agreement expired on June 23, 2022.

**7. CONTRIBUTED SURPLUS-WARRANT RESERVE**

The Company issued warrants pursuant to the equity offerings in 2020 and 2021. Each warrant entitled the holder to purchase one common share at a fixed price, these warrants were classified as equity under IAS 32. These equity warrants expire between February 24, 2023 and January 26, 2026 and are not revalued at each reporting period.

As at September 30, 2022, the following equity warrants were outstanding:

<b>Issue Date</b>	<b>Expiry Date</b>	<b>Exercise Price \$</b>	<b>Currency</b>	<b>Number Issued</b>	<b>Number Outstanding</b>
27-Mar-20	27-Mar-25	0.21	USD	154,350	93,100
06-May-20	06-Nov-25	0.45	USD	125,455	73,343
10-Jun-20	10-Jun-24	1.25	USD	1,260,000	643,387
26-Jan-21	26-Jan-26	1.94	USD	518,234	515,834
26-Jan-21	26-Jan-26	2.00	USD	3,709,677	3,123,377
24-Feb-21	24-Feb-23	3.00	USD	4,792,625	4,792,625
24-Feb-21	24-Feb-23	3.00	USD	670,967	670,967
<b>Balance at September 30, 2022</b>				<b>11,231,308</b>	<b>9,912,633</b>

Q3, 2022 Interim Financial Results

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

**8. DEPRECIATION AND AMORTIZATION**

The following table shows depreciation and amortization expense included in Research and Development (R&D) and General and Administrative (G&A) expenses:

	Three Months Ended		Nine Months Ended	
	Sept 30, 2022	Sept 30, 2021	Sept 30, 2022	Sept 30, 2021
	\$	\$	\$	\$
Depreciation of ROU assets	87	85	259	218
Depreciation of PPE	87	43	202	104
R&D - Depreciation	174	128	461	322
G&A - Amortization of patent rights	40	40	102	81
<b>Depreciation and Amortization</b>	<b>214</b>	<b>168</b>	<b>563</b>	<b>403</b>

**9. SHARE-BASED COMPENSATION**

The Company's share-based compensation plans includes stock options and Restricted Share Units ("RSU"). The Company has reserved up to 15% of the issued and outstanding Common Shares for the granting of stock options and RSUs to eligible Employees, Officers, Directors and external consultants.

Common shares outstanding, September 30, 2022	111,890,707
Common shares reserved for issuance: 15%	16,783,606
Stock options outstanding, September 30, 2022	(7,426,665)
RSU outstanding, September 30, 2022	(5,499,663)
<b>Common shares reserved for future grants</b>	<b>3,857,278</b>

**(a) Stock Options**

The Company granted stock options to acquire common stock through our stock option plan of which the following are outstanding as September 30:

	2022		2021	
	Stock Options	Weighted Average Exercise Price	Stock Options	Weighted Average Exercise Price
		\$		\$
Balance, January 1	5,257,089	1.73	2,923,770	1.76
Granted	4,755,758	0.57	3,316,195	1.99
Forfeited	(2,242,337)	1.82	(19,568)	0.73
Expired	(343,845)	1.59	(84,974)	3.58
Exercised	--	--	(352,133)	1.71
Balance, September 30	7,426,665	0.94	5,783,290	1.87

Q3, 2022 Interim Financial Results

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

**(b) Restricted Share Units**

The Company granted RSUs to Officers and Directors through our incentive share award plan. Grants of RSUs to Directors vest either immediately or on the date of the next Annual General Meeting. Grants of RSUs to employees vest over a four-year period. The following RSUs are outstanding at September 30:

	<b>2022</b>	<b>2021</b>
Balance at Jan 1	1,581,607	--
Granted	4,758,389	2,253,040
Exercised	(702,000)	--
Cancelled	(132,083)	--
Expired	(6,250)	--
<b>Balance, September 30</b>	<b>5,499,663</b>	<b>2,253,040</b>

**(c) Stock-Based Compensation**

The following table shows the stock-based compensation expense.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>Sept 30, 2022</b>	<b>Sept 30, 2021</b>	<b>Sept 30, 2022</b>	<b>Sept 30, 2021</b>
	\$	\$	\$	\$
Stock options	278	706	233	1,661
RSUs	637	595	1,226	1,591
Total G&A - Stock options & RSUs	<b>915</b>	1,301	<b>1,459</b>	3,252
Stock options	243	121	587	368
RSUs	88	-	88	-
Total R&D - Stock options & RSUs	<b>331</b>	121	<b>675</b>	368
<b>Share-based compensation expense</b>	<b>1,246</b>	1,422	<b>2,134</b>	3,620

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Q3, 2022 Interim Financial Results

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

**10. LOSS PER SHARE**

Basic loss per share is calculated by dividing net loss by the weighted average number of common shares outstanding during the year. Fully diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive securities to common shares.

The Company has stock options and awards as potentially dilutive securities. Fully diluted net loss per share excludes all potentially dilutive shares if their effect is anti-dilutive. As a result of net losses incurred, all potentially dilutive securities have been excluded from the calculation of fully diluted net loss per share because including them would be anti-dilutive; therefore, basic and fully diluted number of shares is the same for the three and nine months ended September 30, 2022 and 2021.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>Numerator:</b>				
Net loss	<b>(\$10,370)</b>	<b>(\$8,555)</b>	<b>(\$30,474)</b>	<b>(\$24,289)</b>
<b>Denominator:</b>				
Weighted average number of common shares outstanding for basic EPS	<b>111,664,823</b>	111,127,690	<b>111,397,231</b>	107,520,004
Adjustment for diluted securities <sup>1</sup>	-	-	-	-
Weighted average number of common shares outstanding for diluted EPS	<b>111,664,823</b>	111,127,690	<b>111,397,231</b>	107,520,004
<b>Basic and fully diluted loss per share</b>	<b>(\$0.09)</b>	<b>(\$0.08)</b>	<b>(\$0.27)</b>	<b>(\$0.23)</b>
<sup>1</sup> The following securities were exercisable and not included in the calculation of fully diluted loss per share:				
Stock options	<b>882,180</b>	1,144,385	<b>882,180</b>	1,144,385
RSUs	<b>891,030</b>	175,919	<b>891,030</b>	175,919
Warrants Derivative	<b>17,945,660</b>	18,955,281	<b>17,945,660</b>	18,955,281
Warrants Equity	<b>9,912,633</b>	9,912,633	<b>9,912,633</b>	9,912,633
	<b>29,631,503</b>	30,188,218	<b>29,631,503</b>	30,188,218

Q3, 2022 Interim Financial Results

## **NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

### **11. FINANCIAL RISK MANAGEMENT**

#### **Credit Risk**

Credit risk is the risk of financial loss to the Company if a licensee or counter party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and accounts receivable.

The Company's cash and cash equivalents consists primarily of deposit investments that are held primarily with Canadian chartered banks or insurance companies.

The Company's only customer is a large multinational company which does not have a history of non-payment. Credit risk from accounts receivable encompasses the default risk of the Company's customers.

#### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company manages this risk by managing its capital structure through continuous monitoring of its actual and projected cash flows. As at September 30, 2022, the Company had cash of \$11.6 million. The Company is actively pursuing additional financing to continue the development and regulatory process for the Enos System.

#### **Interest Rate Risk**

The financial instruments that expose the Company to interest rate risk are its cash and cash equivalents. The Company's objectives of managing its cash and cash equivalents is to ensure sufficient funds are maintained on hand at all times to meet day-to-day requirements and to place any amounts that are considered in excess of day-to-day requirements on short-term deposit with the Company's banks so that they earn interest. When placing amounts of cash into short-term investments, the Company only places investments with Canadian chartered banks or insurance companies and ensures that access to the amounts placed can be obtained on short notice. A one percent increase/decrease in interest rates would not have resulted in a material increase/decrease in interest income/expense during the quarter ended September 30, 2022.

#### **Currency Risk**

The Company's operating results are subject to changes in the exchange rate of the foreign currencies (primarily Canadian dollar) relative to the US dollar. Any decrease in the value of the Canadian dollar relative to the US dollar has a favourable impact on Canadian dollar denominated operating expenses. A nominal amount of the Company's cash and cash equivalents are denominated in Canadian dollars and are subject to changes in the exchange rate of the Canadian dollar relative to the US dollar.

#### **COVID-19**

Since December 31, 2019, the outbreak of a novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, quarantine periods and social distancing protocol, along with the uncertainty around the disease itself, have caused material disruption to businesses globally, resulting in an economic slowdown. Global equity markets have experienced significant volatility. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods. Due to the uncertainty caused by the COVID-19 outbreak, the Company is experiencing a longer recruitment cycle for recruiting technical personnel, and travel restrictions have slowed its ability to select and qualify suppliers for certain of its products. Furthermore, contractors and suppliers engaged by the Company may also be impacted by COVID-19 and there is a risk they could fail to meet their obligations to the Company. The effects of these impediments on the Company's ability to achieve its milestones, including the timeline for completion, is unknown at this time.

## **NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**For the Quarter Ended September 30, 2022**

(in thousands of US dollars, except share and per share amounts, unless otherwise stated)

### **Russia – Ukraine Conflict**

The Russian invasion of Ukraine and the responses by governments around the world raises the prospects of increased cybersecurity attacks, strains on global supply chains, increases in energy prices, chip shortages since Russia and Ukraine are critical suppliers of neon gas and palladium used in chip production and challenges in natural resource extraction, refinement and transportation, among other possible impacts. The conflict may have a direct or indirect material adverse impact on the Company's business, financial condition, results of operations, or cash flows.

### **Nasdaq Listing**

The Company maintains a listing on both the TSX and Nasdaq, providing it access to both the Canadian and U.S. markets. Should the Company not be able to maintain its Nasdaq listing, it may not be able to raise capital in the U.S. in sufficient amounts or at all. As of December 30, 2021, the Company is currently not in compliance with Nasdaq's minimum bid price requirement set forth in Nasdaq Rule 5550(a)(2) since the closing bid price for the Company's Common Shares listed on Nasdaq was below US\$1.00 for 30 consecutive business days. While the Company applied for and was granted an extension to cure such deficiency, if the Company does not evidence compliance by December 26, 2022, it is expected that the Nasdaq will notify the Company that its shares are subject to delisting. The Company continues to evaluate all available options to resolve the deficiency and regain compliance, including if required, the Company seeking shareholder approval to implement a share consolidation to regain compliance with Nasdaq's minimum bid price requirement.

## **12. CAPITAL MANAGEMENT**

The Company's objective when managing capital is to maintain a strong statement of financial position. We achieve our objective by obtaining adequate cash resources to support planned activities which include manufacturing the Enos System, filing an IDE with the FDA, clinical studies, filing the De Novo application, administrative costs, and intellectual property expansion and protection. The Company defines its capital as cash and cash equivalents and shareholders' equity, which as at September 30, 2022 totaled \$18.6 million [December 31, 2021 - \$67.6 million].

The Company does not have any debt other than accounts payable and accrued liabilities and lease liabilities. The Company does have commitments related to the Enos System.

In managing its capital, the Company estimates future cash requirements by preparing an annual budget for review and approval by its Board. The budget establishes the approved activities for the upcoming year and estimates the costs associated with these activities.

Historically, the Company has funded its operations through the issuance of additional common shares and common share purchase warrants that upon exercise are converted to common shares and through license revenue received under licensing agreements. While management regularly monitors the capital markets, general market conditions, and the availability of capital, there are no assurances that funds will be made available to the Company in the required amounts or when required.

On August 25, 2022, the Company's Form F-3 registration statement became effective (the "Base Shelf") that qualifies for distribution of up to \$90.0 million of common shares, warrants, or units (the "Securities") in U.S.

Under the Base Shelf, the Company may sell Securities to or through underwriters, dealers, and also may sell Securities directly to purchasers or through agents, subject to obtaining any applicable exemption from registration requirements. The distribution of Securities may be effected from time to time in one or more transactions at a fixed price or prices, which may be subject to change, at market prices prevailing at the time of sale, or at prices related to such prevailing market prices to be negotiated with purchasers and as set forth in an accompanying Prospectus Supplement. Many factors under securities regulations in Canada and the U.S. as well as the Company's market capitalization may significantly reduce the amount of capital the Company may qualify to raise pursuant to the F-3 registration statement.

The Base Shelf provides the Company with additional flexibility when managing its cash resources as, under certain circumstances, it can shorten the time period required to close a financing and is expected to increase the number of potential investors that may be prepared to invest in the Company. Funds received as a result of using the Base Shelf would be used in line with the Board approved budget. The Base Shelf is effective until August 25, 2025.

The Company's Form F-3 registration statement that qualified for the distribution of up to \$125.0 million of common shares, warrants or units in either Canada, the U.S. or both expired on July 30, 2022.

## **13. COMMITMENTS**

As of September 30, 2022, the Company is committed to payments totaling \$13.3 million (December 31, 2021 - \$9.3 million) for activities related to the development of the Enos system.

# TITAN MEDICAL

## TITAN MEDICAL INC.

### Management's Discussion and Analysis for the three and nine months ended September 30, 2022

November 9, 2022

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#### INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") is prepared as of November 9, 2022 and should be read in conjunction with the unaudited condensed interim consolidated statements of financial position and the related notes thereto for the three and nine months ended September 30, 2022 (the "Interim Financial Statements") of Titan Medical Inc. (referred to hereinafter as "Titan", the "Company", "we", "us" and "our") and the annual audited financial statements for the year ended December 31, 2021. The Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board.

Unless otherwise indicated, all financial information in this MD&A is reported in thousands of US dollars except for share and earnings (loss) per share data which is reported in number of shares and US dollars respectively. The tables and charts included in this document form an integral part of this MD&A.

The common shares of the Company (the "Common Shares") are listed under the symbol "TMDI" on The Nasdaq Capital Market (the "Nasdaq") and "TMD" on

the Toronto Stock Exchange (the “**TSX**”).

This MD&A has been prepared with reference to National Instrument 51-102 – *Continuous Disclosure Obligations*. Additional information related to Titan, including our Annual Report (“**Annual Report**”) on Form 20-F for the year ended December 31, 2021, is available via our website at [www.titanmedicalinc.com](http://www.titanmedicalinc.com), on SEDAR at [www.sedar.com](http://www.sedar.com), and on the EDGAR section of the SEC’s website at [www.sec.gov](http://www.sec.gov).

This MD&A includes references to the Company’s trade-marks and trade names, such as Titan, Titan Medical, and Enos, some of which may be protected under applicable intellectual property laws of one or more countries and which the Company believes is its property. Solely for convenience, the Company’s trade-marks referred to in this MD&A may appear without the <sup>TM</sup> or <sup>®</sup> symbols, but such references are not intended to indicate, in any way, that the Company will not assert, to the fullest extent under applicable law, its rights to these trade-marks and trade names.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This discussion includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion other than statements of historical facts that address future events, developments, or transactions that the Company expects, are forward-looking statements. These forward-looking statements are made as of the date of this MD&A. Forward-looking statements are frequently, but not always, identified by words such as “expect”, “anticipate”, “estimate”, “may”, “could”, “might”, “will”, “would”, “should”, “intend”, “believe”, “target”, “budget”, “plan”, “strategy”, “goals”, “objectives”, “predicts”; “potential”, “projects”, “possible”, “milestones”, “projection” or the negative of any of these words and similar expressions, although these words may not be present in all forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to, the factors discussed in the section entitled “*Risk Factors*” in the Annual Report. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and, other than as required by law, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are based on a number of assumptions, which may prove to be incorrect, including but not limited to the assumptions discussed in the section entitled “Cautionary Note Regarding Forward Looking Statements” in the Company’s Annual Report. Accordingly, readers should not place undue reliance on forward-looking statements.

This MD&A also includes market data and forecasts. Although the Company is responsible for all of the disclosure contained in this MD&A, in some cases the Company relies on and refers to market data and certain industry forecasts that were obtained from third party surveys, market research, consultant surveys, publicly available information and industry publications and surveys that it believes to be reliable. Unless otherwise indicated, all market and industry data and other statistical information and forecasts contained in this MD&A are based on independent industry publications, reports by market research firms or other published independent sources and other externally obtained data that the Company believes to be reliable. Any such market data, information or forecast may prove to be inaccurate because of the method by which it was obtained or because it cannot always be verified with complete certainty given the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties, including those discussed in the Annual Report under the heading “*Risk Factors*”. As a result, although the Company believes that these sources are reliable, it has not independently verified the information.

The sections of the Annual Report titled “*Cautionary Note Regarding Forward-Looking Statements*” and “*Risk Factors*” are expressly incorporated by reference into this MD&A. The Annual Report is available on the EDGAR section of the SEC’s website at [www.sec.gov](http://www.sec.gov) and on SEDAR at [www.sedar.com](http://www.sedar.com). In addition to the foregoing, which are incorporated by reference, the Company includes the following additional and/or updated “*Forward-looking statements*” and/or “*Risk Factors*”:

- The Company is not eligible to use the Multijurisdictional Disclosure System (“**MJDS**”) and even if it becomes eligible to use MJDS, the Company may not be otherwise maintain its eligibility to use MJDS; and
- Without requisite financing becoming available to the Company on acceptable terms, or at all, the Company may not have adequate cash available to fund operations throughout the first quarter of 2023.

## OVERVIEW

Titan is a medical technology company headquartered in Toronto, Ontario with operations in Chapel Hill, North Carolina. Titan is focused on enhancing robotic assisted surgery (“**RAS**”) using innovative technology through a single access point. The Enos™ system, a single access robotic-assisted surgical platform (the “**Enos System**”) is being developed with an ergonomic focus to provide a surgical experience that imitates real-life movements that surgeons demand. The platform consists of a surgeon workstation that interfaces with a patient cart that includes multi-articulating instruments designed to allow surgeons an increased range of motion in a confined space, with dexterity and the ability to exert the forces necessary to complete common surgical tasks. With the Enos System, Titan intends to initially pursue gynecologic surgical indications. By focusing on a single access point, the Company believes that patient trauma, post-operative pain and scarring can be reduced, and patients may be able to recover from surgery faster.

The Company’s innovations in RAS, including those directed at the Enos System, are protected by a growing patent portfolio that includes more than 200 patents and patent applications. Certain of Titan’s RAS technologies and related intellectual property have been licensed to Medtronic plc (“**Medtronic**”), while retaining world-wide rights to commercialize the technologies for use with the Enos System.

The Enos System is under development and has not been authorized for marketing by the U.S. Food and Drug Administration (“**FDA**”) or approved by any other regulatory authority in any other jurisdiction, and until such authorizations or approvals are obtained, is not commercially available.

The Company is the successor corporation formed pursuant to two separate amalgamations under the *Business Corporations Act* (Ontario) on July 28, 2008. The address of the Company’s corporate office and its principal place of business is 76 Berkeley Street, Toronto, Ontario, Canada M5A 2W7. On May 29, 2020, the Company established Titan Medical USA Inc. (“**Titan USA**” or the “**Subsidiary**”), a Delaware corporation and a wholly owned subsidiary of the Company. Titan USA’s principal activity consists of R&D, regulatory overview as well as the manufacturing of instruments and camera systems for the Enos System from its leased premises located in Chapel Hill, North Carolina.

In addition to leveraging in-house R&D capabilities, including for activities related to the Enos System and the development work performed pursuant to the agreement with Medtronic (see “*Significant Transactions - Agreements with Medtronic*”), the Company engages subcontractors and consultants to perform certain design and development, prototyping, and assembly and manufacturing activities.

## SIGNIFICANT TRANSACTIONS

### February 2021 Equity Offering

On February 24, 2021, the Company closed an offering of 9,585,250 units of the Company ("February 2021 Units") sold on a "bought deal" basis, at a price of \$2.40 per February 2021 Unit for aggregate gross proceeds of \$23 million. Each February 2021 Unit consists of one Common Share and one half (1/2) of one Common Share purchase warrant (each whole warrant, a "February 2021 Warrant"). Each February 2021 Warrant is exercisable to acquire one Common Share at an exercise price of \$3.00 per Common Share until February 24, 2023. In connection with the February 2021 offering, the Company issued 670,967 broker warrants, each exercisable at \$3.00 until February 24, 2023 for one Common Share.

Anticipated use of proceeds from the offering is for general corporate purposes and funding working capital and capital expenditures. As previously disclosed, general corporate purposes includes the development of the Enos System (see "*Enos Single Access Robotic Assisted Surgical System - Development Plan*") and there have been no variations in the proposed use of proceeds to date.

### January 2021 Equity Offering

On January 26, 2021, the Company closed an offering of 7,419,354 units of the Company ("January 2021 Units") sold on a "bought deal" basis, at a price of \$1.55 per January 2021 Unit for aggregate gross proceeds of \$11.5 million. Each January 2021 Unit consists of one Common Share and one half (1/2) of one Common Share purchase warrant (each whole warrant, a "January 2021 Warrant"). Each January 2021 Warrant is exercisable to acquire one Common Share at an exercise price of \$2.00 per share until January 26, 2026. In connection with the January 2021 offering, the Company issued 518,234 broker warrants, each exercisable at \$1.9375 until January 26, 2023 for one Common Share.

Anticipated use of proceeds from the offering is for general corporate purposes and funding working capital and capital expenditures. As previously disclosed, general corporate purposes includes the development of the Enos System (see "*Enos Single Access Robotic Assisted Surgical System - Development Plan*") and there have been no variations in the proposed use of proceeds to date.

### Agreements with Medtronic

On June 3, 2020, the Company entered into a development and license agreement (the "Development Agreement") with a U.S. affiliate of Medtronic in connection with the development of RAS technologies and a separate license agreement (the "License Agreement", and together with the Development Agreement, the "Medtronic Agreements") with Medtronic with respect to certain previously developed Company technologies.

Under the terms of the License Agreement, Titan granted Medtronic an exclusive license with regard to certain RAS technologies, including patents and know-how, for a one-time upfront royalty payment of \$10 million received on June 10, 2020 with no further royalty payments due thereunder. Under the terms of the Development Agreement, Titan granted Medtronic an exclusive license with regard to the technologies developed under the Development Agreement in exchange for license fees totaling up to \$31 million (the exact amount dependent on certain legal, transaction and intellectual property costs under the Medtronic Agreements). The total payments received under the Development Agreement were \$30.6 million as described below, with no further royalty payments due thereunder. While the intellectual property licensed to Medtronic under the Medtronic Agreements may not be licensed to a third party, Titan has retained rights to continue to develop, commercialize and use the licensed intellectual property and the licensed technologies for the Company's own business in single access RAS, including the Enos System. Furthermore, in connection with the sale of all or substantially all of the assets of the Company or a "change of control" (as such term is defined in the Medtronic Agreements), the Company may assign and transfer all of its rights under the Medtronic Agreements, allowing an acquirer to use the licensed intellectual property and technologies, as otherwise permitted under the Medtronic Agreements, for their own purposes.

All of the milestones under the Development Agreement have been completed and the associated payments were received from Medtronic. The milestones and associated payments were as follows:

Medtronic Milestone <sup>(1)</sup>	Deadline <sup>(2)</sup>	Payment (US \$ 000's)	Milestone Achieved
Medtronic Milestone 1	Four (4) months from Development Start Date <sup>(3)</sup>	10,000	Q4 2020 <sup>(5)</sup>
Medtronic Milestone 2 <sup>(4)</sup>	Four (4) months from Development Start Date	-	-
Medtronic Milestone 3	Six (6) months from the later of:  (a) receipt of Payment for Medtronic Milestone 1,  (b) receipt from Medtronic of Medtronic deliverables required for Medtronic Milestone 3, and  (c) receipt from Medtronic of confirmation of certain due diligence in respect of deliverables for Medtronic Milestone 1	10,000	Q2 2021 <sup>(6)</sup>
Medtronic Milestone 4	Four (4) months from the later of: (a) receipt of Payment for Medtronic Milestone 3,  (b) receipt of Medtronic deliverables for Medtronic Milestone 4, and  (c) receipt from Medtronic of confirmation of certain due diligence in respect of deliverables for Medtronic Milestone 3	10,600	Q4 2021 <sup>(7)</sup>

1. Medtronic Milestone 1, Medtronic Milestone 3 and Medtronic Milestone 4 are each technology milestones as defined in the Development Agreement and consist of the completion of the development of certain RAS technologies as described in the Development Agreement.
2. All as further described and qualified in the Development Agreement.
3. "Development Start Date" has the meaning ascribed to it in the Development Agreement and was June 12, 2020.

4. Medtronic Milestone 2 was a non-technology milestone defined in the Development Agreement having Titan raise at least \$18.0 million of capital between the effective date of the Development Agreement and the date that is four months from the Development Start Date. Medtronic Milestone 2 was achieved in June 2020.
5. On October 28, 2020, the Company received a \$10 million license payment for completion of Medtronic Milestone 1.
6. On May 28, 2021, the Company received a \$10 million license payment for completion of Medtronic Milestone 3.
7. On January 26, 2022, the Company received a \$10 million license payment for completion of Medtronic Milestone 4 and a \$0.6 million payment related to certain legal, transaction and intellectual property costs for a total of \$10.6 million. The Company received a net payment of \$8.3 million, as \$2.3 million was offset by Medtronic to pay for the loan that was retired in December 2021. The Company recognized revenue of \$10.0 million in fiscal 2021 related to the achievement of this milestone.

On September 12, 2022, the Company entered into an agreement with Medtronic (the " **Development and Pre-Clinical Supply Agreement**" ) that includes a limited development program, preclinical collaboration to evaluate the performance of various instruments and cameras in gynecological procedures, and the potential for future activities associated with the commercial supply of instruments and cameras to Medtronic. The total commitment of work under the Development and Pre-Clinical Supply Agreement is approximately \$2.6 million, which the Company expects to complete in 2023. In May 2022, the Company received a purchase order from Medtronic for the \$2.6 million and received a deposit of \$1.2 million in July 2022, which was recorded as deferred revenue and will be recognized as revenue upon fulfilling its performance obligations under the Development and Pre-Clinical Supply Agreement along with the remaining receipt of approximately \$1.4 million.

#### Aspire Common Share Purchase Agreement

On December 23, 2019, the Company entered into an agreement (the " **Aspire Agreement**" ) with Aspire Capital Fund, LLC (" **Aspire**" ). Under the terms of the Aspire Agreement, Aspire committed to purchase up to \$35 million of Common Shares for a maximum of 9,729,777 Common Shares. To date, the Company has issued 6,981,048 Common Shares of Titan for total proceeds of \$5.2 million (\$2.7 million for the year ended December 31, 2021 and \$2.1 million for the year ended December 31, 2020). The Aspire Agreement expired on June 23, 2022.

### **ENOS SINGLE ACCESS ROBOTIC ASSISTED SURGICAL SYSTEM**

#### Development

The Company's business is focused on the development and commercialization of innovative surgical technologies for single access RAS requiring only a single access point/port. The Company is working on the development of the Enos System, which comprises a surgeon-controlled patient cart with a 3D high-definition vision system and multi-articulating instruments that enable a surgeon to perform surgical procedures, and a surgeon workstation that provides the surgeon with an ergonomic interface to the patient cart and a 3D high-definition view of the surgical procedure. The Company intends to initially pursue gynecologic surgical indications for use of its Enos System.

Development of the Enos System has proceeded with input from various stakeholders including surgeons and operating room staff experienced in RAS, specialized medical technology development firms and from the Company's surgeon advisory board. This approach has positioned the Company to design a robotic surgical system intended to include the traditional advantages of RAS, including 3D stereoscopic imaging and restoration of instinctive control, as well as new and enhanced features, including an advanced surgeon workstation incorporating a 3D high-definition display designed to provide a more ergonomic user interface and a patient cart facilitating the use of instruments with enhanced dexterity.

The Enos System patient cart has been developed with the goal of delivering multi-articulating instruments and a dual-view camera system into a patient's abdominal body cavity through a single access port. The dual-view camera system consists of a flexible 3D high-definition endoscopic camera along with a light source and an insertion tube/cannula with a diameter of approximately 25 millimeters that includes an integrated 2D high-definition camera along with an independent light source that, once inserted, provides visualization of the surgical site to allow for optimal surgical positioning of the patient cart. Once the insertion tube is positioned in the body, it is docked to the patient cart and the 3D high-definition endoscopic camera is subsequently deployed in a manner that the endoscopic camera and multi-articulating instruments can be controlled by the surgeon via the surgeon workstation. The reusable multi-articulating instruments are designed to provide highly dexterous movements and to facilitate an assortment of permanent and detachable single patient use end effectors. The use of reusable robotic instruments for a specific number of uses that can be cleaned and sterilized between surgeries is intended to minimize the cost per procedure without compromising surgical performance. The design of the patient cart also incorporates multiple mechanical elements for surgical positioning allowing for configurability for a number of surgical indications and the ability to be maneuvered within the operating room, or redeployed within hospitals and ambulatory surgical centers, where applicable.

As part of the development of the Enos System, the Company plans on the development of a robust training curriculum and post-training assessment tools for surgeons and surgical teams. The training curriculum is planned to include cognitive pre-training, psychomotor skills training, surgery simulations, live animal and human cadaver lab training, surgical team training, troubleshooting and an overview of safety. Post-training assessment will include validation of the effectiveness of those assessment tools. An initial set of core surgical skills simulation modules customized for use with the surgeon workstation have been produced in the first phase of the comprehensive surgeon training curriculum that the Company plans for its Enos System.

Through the development of RAS technologies, including the development of the Enos System, the Company has worked to deepen its intellectual capital by recruiting an experienced in-house technical team and engaging leading medical technology development firms with a depth of experience in medical technology development, including RAS technologies. In addition to expanding its intellectual capital, the Company continuously evaluates its technologies under development for intellectual property protection through a combination of trade secrets and patent application filings, with a focus on the filing and prosecution of patents that it believes validate the novelty of its unique technologies.

#### Regulatory Overview

RAS systems are highly regulated, complex medical devices. The Company has used a combination of internal and external resources to execute the research, development and regulatory plans for the Enos System. Development objectives have been established to support a planned regulatory submission to the FDA for marketing authorization in the US, followed by submittal of a Technical File to a European Notified Body to obtain CE marking, which indicates that a product for sale within the European Economic Area has been assessed to conform to health safety and environmental protection requirements.

In the US, the regulatory clearance process includes a Q-Submission Program that provides companies an opportunity to interact with and obtain feedback from the FDA on specific aspects of the regulatory process, requirements and planned submissions including Investigational Device Exemption ("IDE") applications, 510(k) applications and De Novo classification requests. Certain Q-Submissions, termed Pre-Submissions, typically include a request for written feedback, and if desired, a meeting in which additional feedback and findings are documented in meeting minutes. The recommendations made by the FDA in response to a Pre-Submission are non-binding on the FDA, and circumstances related to a company's product or potential risks identified through post-market surveillance of similar products in clinical use may further change the position of the FDA. Furthermore, while the FDA encourages Q-Submissions, there is no assurance that feedback provided from these communications will result in regulatory marketing authorization, nor does it preclude any identified future changes in regulatory pathways.

The Company has filed a number of Q-Submissions and based on ongoing communications with the FDA, expects that the Enos System will be classified as a Class II device and accordingly plans to obtain marketing authorization through a classification request for novel devices in accordance with section 513(f)(2) of the U.S. Federal Food, Drug and Cosmetic Act (the "FD&C Act"), commonly known as a De Novo classification submission. In 2020, the Company filed a Request for Information in response to communications the Company had with the FDA, in which the FDA raised the question of whether RAS devices would generally continue to be eligible for classification as Class II devices and the 510(k) submission pathway, or whether a De Novo submission would be more appropriate for such devices. While the Company had previously confirmed with the FDA that the Enos System would be suitable for marketing authorization through a 510(k) submission, in December 2020, it received a written response (the "**Written Response**") from the FDA to its Request for Information in accordance with section 513(g) of the FD&C Act that indicated that the FDA believes, based on information provided to it, that the Enos System is appropriate for classification through the De Novo submission pathway. The FDA stated that the technological differences between the Enos System and RAS devices previously cleared for marketing by the FDA raise new questions of safety and effectiveness, and that a 510(k) application submitted by the Company claiming substantial equivalence to any previously marketed RAS device would most likely be determined to be not substantially equivalent. In view of the Written Response and additional guidance provided by the FDA to the Company, the Company plans to proceed with a De Novo classification request for the Enos System following successful completion of the IDE clinical study as described below.

Requests for Information made pursuant to Section 513(g) of the FD&C Act require the FDA to provide information about the classification and the regulatory requirements that may be applicable to a particular device. FDA responses to such requests represent the FDA's best judgement about how a device would be regulated, based upon review of information provided by a requester, including the description of the device and its intended use. The FDA's response to a 513(g) request is not a classification decision for a device and does not constitute FDA clearance or approval for commercial distribution. Classification decisions and clearance or approval for marketing require submissions under different sections of the FD&C Act, such as a classification obtained in response to a 510(k) submission or a De Novo submission.

The De Novo classification request provides a pathway for the FDA to classify novel medical devices for which general controls, or general and special controls, provide a reasonable assurance of safety and effectiveness, but for which there is no legally marketed predicate device. The De Novo process allows the FDA to review a company's submission and reasons as to why the device should be a Class II device, including the review of the general and special controls that would provide reasonable assurance of the safety and effectiveness of the device. Included in such a classification request, clinical, non-clinical, test and design data may be provided to support a company's recommendation for the classification of the device as a Class II device. After the FDA receives and reviews a request, a determination (generally within 150 review days) is made to either grant or decline the request. Review days are calculated as the number of calendar days between the date the De Novo request was received by the FDA and the date of the FDA's decision, excluding the days a request was on hold for an additional information request. If the request is granted (i.e. the device is determined to be a Class II device), the device is authorized to be marketed and a new classification regulation will be established, ultimately allowing the novel device to serve as a predicate for 510(k) submissions of future devices of the same type. Should the De Novo classification request be declined, and the device is therefore classified as a Class III device, a premarket approval application under section 515 of the FD&C Act, also known as a PMA, would be required to market the device, involving a more expensive and time-consuming approval process.

Since the Enos System is presently under development and the Company has not submitted any applications for marketing authorization, it is not possible to predict with certainty the outcome of any review by the FDA and the time required to complete activities necessary for regulatory marketing authorization is not quantifiable at this time. The FDA's recent review and response to the Company's proposed IDE clinical study general design and planning occurred during a video conference call held in September 2021. While the general design of the Company's planned IDE clinical study was confirmed, more detailed communication will be required to reach agreement on the content of a complete IDE application, including the final clinical design, risk analyses, safety testing, human factors testing, and preclinical data. Accordingly, the Company plans on further communications and submissions with the FDA to clarify the requirements for the IDE application and to understand any special controls which the FDA may apply to the IDE clinical study. Additional Pre-Submissions will allow the FDA to review the state of the current design of the surgical system, and the inclusion of test data and more detailed proposals for clinical protocols would allow the FDA to provide additional feedback and/or suggest modifications.

The performance of human surgeries as part of the proposed clinical study with the Enos System will require an IDE from the FDA, which must be submitted and approved in advance. An IDE allows the investigational device to be used in a clinical study in order to collect safety and effectiveness data. Further, the recruitment of surgeons from multiple hospital sites will be necessary to perform the surgeries as well as the recruitment of patients willing to participate in the IDE study. Each of these sites will require approval of their independent Institutional Review Board ("IRB") to approve the studies. Application to the IRB of each hospital can be made once the FDA has approved the Company's IDE application. Only upon successful completion of the IDE clinical study will the Company be in a position to submit to the FDA an application for De Novo classification for marketing authorization.

Previous results achieved by surgeons in operating prototypes in numerous animal and cadaver studies have preliminarily validated the potential for single incision surgeries to be performed with the Enos System. Insights gained from these preclinical studies have directed the Company to make product improvements. In June 2019, the Company commenced preclinical live animal and cadaver studies according to Good Laboratory Practices ("GLP") and subsequently, on July 18, 2019, announced the successful completion of those studies. Following the completion of the GLP procedures, the Company proceeded to perform human factors evaluation ("HFE") studies, which included verification of production system operation with clinical experts under simulated robotic manipulation exercises. However, during the GLP and HFE studies, the Company identified opportunities to improve the performance of instruments, camera systems and sterile interfaces before proceeding further, which may require repeating those studies with enhanced designs.

During the third quarter of 2021, the Company completed additional pre-clinical GLP studies. The pre-clinical studies involved utilizing the Enos System to perform hysterectomies in porcine subjects. The subjects successfully completed the survival period in the study. With the completion of these studies, surgeons have now performed over 70 pre-clinical procedures representing multiple subspecialties with Titan's Enos System.

During the third quarter of 2019, the Company's European Notified Body also completed audits of the Company's quality system procedures and related documentation for ISO 13485 Certification, which was ultimately received in January 2020. In September 2021, a surveillance audit of the Company's quality system was successfully completed by the Company's Notified Body.

During the first quarter of 2022, the Company completed an animal lab procedure. Additional surgeon validation was gained during this animal lab where Titan received positive feedback on improvements to the vision system and on electrical energy instrumentation. New insights on the ease of robotic surgery adoption for laparoscopic surgeons was also noted, which the Company expects to institute as part of its training programs.

### Development Plan

For the purposes of this section, the description and milestone chart with respect to the Company's development plan should be read in conjunction with the "Risk Factors" section of the Annual Report.

The Company is focused on the development and commercialization of the Enos System. The following chart and narrative are provided to outline the significant development and regulatory milestones required to achieve the overall goal of commercializing the Enos System in the United States.



While the milestone chart is based on information currently available to the Company, there is no assurance that the development, regulatory and commercialization milestones set forth above will be completed within the timeframes forecasted, if at all, and are based upon the following key assumptions:

1. The Company will complete each milestone within the projected timeframe and at the estimated cost.
2. The Company will receive on a timely basis all applicable regulatory authorizations, approvals or clearances including without limitation the planned IDE application and the planned De Novo application to the FDA.
3. There will be no significant changes to the regulatory authorization process in the United States.
4. The Company will be able to secure a sufficient number of hospital sites, surgeons and patients as part of the IDE clinical study.
5. The costs of materials and components required by the Company, availability of sufficiently qualified personnel and the wages and salaries of such personnel and the costs and timing of engaging third parties in respect of the Company's clinical study and the manufacturing of its Enos System will remain stable.
6. Despite global supply chain challenges, the Company and the manufacturing firms it engages will be able to secure components and subsystems for the Enos System on a timely basis, and no unforeseen shortages or shipping delays will arise.
7. The Company will be able to raise required financing on a timely basis to support its development program, manufacturing, human clinical study and operations.
8. The design of the Enos System and related platforms and equipment will not be required to materially change for any reasons (including without limitation due to results of safety and verification testing, market demands, intellectual property or regulatory issues).
9. The Company will be able to engage, retain and recruit, as necessary, technical personnel, contractors and third parties (such as development firms and manufacturers) with the type of specialized skill and knowledge required to develop, manufacture and test the Enos System.

The foregoing list of assumptions is not exhaustive. Although the Company has attempted to identify on a reasonable basis the key assumptions related to forward-looking statements in the development milestone table above, there can be no assurance that the forward-looking statements will prove to be accurate, as events or circumstances or other factors could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements.

In June 2022, the Company updated its timing for filing the IDE application for the Enos System with the FDA. The Company expects to file its IDE with the FDA mid-year 2023 versus the earlier anticipated time period of the first quarter of 2023. The Company anticipates receiving a response on the IDE application from the FDA in the second half of 2023. Associated milestones as set forth in the chart above are described in additional detail below.

- *Completion of Product Development and Transfer to Manufacturing* – The Company has substantially completed product development to accommodate the transfer of the Enos System to manufacturing, including the areas of supply chain management, product assembly and testing, and implementation of software updates related to safety controls. The Company relies on its employees as well as engagements with consultants, development firms and manufacturers to complete product development. Any interruptions in the engagement of the forgoing or from other interruptions related thereto, such as supply chain interruptions, will impact the Company's ability to complete product development.
- *Manufactured Units Safety and Verification Testing* – Upon completion of product development and the delivery of manufactured units of the Enos patient cart and surgeon workstation, the Company anticipates completing system verification and validation and safety testing in support of the planned IDE submission to the FDA.
- *IDE Application, FDA Review, IDE Study* – Upon successful completion of safety and verification testing of the Enos patient cart and surgeon workstation as well as the biocompatibility testing of instruments, cameras and accessories, the Company expects it will have the requisite information necessary to submit a complete IDE application to the FDA in mid-year 2023. Upon receiving approval of the IDE application by the FDA, the Company plans to commence human clinical studies to validate the safety and effectiveness of the Enos System.

With the feedback from the FDA during the second half of 2021, it is anticipated that the IDE clinical study will include total laparoscopic hysterectomies

performed on 40 to 50 patients at 3 to 4 clinical sites. The Company has already begun IRB site preparation for the selected clinical sites. Based on the expected timing of filing the IDE application and the FDA review and approval process, the Company anticipates that the surgical procedures associated with the IDE, and the associated follow-up, can be completed in mid-year 2024.

- **De Novo Application and FDA Review** – Assuming the successful completion of the IDE study, including follow-up data, the Company expects to submit its De Novo application to the FDA and receive the FDA's response in early 2025.
- **Commercialization** – The Company anticipates a commercial launch of the Enos System in early 2025 upon receipt of marketing authorization from the FDA. Commercial manufacturing of the Enos System is expected to be an extremely detailed and complex process with the potential for delays, interruptions (including supply chain interruptions) or cost overruns.

The total costs to complete the development of the Enos System cannot yet be determined with a high degree of certainty, and the costs may be substantially higher than any estimated by the Company. Please see “*Special Note Regarding Forward-Looking Statements*” and “*Risk Factors*” in the Annual Report.

The Company anticipates that its cash and cash equivalents balance of \$11.6 million at September 30, 2022 will be sufficient to fund the development of the Enos System and operational expenses into the first quarter of 2023. However, unexpected increases in costs and expenses due to operational decisions made by the Company and/or factors beyond the Company's control, such as pandemics and international conflicts, including the COVID-19 pandemic and the Russian invasion of Ukraine, or any delays related to sourcing of parts and materials or higher than expected inflation rates impacting pricing of parts and materials could cause a material impact on working capital resources of the Company.

Due to the nature of technology development and the related medical device regulatory pathway in the United States, there is no assurance that the development, regulatory and commercialization milestones set forth above will be completed within the timeframes forecasted, if at all, and there can be no assurance with respect to the resources that may be required to achieve these milestones, including both internal resources with respect to the availability to the Company of qualified technical personnel and third party development and manufacturing firms. Furthermore, additional required development or regulatory tasks could be identified in the course of the development, manufacturing and testing of the Enos System which may elongate the forecast timeline. The review times for IDE applications as well as De Novo applications with the FDA can vary greatly, and there can be no assurance as to the time it will take for the Company to receive FDA marketing authorization for the Enos System, or whether such authorization will be obtained at all.

#### **INTELLECTUAL PROPERTY AND LICENSING**

As of September 30, 2022, the Company's patent portfolio includes over 200 patents and patent applications. The Company anticipates further expanding its patent portfolio by filing additional patent applications as it progresses in the development of robotic surgical technologies and, potentially, by licensing suitable technologies.

Pursuant to the License Agreement (see “*Significant Transactions - Agreements with Medtronic*”), the Company exclusively licensed to Medtronic a portion of its portfolio related to certain aspects of instruments and cameras, while retaining the world-wide rights to commercialize the licensed technologies for the Company's own business in single access RAS. Furthermore, pursuant to the Development Agreement with Medtronic, the Company developed certain RAS technologies, that were completed and exclusively licensed by Medtronic for license payments of \$30.6 million. The Company retains the world-wide rights to commercialize any developed technology in its own business (see “*Significant Transactions - Agreements with Medtronic*”).

#### IP Exclusivity and Independence

Under each of the Medtronic Agreements, while Titan granted an exclusive license to Medtronic, Titan retained world-wide ownership rights to independently commercialize the licensed technologies in single access RAS, including with the Enos System and enhancements thereof. Under each of the Medtronic Agreements Titan may assign its intellectual property rights thereunder in connection with the sale of all or substantially all of the assets of Titan or in connection with a “change of control” (as such term is defined therein).

#### **RESULTS OF OPERATIONS**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	\$ -	\$ -	\$ -	\$ 10,093
Expenses				
Research and development	7,612	10,714	26,721	28,358
General and administrative	3,008	3,358	8,668	9,565
Total expenses	10,620	14,072	35,389	37,923
Net loss from operations	(10,620)	(14,072)	(35,389)	(27,830)
Finance income	(34)	(20)	(95)	(53)
Finance expenses	42	60	77	60
Foreign exchange (gain) loss	(34)	(3)	(6)	56
Gain on fair value of warrant	(224)	(5,554)	(4,891)	(3,604)
Total other income	(250)	(5,517)	(4,915)	(3,541)
Net and comprehensive loss	(10,370)	(8,555)	(30,474)	(24,289)
Basic and diluted loss per share	(0.09)	(0.08)	(0.27)	(0.23)
<b>Financial Position</b>				
			September 30, 2022	December 31, 2021
Cash			\$ 11,636	\$ 32,306
Total assets			18,071	47,222
Total liabilities			11,116	11,929
Total equity			6,955	35,293

Revenue

Revenue was \$nil for the three and nine months ended September 30, 2022 compared to \$nil for the three months ended September 30, 2021 and \$10.1 million for the nine months ended September 30, 2021. Revenue in the comparative period was primarily related to the achievement of the third milestone with Medtronic.

The Company completed all of the milestones under the Development Agreement and the License Agreement with Medtronic and earned \$40.6 million of the maximum amount of \$41.0 million. See "Significant Transactions - Agreements with Medtronic".

Research and Development

Research and development ("R&D") expenses were \$7.6 million for the three months ended September 30, 2022 compared to \$10.7 million for the three months ended September 30, 2021. R&D expenses for the three-month period ending September 30, 2022 were related to the development of the Enos System and an increase in labour costs as the Company continues to add the required resources to its engineering, regulatory and quality teams to advance the Enos System. The Company has transferred substantially all of the components of the Enos System to its manufacturing partner and expects to start receiving manufactured units later this year. In the comparative period, R&D expenses related to the development of the Enos System and the development work required to achieve the milestones under the Development Agreement with Medtronic.

R&D expenses were \$26.7 million for the nine months ended September 30, 2022 compared to \$28.4 million for the nine months ended September 30, 2021. R&D expenses for the nine-month period ending September 30, 2022 were related to the development of the Enos System and an increase in labour costs. In the comparative period, R&D expenses related to the development of the Enos System and the development work required to achieve the milestones under the Development Agreement with Medtronic.

General and Administrative

General and administrative ("G&A") expenses were \$3.0 million for the three months ended September 30, 2022 compared to \$3.4 million for the three months ended September 30, 2021. The decrease in G&A expenses in the three-month period is related to a decrease in stock-based compensation of \$0.4 million.

G&A expenses were \$8.7 million for the nine months ended September 30, 2022 compared to \$9.6 million for the nine months ended September 30, 2021. The decrease in G&A expenses in the nine-month period is primarily related to a decrease in stock-based compensation of \$1.8 million and a decrease in professional and consulting fees, partially offset by an increase in severance costs, public company costs and recruitment fees related to filling open roles on the senior leadership team.

Net Loss from Operations

Net loss from operations was \$10.6 million for the three months ended September 30, 2022 compared to \$14.1 million for the three months ended September 30, 2021. The decrease in net loss from operations resulted from reduction of R&D and G&A expenses in the current period of \$3.5 million.

Net loss from operations was \$35.4 million for the nine months ended September 30, 2022 compared to \$27.8 million for the nine months ended September 30, 2021. The increase in net loss from operations is related to the \$10.1 million of revenue in the comparative period from the achievement of the third milestone with Medtronic.

There was no revenue earned in the current three and nine-month periods.

Other (Income) Expenses

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Finance income	\$ (34)	\$ (20)	\$ (95)	\$ (53)
Finance expenses	42	60	77	60
Foreign exchange (gain) loss	(34)	(3)	(6)	56
Gain on fair value of warrant	(224)	(5,554)	(4,891)	(3,604)
Total other income	(250)	(5,517)	(4,915)	(3,541)

Other income was \$0.3 million for the three months ended September 30, 2022 compared to \$5.5 million for the three months ended September 30, 2021. The decrease in other income is related to the \$5.6 million gain on the fair value of the warrants in the comparative period versus \$0.2 million in the current period.

Other income was \$4.9 million for the nine months ended September 30, 2022 compared to \$3.5 million for the nine months ended September 30, 2021. The increase in other income is related to a \$1.3 million increase in the gain on the fair of the warrants in the current period.

Finance Income

Finance income was \$34 for the three months ended September 30, 2022 compared to \$20 for the three months ended September 30, 2021. Finance income was \$95 for the nine months ended September 30, 2022 compared to \$53 for the nine months ended September 30, 2021.

The increase in finance income in the three and nine-months periods is related to interest income earned on the Company's cash balances.

Finance Expenses

Finance expenses were \$42 for the three months ended September 30, 2022 compared to \$60 for the three months ended September 30, 2021. In the current quarter, the finance expenses relate to the non-cash interest inherent in lease obligations for the Company's Chapel Hill facility. In the comparative quarter, the finance expenses included the non-cash interest inherent in lease obligations for the Company's Chapel Hill facility and interest on the loan with Medtronic that

was extinguished in December 2021.

Finance expenses were \$77 for the nine months ended September 30, 2022 compared to \$60 for the nine months ended September 30, 2021. In the current nine-month period, the finance expenses relate to the non-cash interest inherent in lease obligations for the Company's Chapel Hill facility. In the comparative nine-month period finance expenses included the non-cash interest inherent in lease obligations for the Company's Chapel Hill facility, interest on the loan with Medtronic that was extinguished in December 2021 and the reversal of accrued interest on supplier accounts.

#### Foreign Exchange (Gain) Loss

Foreign exchange gain was \$34 for the three months ended September 30, 2022 compared to \$3 for the three months ended September 30, 2021. Foreign exchange gain was \$6 for the nine months ended September 30, 2022 compared to a foreign exchange loss of \$56 for the nine months ended September 30, 2021. Foreign exchange is related to the revaluation of the Canadian dollar non-monetary assets.

#### Gain on Fair Value of Warrant Derivative

For the three months ended September 30, 2022, the gain on the fair value of the warrant derivative was \$0.2 million compared to \$5.6 million for the three months ended September 30, 2021. For the nine months ended September 30, 2022, the gain on the fair value of the warrant derivative was \$4.9 million compared to \$3.6 million for the nine months ended September 30, 2021.

The warrant derivative is marked to market at each reporting period and the gain or loss represents the change in valuation of the warrant derivative liability and can fluctuate significantly based on the market price of the Company's Common Shares.

#### Net and Comprehensive Loss

Net and comprehensive loss was \$10.4 million for the three months ended September 30, 2022 compared to \$8.6 million for the three months ended September 30, 2021. The increase in net and comprehensive loss in the quarter is related to the \$5.6 million gain on the fair value of the warrant in the comparative period compared to a \$0.2 million in the current period and a reduction in R&D and G&A expenses.

Net and comprehensive loss was \$30.5 million for the nine months ended September 30, 2022 compared to \$24.3 million for the nine months ended September 30, 2021. The increase in net and comprehensive loss is related to the \$10.0 million in revenue related to the achievement of the third milestone with Medtronic in the comparative period, partially offset by a \$2.5 million decrease in R&D and G&A expenses.

### **FINANCIAL POSITION**

#### Working Capital

The Company defines working capital as current assets less current liabilities. Working capital was \$4.1 million at September 30, 2022 compared to \$32.8 million at December 31, 2021. The Company anticipates that its working capital will be sufficient to continue to fund the development of its Enos System and operational expenses into the first quarter of 2023.

However, unexpected increases in costs and expenses due to operational decisions made by the Company and/or factors beyond the Company's control, such as pandemics and international conflicts, including the COVID-19 pandemic and the Russian invasion of Ukraine, or any delays related to sourcing of parts and materials or higher than expected inflation rates impacting pricing of parts and materials could cause a material impact on working capital resources of the Company.

### **LIQUIDITY AND CAPITAL RESOURCES**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cash used in operating activities	\$ (8,222)	\$ (10,274)	\$ (19,676)	\$ (24,322)
Cash provided by (used in) financing activities	(101)	212	(306)	44,131
Cash used in investing activities	(220)	(266)	(688)	(601)
Net change in cash during the period	(8,543)	(10,328)	(20,670)	19,208
Cash and cash equivalents, beginning of period	20,179	55,005	32,306	25,469
<b>Cash and cash equivalents, end of period</b>	<b>11,636</b>	<b>44,677</b>	<b>11,636</b>	<b>44,677</b>

The Company had cash and cash equivalents of \$11.6 million at September 30, 2022 compared to \$32.3 million at December 31, 2021.

#### Operating Activities

Cash used in operating activities was \$8.2 million for the three months ended September 30, 2022 compared to \$10.3 million for the three months ended September 30, 2021. Cash used in operating activities in the quarter was primarily related to the costs associated with the development of the Enos System. In the comparative quarter, the cash used in operating activities related to the costs associated with the development of the Enos System and the development work under the Development Agreement with Medtronic.

Cash used in operating activities was \$19.7 million for the nine months ended September 30, 2022 compared to \$24.3 million for the nine months ended September 30, 2021. Cash used in operating activities in the nine-month period was primarily related to the costs associated with the development of the Enos System, offset by the recovery of working capital of \$12.9 million primarily related to the final milestone payment of \$8.3 million from Medtronic that was received in January. In the comparative nine-month period, the cash used in operating activities related to the costs associated with the development of the Enos System and the development work under the Development Agreement with Medtronic, partially offset by the revenue earned from the achievement of the third milestone from Medtronic. See "Results of Operations – Research and Development" and "Significant Transactions –Agreements with Medtronic".

## Financing Activities

Cash used in financing activities was \$0.1 million for the three months ended September 30, 2022 compared to cash provided by financing activities of \$0.2 million for the three months ended September 30, 2021.

Cash used in financing activities in the quarter is related to the repayment of lease obligations for the Company's facility in Chapel Hill. In the comparative period, the Company raised \$0.3 million from the issuance of Common Shares under the common share purchase agreement with Aspire (see "Significant Transactions – Aspire Common Share Purchase Agreement").

Cash used in financing activities was \$0.3 million for the nine months ended September 30, 2022 compared to cash provided by financing activities of \$44.1 million for the nine months ended September 30, 2021.

Cash used in financing activities in the nine-month period is related to the repayment of lease obligations for the Company's facility in Chapel Hill. In the comparative period, the Company raised \$31.3 million from the issuance of Common Shares and warrants in two separate financings (see "Significant Transactions – February 2021 Equity Offering and January 2021 Equity Offering"). In addition, the Company received proceeds of \$10.0 million related to the exercise of warrants and \$2.8 million from the issuance of Common Shares under the common share purchase agreement with Aspire.

## Investing Activities

Cash used in investing activities was \$0.2 million and \$0.7 million for the three and nine months ended September 30, 2022 compared to \$0.3 million and \$0.6 million for the three and nine months ended September 30, 2021. In the current and comparative periods, the cash used in investing activities related to the purchase of equipment for the development of the Enos System and patent costs.

## Going Concern

Since inception, the Company has devoted its resources to funding the development of the Enos System, which has resulted in an accumulated deficit of \$284.4 million as of September 30, 2022. The Company's Enos System has not been approved by any regulatory agency in any market so losses are expected to continue until the Enos System is commercialized and revenue from the Enos System can support the related costs to commercialize the platform.

The Company does not earn any revenues from the Enos System and is therefore considered to be in the development stage. As required, the Company will continue to finance its operations through the sale of equity, licensing or development agreements, or pursue non-dilutive funding sources available to the Company in the future. The continuation of the development of the Enos System and the commercialization of the Enos System is dependent upon the Company's ability to successfully finance and complete the development program through a combination of equity financing and revenues from strategic partners. We have no current material sources of revenues from strategic partners.

The accompanying interim condensed consolidated financial statements have been prepared on a going concern basis in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). The going concern basis contemplates the realization of assets and the settlement of liabilities in the normal course of business as they come due for the foreseeable future. Management has forecasted that the Company's current level of cash is expected to be able to fund operations into Q1 2023. The Company is actively pursuing additional financing to continue the development and regulatory process for the Enos System, but there is no assurance these initiatives will be successful, timely or sufficient. Consequently, the Company's ability to continue as a going concern beyond Q1 2023 is dependent on its ability to secure additional financing. These circumstances cast significant doubt as to the ability of the Company to continue as a going concern and, hence, the appropriateness of the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

## **SELECTED QUARTERLY INFORMATION**

The following is selected financial data for each of the eight most recently completed quarters, derived from the Company's financial statements, and calculated in accordance with IFRS. Net and comprehensive (loss) / income figures include the non-cash effects of adjustments in the valuation of outstanding warrant liability.

	Revenue	Net and comprehensive (loss) income	Basic and diluted (loss) earnings per share
	\$	\$	\$
September 30, 2022	-	(10,370)	(0.09)
June 30, 2022	-	(10,883)	(0.10)
March 31, 2022	-	(9,221)	(0.08)
December 31, 2021	10,000	9,431	0.08
September 30, 2021	-	(8,555)	(0.08)
June 30, 2021	10,043	(940)	(0.01)
March 31, 2021	50	(14,794)	(0.15)
December 31, 2020	10,000	(20,633)	(0.25)

Significant changes in key financial data from October 1, 2020 through September 30, 2022 reflect the following:

- the revenue recognition of the payments received pursuant to the Medtronic Agreements;
- the resumption of product development following receipt of license fees earned pursuant to the Medtronic License Agreement and Development Agreement;
- the equity capital raises in the capital markets, all since the third quarter of 2020;
- the Company established in-house R&D capabilities in Q3 2020 that increased staffing costs; and
- the ongoing non-cash impact associated with the requirement to revalue the Company's warrant derivative liability at fair value, with subsequent changes recorded through net and comprehensive loss for the period.

Historically, operating results have fluctuated on a quarterly basis and the Company expects that quarterly results will continue to fluctuate in the future. Operating results for interim periods should not be relied upon as an indication of the results to be expected or achieved in any future period or any fiscal year as a whole. Risk factors affecting revenue and results are discussed in the section entitled "Risk Factors" in the Annual Report.

## CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain a strong statement of financial position. The Company achieves its objective by obtaining adequate cash resources to support planned activities which include manufacturing the Enos System, filing an IDE with the FDA, clinical studies, filing the De Novo application, administrative costs, and intellectual property expansion and protection. The Company defines its capital as cash and cash equivalents and shareholders' equity, which as at September 30, 2022 totaled \$18.6 million (December 31, 2021 - \$67.6 million).

The Company does not have any debt other than accounts payable and accrued liabilities and lease liabilities. The Company does have commitments related to the Enos System.

In managing its capital, the Company estimates future cash requirements by preparing an annual budget for review and approval by its Board. The budget establishes the approved activities for the upcoming year and estimates the costs associated with these activities.

Historically, the Company has funded its operations through the issuance of additional Common Shares and common share purchase warrants that upon exercise are converted to Common Shares and through license revenue received under licensing agreements. While management regularly monitors the capital markets, general market conditions, and the availability of capital, there are no assurances that funds will be made available to the Company in the required amounts or when required.

### Base Shelf

On August 25, 2022, the Company's Form F-3 registration statement became effective (the "**Base Shelf**") that qualifies for distribution of up to \$90.0 million of Common Shares, warrants, or units (the "**Securities**") in the U.S. The 2022 Base Shelf is effective until August 25, 2025.

Under the Base Shelf, the Company may sell Securities to or through underwriters, dealers, and also may sell Securities directly to purchasers or through agents, subject to obtaining any applicable exemption from registration requirements. The distribution of Securities may be effected from time to time in one or more transactions at a fixed price or prices, which may be subject to change, at market prices prevailing at the time of sale, or at prices related to such prevailing market prices to be negotiated with purchasers and as set forth in an accompanying Prospectus Supplement. Many factors under securities regulations in Canada and the U.S. as well as the Company's market capitalization may significantly reduce the amount of capital the Company may qualify to raise pursuant to the F-3 registration statement.

The Base Shelf provides the Company with additional flexibility when managing its cash resources as, under certain circumstances, it can shorten the time period required to close a financing and is expected to increase the number of potential investors that may be prepared to invest in the Company. Funds received as a result of using the Base Shelf would be used in line with the Board approved budget.

On July 30, 2019, the Company filed a Form F-3 registration statement that qualified for distribution of up to \$125.0 million of Common Shares, warrants, or units (the "**Securities**") in the U.S. This base shelf expired on July 30, 2022.

### Nasdaq Compliance

On December 30, 2021, the Company received a notification from Nasdaq's Listing Qualifications Department that it was not in compliance with the minimum bid price requirement set forth in Nasdaq Rule 5550(a)(2) since the closing bid price for the Company's Common Shares listed on Nasdaq was below US\$1.00 for 30 consecutive business days. Nasdaq Rule 5550(a)(2) requires the shares to maintain a minimum bid price of US\$1.00 per share, and Nasdaq Rule 5810(c)(3)(A) provides that failure to meet such a requirement exists when the bid price of the shares is below US\$1.00 for a period of 30 consecutive business days.

In accordance with Listing Rule 5810(c)(3)(A), Nasdaq will provide written notification that the Company has achieved compliance with the minimum bid price requirement (and will consider such deficiency matters closed) upon the bid price of the shares closing at or above US\$1.00 per share for a minimum of 10 consecutive business days. The Company had a period of 180 calendar days from the date of notification, being until June 28, 2022, to regain such compliance. Since it was not able to achieve compliance with the minimum bid price requirement by the June 28, 2022 deadline, the Company applied for, and on June 29, 2022 was granted, an additional 180 calendar day period, through December 26, 2022, to evidence compliance with the US\$1.00 minimum bid price requirement for continued listing on Nasdaq. These notifications do not impact the Company's listing on Nasdaq at this time and the shares continue to trade on Nasdaq.

The Company intends to evaluate all available options to resolve the deficiency and regain compliance with Nasdaq Rule 5550(a)(2), including if required, the Company seeking shareholder approval to implement a share consolidation to regain compliance with the Nasdaq's minimum bid price requirement. If the Company does not evidence compliance with the minimum bid price requirement by December 26, 2022, it is expected that Nasdaq will notify the Company that its shares are subject to delisting. At such time, the Company may appeal such determination to a Nasdaq Hearings Panel (the "**Panel**"), and it is expected that the Company's securities would continue to be listed and available to trade on Nasdaq at least pending the completion of the appeal process. There can be no assurance that any such appeal would be successful or that the Company would be able to evidence compliance with the terms of any extension that may be granted by the Panel.

The Company is also listed on the TSX and the notification does not affect the company's compliance status with such listing.

## CONTRACTUAL OBLIGATIONS

Contractual obligations relating to accounts payable and accrued liabilities, lease liabilities and purchase order commitments as at September 30, 2022, are as follows:

	Total	Less than 1 year	2 – 3 years	4 – 5 years	Greater than 5 years
	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	8,335	8,335	-	-	-
Lease liabilities	1,480	321	784	375	-

Purchase order commitments <sup>1</sup>	13,345	13,345	-	-	-
<b>TOTAL</b>	<b>23,160</b>	<b>22,001</b>	<b>784</b>	<b>375</b>	<b>-</b>

Note:

1. Purchase order commitments are obligations that are not reflected on the balance sheet. These are contracts with suppliers not yet fulfilled. These commitments are with engineering consulting firms to support the development of the Enos System and suppliers for parts to manufacture the Enos System and with our contract manufacturer to manufacture the Enos System.

#### OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this report, the Company had no off-balance sheet arrangements.

#### OUTSTANDING COMMON SHARE DATA

The following table summarizes the outstanding share capital as of November 9, 2022:

Type of Securities	Number of Common Shares issued or issuable upon conversion
Common Shares <sup>1</sup>	111,890,707
Stock options	8,627,925
Restricted share units	6,169,500
Derivative warrant units	17,945,660
Equity warrants	9,912,633

Notes:

1. The Company has entered into an agreement with a consultant under which the Company has certain contractual obligations to grant up to 100,000 restricted Common Shares based on the consultant's achievement of multiple pre-determined performance criteria. To date, the performance criteria have not been achieved and no restricted Common Shares have been granted to the consultant. The agreement expired on May 13, 2022.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

A description of the Company's significant accounting policies are included in Note 2 of the Company's audited consolidated financial statements for the year ended December 31, 2021.

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenue and expenses during the reporting periods. Management has identified accounting estimates that it believes are most critical to understanding the Consolidated Financial Statements and those that require the application of management's most subjective judgments, often requiring the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. The Company's actual results could differ from these estimates and such differences could be material.

Financial statement items subject to significant judgement include, (a) incremental borrowing rate used to measure lease liabilities, (b) the fair value estimate of the measurement of lease, warrant derivative liabilities and the note payable, and (c) the assessment of the Company's ability to meet its obligations as they come due. While management believes that the estimates and assumptions are reasonable, actual results may differ.

#### RELATED PARTY TRANSACTIONS

During the three and nine months ended September 30, 2022, and September 30, 2021, transactions between the Company and directors, officers and other related parties were related to compensation matters in the normal course of operations and are measured at the fair value, which is the amount of consideration established and agreed to by the related parties.

#### FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities and the warrant derivative liability. The fair value of these financial instruments approximates their carrying values, unless otherwise noted, due to the short-term maturities of these instruments, the discount rate applied or in the case of the warrant liability, due to the application of mark-to-market policy.

#### INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for the design of internal controls over financial reporting ("ICFR") within the Company, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* requires the Chief Executive Officer and Chief Financial Officer to certify that they are responsible for establishing and maintaining ICFR for the Company and that those internal controls have been designed and are effective in providing 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 are also responsible for disclosing any changes to the internal controls for the Company that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Management, including the Chief Executive Officer and Chief Financial Officer, does not expect that the internal controls over financial reporting of the Company will prevent or detect all errors and all fraud or will be effective under all potential future conditions. A control system is subject to inherent limitations and, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systems objectives will be met.

Further, the design of a control system must reflect that there are resource constraints, and the benefits of controls must be considered relative to their costs. Inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential conditions. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

There have been no changes in the ICFR of the Company during the period of this MD&A that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

#### RISK FACTORS

For a detailed description of risk factors associated with the Company, refer to the "Risk Factors" section of the annual report on Form 20-F, which is available on SEDAR at [www.sedar.com](http://www.sedar.com) and EDGAR at [www.sec.gov](http://www.sec.gov).

An investment in the Company's securities is speculative and involves a high degree of risk due to the nature of the Company's business. It is recommended that investors consult with their own professional advisors before investing in the Company's securities.

**FORM 52-109F2**  
**CERTIFICATION OF INTERIM FILINGS**  
**FULL CERTIFICATE**

I, Cary G. Vance, President and Chief Executive Officer of Titan Medical Inc., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Titan Medical Inc. (the "issuer") for the interim period ended September 30, 2022.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings
  - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
- 5.1 **Control framework:** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is Integrated Framework (COSO).
- 5.2 **ICFR – material weakness relating to design:** N/A
- 5.3 **Limitation on scope of design:** N/A
6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2022 and ended on September 30, 2022 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

November 10, 2022

(signed) "Cary G. Vance"

Cary G. Vance  
 President and Chief Executive Officer

**FORM 52-109F2**  
**CERTIFICATION OF INTERIM FILINGS**  
**FULL CERTIFICATE**

I, Stephen Lemieux, Chief Financial Officer of Titan Medical Inc., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Titan Medical Inc. (the "issuer") for the interim period ended September 30, 2022.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings
  - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
- 5.1 **Control framework:** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is Integrated Framework (COSO).
- 5.2 **ICFR – material weakness relating to design:** N/A
- 5.3 **Limitation on scope of design:** N/A
6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2022 and ended on September 30, 2022 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

November 10, 2022

(signed) "Stephen Lemieux"

Stephen Lemieux  
 Chief Financial Officer