TITANIUM CORPORATION INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

TITANIUM CORPORATION INC. 36 Toronto Street, Suite 1000, Toronto, Ontario, M5C 2C5.

Item 2. Date of Material Change

October 16th, 2012.

Item 3. News Release

The Press Release was sent on October 16th, 2012 via Marketwire — 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

October 18, 2012.

TITANIUM CORPORATION AWARDED CANADIAN PATENT FOR MINERALS RECOVERY FROM OIL SANDS

EDMONTON, ALBERTA – October 16, 2012 – Titanium Corporation Inc. (the "Company") (TSX-V: TIC) announced today that a key patent relating to the Company's Creating Value from Waste™ technology has been issued and other patents are at advanced stages of issuance.

A patent for the removal of bitumen from heavy mineral concentrates, Canadian Patent No. 2,693,879 (Moran et al) has been issued by the Canadian Patent Office. Other patents relating to the recovery of bitumen and solvents from oil sands froth treatment tailings have passed the Canadian Patent Office review process and are expected to be issued in the next few months.

This technology and associated attractive economics creates the opportunity for diversification of the oil sands through a new minerals industry for Alberta and Canada, exporting to growing economies like China.

Scott Nelson, President and CEO of Titanium said "This patent confirms our unique and leading position in creating innovative technologies to recover minerals and bitumen lost in the oil sands froth treatment process. As a result of the Company's successful R&D programs, our core technologies are now the subject of either issued Canadian patents or allowed Canadian patent applications, providing a solid foundation for commercialization."

About Titanium Corporation Inc.

Titanium Corporation Inc. has developed technology 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 "Creating Value from Waste™" proposition are twofold. First, the recovered bitumen and 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 benefit. The Company's shares trade on the TSX-V under the symbol "TIC". For more information visit the Company's website at www.titaniumcorporation.com.

Disclosure regarding forward-looking statements

Certain statements contained herein regarding the Company and its plans constitute "forward-looking statements" within the meaning of Canadian securities laws. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that predictions, forecasts, conclusions, projections, and other forward-looking statements *will not prove to be accurate. We direct you to our statement of risks and uncertainties more particularly described and updated in the Company's Management Discussion and Analysis filed for the period ended May 31, 2012 on SEDAR (www.sedar.com). Most notably these risks include, but are not limited to risks associated with the advancement of research programs including operational or technical difficulties in connection with research activities; development timeline delays and problems, including unforeseen development costs; reliance on a small number of people, access to and cost of tailings, competition and intellectual property protection and changes to environmental laws and regulations.*

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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