

TITANIUM CORPORATION INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

TITANIUM CORPORATION INC. 50 Richmond Street East, Suite 101, Toronto, Ontario, M5C 1N7.

Item 2. Date of Material Change

May 1, 2009.

Item 3. News Release

The Press Release was sent on May 1, 2009 via Canada Newswire — 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) 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] 848-7744.

Item 9. Date of Report

May 1, 2009

TITANIUM CORPORATION INC.

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TITANIUM CORPORATION APPOINTS NEW CHIEF FINANCIAL OFFICER, RELOCATES HEAD OFFICE TO EDMONTON, ALBERTA AND GRANTS STOCK OPTIONS

EDMONTON, ALBERTA – May 1, 2009 – Titanium Corporation Inc. (the “Company”) (TSX-V: TIC) today announced the appointment of Vincent J. Gallant as the new Chief Financial Officer. During a transition period Mr. Gallant will work closely with the current Chief Financial Officer, Victor Wells, until June 2009.

Vincent Gallant was most recently the acting Chief Financial Officer of North American Energy Partners Inc. (TSX and NYSE: NOA) where he held various positions including Vice President, Finance and Vice President, Corporate. Previously, Mr. Gallant held a number of positions, including Comptroller at Alberta Energy Company Ltd. and Controller for Edmonton Telephones. He obtained his Chartered Accountant Designation in 1983.

“We are extremely pleased to welcome Vince to the management team. His background in the oil sands industry and financial expertise are a good fit for the Company and he will provide great value that will assist us in achieving our long-term objectives.” stated Scott Nelson, the Company's President and Chief Executive Officer.

All aspects of the Company's business model have been reviewed and steps are underway to consolidate functions and more efficiently support the core research and development programs. As part of this initiative, the Company moved its head office to Edmonton, Alberta on May 1, 2009. Instead of relocating to Edmonton, the current Chief Financial Officer, Mr. Wells, will continue to focus on his role as a Corporate Director.

Effective today, the Board of Directors also approved the grant of 150,000 incentive stock options to Mr. Vincent Gallant and 250,000 incentive stock options to Mr. Kevin Moran, Vice President, Process Development of the Company. These stock options are all exercisable at \$0.45 per share for a period of five years, pursuant to the Company's stock option plan and in accordance with the policies of the TSX Venture Exchange.

About Titanium Corporation Inc.

Titanium Corporation Inc. is developing the technology necessary to recover heavy minerals and bitumen contained in the waste tailings streams from oil sands mining operations near Fort McMurray, Alberta. The potential benefits from this “Value from Waste” proposition are twofold. First, the recovered minerals will have intrinsic value and will provide shareholders with a source of revenue. Second, by using an integrated approach to recovering minerals and bitumen, there is potential for industry-wide environmental benefits. The Company's shares trade on the TSX-V under the symbol TIC. For more information, please visit www.titaniumcorporation.com.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy and accuracy of this release.



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