TITANIUM CORPORATION INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

TITANIUM CORPORATION INC. 200 King Street West, Suite 1903, Toronto, Ontario, M5H 3T4.

Item 2. Date of Material Change

August 18, 2005.

Item 3. News Release

The Press Release was sent on August 18, 2005 via Canada New Wire —Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

George A. Duguay, Secretary [416] 361-0737.

Item 9. Date of Report

August 19, 2005.

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TITANIUM CORPORATION REPORTS EXERCISE OF WARRANTS

Toronto, Ontario…August 18, 2005… Titanium Corporation Inc. [TSXV:TIC] is pleased to report on the exercise of share purchase warrants. As reported in the Company's last unaudited financial statements for the nine months ended May 31, 2005, there were 2,080,189 warrants outstanding exercisable at a price of $2.00 expiring on August 17, 2005. The Company advises that of these warrants, 1,899,315 were exercised prior to the expiry date resulting in the issuance of 1,899,315 common shares at the price of $2.00 per share for total proceeds of $3,798,630. These share purchase warrants were part of a share offering completed in February 2004.

Titanium Corporation advises that the total issued and outstanding common shares after the foregoing are 43,975,306 common shares.

About Titanium Corporation

Titanium Corporation Inc. is a Toronto-based mineral development company whose shares are listed on the TSX Venture Exchange under the symbol "TIC", U.S. clearing symbol "TITUF", CUSIP Number: 88833T104. The Company's mission is to become the first titanium and zircon sand producer from Canada's oil sands. Through extensive research, including the construction and operation of a pilot facility, the Company has developed proprietary technology to recover valuable titanium-bearing minerals and zircon from oil sands tailings. For more information, please visit www.titaniumcorporation.com .

For further information:

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