FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Titanium Corporation Inc. ("**Titanium**")

1020, 903 – 8 Avenue SW
Calgary, Alberta
Canada T2P 0P7

2. **Date of Material Change**

November 10, 2016

3. **News Release**

A news release was issued by Titanium on November 10, 2016 and disseminated through the facilities of Marketwired and would have been received by the securities commission where Titanium is a reporting issuer in the normal course of its dissemination.

4. **Summary of Material Change**

On November 10, 2016, Titanium announced that it was commencing a rights offering to holders of its common shares at the close of business on November 18, 2016 (the "**Record Date**") on the basis of one right for each common share held. Five rights will entitle the holder to subscribe for one common share of Titanium upon payment of the subscription price of $0.50 per common share. The rights offering will be conducted in Canada and to shareholders outside of Canada who are eligible under certain exemptions.

In connection with the rights offering, Titanium has entered into a stand-by purchase agreement with a group of stand-by purchasers. Titanium also appointed Mr. John Stevens to its Board of Directors.

5. **Full Description of Material Change**

(a) **Rights Offering**

On November 10, 2016, Titanium announced that it was commencing a rights offering to holders of its common shares at the close of business on the Record Date on the basis of one right for each common share held. Five rights will entitle the holder to subscribe for one common share of Titanium upon payment of the subscription price of $0.50 per common share. The rights offering will be conducted in Canada and to shareholders outside of Canada who are eligible under certain exemptions.

The rights will trade on the TSX Venture Exchange under the symbol TIC.RT commencing on November 16, 2016 and until 12:00 p.m. (Toronto time) on December 15, 2016. The rights will expire at 4:30 p.m. (Toronto time) on December 15, 2016 after which time unexercised rights will be void and of no value. Shareholders who fully exercise their rights will be entitled to subscribe for additional common shares, if available, as a result of unexercised rights prior to the expiry time, subject to certain limitations set out in Titanium's amended and restated offering circular.

Titanium will not issue or forward rights certificates to shareholders resident in a jurisdiction outside of Canada. The rights certificates of such shareholders will be issued to and held on their behalf by TSX Trust Company until the expiry time, when all unclaimed rights shall be available to fill the additional subscription privilege described in the offering circular.

There are currently 65,345,312 common shares of Titanium outstanding. If all of the rights issued under the rights offering are validly exercised, a total of 13,069,062 common shares will be issued and a total of 78,414,374 common shares will be issued and outstanding.

The maximum gross proceeds of the offering is $6,534,531. Titanium intends to use the net proceeds from the rights offering to repay the outstanding principal amounts of the loans (and all accrued and unpaid interest thereon) owing to Mr. Moss Kadey (a director and major shareholder of Titanium) and Mr. David MacDonald (Chairman and major shareholder of Titanium) with the net proceeds of the offering. The effect of such repayment would be to eliminate all of Titanium's outstanding debt obligations. As of the date hereof, $1.0 million (excluding accrued and unpaid interest) is owing to the lenders under the loan agreements. The balance of the net proceeds from the rights offering would be used for general working capital and corporate purposes.

(b) **Stand-by Purchase Agreement**

In connection with the rights offering, Titanium has entered into a stand-by purchase agreement (and, in one case, a joinder agreement to such stand-by purchase agreement) with a group of stand-by purchasers led by Messrs. Kadey and MacDonald, Mr. Scott Nelson (President and Chief Executive Officer, a director and major shareholder of Titanium) and other persons pursuant to which the standby purchasers have agreed to purchase 10,700,000 common shares (or 81.87% of the maximum number of common shares that may be issued under the rights offering) that are not purchased under the rights offering through the exercise of rights. In consideration for their purchase commitment, Titanium has agreed to issue to the standby purchasers common share purchase warrants entitling them to purchase an aggregate of 2,675,000 common shares (equal to 25% of the number of common shares each standby purchaser has agreed to purchase under the offering) exercisable at $0.70 per share for a period of two years after the date of issuance.

(c) **Appointment to the Board of Directors**

Effective November 10, 2016, Mr. John Stevens has been appointed to the Board of Directors of Titanium, subject to acceptance of the appointment by the TSX Venture Exchange.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information**

Not applicable

8. **Executive Officer**

Scott Nelson
President & CEO
Tel: (403) 561-0439
Email: snelson@titaniumcorporation.com

9. **Date of Report**

November 16, 2016

READER ADVISORIES

This material change report contains forward-looking information and statements within the meaning of applicable Canadian securities legislation. In particular, this material change contains forward-looking statements including the (i) the funds to be raised under the rights offering; (ii) the use of the funds raised under the rights offering; and (iii) the common shares to be purchased by the stand-by purchasers pursuant to the stand-by agreement. Although Titanium believes that the expectations and assumptions on which such forward-looking information and statements are based are reasonable, undue reliance should not be placed on the forward-looking information and statements because Titanium can give no assurances that they will prove to be correct. Since forward-looking information and statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks, including (i) the actual costs incurred in the rights offering; (ii) the actual amount of funds raised under the Offering; and (ii) the actual operating expenses of Titanium for the 12-month period following the rights Expiry Date, which management estimates will be approximately $2 million. Titanium has not commercially demonstrated its technologies and there can be no assurance that such research, pilot programs, and studies will prove to be accurate nor that such commercialization efforts will be successful, as actual results and future events could differ materially from those expected or estimated in such forward-looking statements. As a result, we cannot guarantee that any forward-looking information will materialize and we caution you against relying on any of this forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. Additional information on these and other factors are disclosed in our amended and restated rights offering circular under "Risk Factors" and in our management discussion and analysis, including under the heading "Discussion of Risks", and in other reports filed with the securities regulatory authorities in Canada from time to time and available on SEDAR (sedar.com).

The forward-looking information and statements contained in this material change report are made as of the date hereof and Titanium undertakes no obligation to update publicly or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. Any forward-looking statements made previously may be inaccurate now.