

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Titan Logix Corp. (the “Company” or “Titan”)
4130 - 93rd Street
Edmonton, Alberta
T6E 5P5

Item 2 Date of Material Change

April 7, 2016

Item 3 News Release

A news release was disseminated on April 7, 2016 through Marketwired. A copy of the news release is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

The Company announced that it had reached a settlement with its largest shareholder The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust (the “**Trust**”), an affiliate of InterTech Group, Inc., a holder of approximately 19.05% of Titan’s shares. The settlement ends a potential contested proxy solicitation and provides the Company with an injection of capital as well as added board expertise.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it had reached a settlement with its largest shareholder, the Trust, an affiliate of InterTech Group, Inc., a holder of approximately 19.05% of Titan’s shares. The settlement ends a potential contested proxy solicitation and provides the Company with an injection of capital as well as added board expertise

As part of the settlement, the Trust will invest in Titan (the “**Trust Investment**”) by subscribing for 2,307,692 common shares of Titan (the “**Common Shares**”) at a price of \$0.65 (the “**Issue Price**”) and have the right to nominate two members (the “**Trust Nominees**”) of the Titan board (the “**Trust Nomination Rights**”). The Trust Investment is subject to shareholder and TSX Venture Exchange (the “**TSXV**”) approval. Under the terms of the share purchase and settlement agreement (the “**Settlement Agreement**”), the Trust has agreed to support and vote in favour of management’s director nominees until the date that is 60 days prior to the date of the 2018 annual

general meeting (the “**2018 AGM**”) and agreed to a three year standstill that, among other things, prevents the Trust from increasing its holding in Titan above 30% during the term of the standstill. The Trust Nomination Rights will expire either at the date that is 60 days prior to the date of the 2018 AGM or if the Trust does not contest management’s director nominees for the 2018 AGM, immediately after the 2018 AGM. Following the completion of the Trust Investment, the Trust will hold a total of 7,194,792 Common Shares, representing approximately 25.4% of the Common Shares. The proceeds from the Trust Investment are intended to be used for general corporate purposes and to fund the Company’s strategic plan and business development strategy.

The Settlement Agreement shall be automatically terminated if (i) the TSXV does not approve the Trust Investment or the Trust Nominees; or (ii) if both the Trust Nominees are not elected at the Special Meeting (as defined below). The detailed terms of the settlement can be found in the Settlement Agreement, a copy of which has been filed on SEDAR at www.sedar.com under the Company’s profile.

In connection with settlement, Titan will be calling a special meeting (the “**Special Meeting**”) of shareholders of Titan, to be held on June 1, 2016, in order to: (i) fix the number of the board at seven; (ii) elect the two Trust Nominees, being Helen Cornett and S. Grant Reeves; and (iii) approve the Trust Investment. The record date for the Special Meeting will be close of business on May 2, 2016. The Company has filed a formal notice of meeting on SEDAR, and will send and file a management information circular in due course. The management information circular will include information required by applicable securities law on the two Trust Nominees, as well as information in respect of the other matters seeking approval at the Special Meeting.

In addition, Titan intends to offer up to an additional approximately 1.5 million Common Shares at the Issue Price on a private placement basis to other shareholders of the Company (the “**Private Placement**”). The Private Placement will close no later than 30 days after the closing of the Trust Investment. Completion of the Private Placement will be subject to TSXV approval. The Common Shares issued under the Trust Investment and Private Placement will be subject to a four-month statutory hold period. The proceeds from the Private Placement are expected to be used for the same purpose as the proceeds from the Trust Investment.

See the news release attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Neither subsection 7.1(2) nor (3) of National Instrument 51-102 is being relied upon.

Item 7 Omitted Information

No Information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer
Douglas M Carruthers
Chief Executive Officer
Ph: (780) 462-4085

Item 9 Date of Report
April 14, 2016



Titan Logix Corp. Announces Settlement with The Article 6 Marital Trust, Private Placement, Update on Results and Calling of a Special Meeting

Edmonton, Alberta, April 7, 2016 – Titan Logix Corp., (TSX Venture: TLA) ("Titan" or the "Company"), a high technology company specializing in advanced technology fluid management announces that it has reached a settlement with its largest shareholder The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust (the "Trust"), an affiliate of InterTech Group, Inc., a holder of approximately 19.05% of Titan's shares. The settlement ends a potential contested proxy solicitation and provides the Company with an injection of capital as well as added board expertise.

As part of the settlement, the Trust will invest in Titan (the "Trust Investment") by subscribing for 2,307,692 common shares of Titan (the "Common Shares") at a price of \$0.65 (the "Issue Price") and have the right to nominate two members of the Titan board (the "Trust Nomination Rights"). The Trust Investment is subject to shareholder and TSX Venture Exchange (the "TSXV") approval. Under the terms of the share purchase and settlement agreement (the "Settlement Agreement"), the Trust has agreed to support and vote in favour of management's director nominees until the date that is 60 days prior to the date of the 2018 annual general meeting (the "2018 AGM") and agreed to a three year standstill that, among other things, prevents the Trust from increasing its holding in Titan above 30% during the term of the standstill. The Trust Nomination Rights will expire either at the date that is 60 days prior to the date of the 2018 AGM or if the Trust does not contest management's director nominees for the 2018 AGM, immediately after the 2018 AGM. The detailed terms of the settlement can be found in the Settlement Agreement, a copy of which has been filed on SEDAR at www.sedar.com under the Company's profile. Following the completion of the Trust Investment, the Trust will hold a total of 7,194,792 Common Shares, representing approximately 25.4% of the Common Shares. The proceeds from the Trust Investment are intended to be used for general corporate purposes and to fund the Company's strategic plan and business development strategy.

"We are very pleased to have reached a constructive resolution to the dispute. The end result is a Board with even deeper expertise, as well as a significant capital injection demonstrating support for our business plan," said Charles Buehler, Chair of the Board and Special Committee of independent directors. "The seven Titan board members intend to work closely together to create value for all shareholders."

In connection with settlement, Titan will be calling a special meeting (the "Special Meeting") of shareholders of Titan, to be held on June 1, 2016, in order to: (i) fix the number of the board at seven; (ii) elect the two Trust nominees, being Helen Cornett and S. Grant Reeves; and (iii) approve the Trust Investment. The record date for the Special Meeting will be close of business on May 2, 2016. The Company will file a formal notice of meeting on SEDAR, and will send and file a management information circular in due course. The management information circular will include information required by applicable securities law on the two Trust Nominees, as well as information in respect of the other matters seeking approval at the Special Meeting.

In addition, Titan intends to offer up to an additional approximately 1.5 million Common Shares at the Issue Price on a private placement basis to other shareholders of the Company (the "Private Placement"). The Private Placement will close no later than 30 days after the closing of the Trust Investment. Completion of the Private Placement will be subject to TSXV approval. The Common Shares issued under the Trust Investment and Private Placement will be subject to a four-month statutory hold period. The proceeds from the Private Placement are expected to be used for the same purpose as the proceeds from the Trust Investment.

The Company also announces, that it does not intend to renew its shareholders rights plan at the 2017 annual general meeting (the "2017 AGM") and accordingly the shareholder rights plan it will expire on the date of the 2017 AGM.

The Trust Investment is a related party transaction (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101")). The Company relied on the exemptions

contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, among others, from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101 and TSXV Policy 5.9. The Company is entitled to rely on the exemptions because neither the fair market value of the Trust Investment, nor the fair market value of the consideration for, the Trust Investment, exceeds 25 percent of Titan's market capitalization.

Corporate Update

As disclosed in our first quarter financial results, Titan's sales and profitability have been and are negatively impacted by the dramatic slowdown in crude oil trailer manufacturing which has resulted from the collapse in the price of oil. Our financial results for the second quarter continue to reflect the impact of the aforementioned situation and we expect sales for the second quarter to drop to approximately \$945,000, as compared to \$1,577,787 in the first quarter, and expect net after tax loss to be approximately \$658,000 for the second quarter, as compared to a net after tax loss of \$350,855 in the first quarter. This continual decline in both sales and net earnings, while not unanticipated, is disappointing and underlines the importance of Titan evolving its strategy and rapidly initiating such actions around potential alliances with our partners and along with new products introduction and business development to stem the decline and set the stage for a return to profitable growth. The Company expects to file its second quarter financial statements by the end of April.

About Titan Logix Corp.:

Founded in 1979, Titan Logix Corp. is a high technology company specializing in Research and Development (R&D), manufacturing and marketing of advanced technology fluid management solutions. The Company's products include Guided Wave Radar (GWR) gauges for level measurement and overfill prevention (particularly for use in mobile tanker applications), level gauges for storage tanks, and communication systems for remote alarming and control. Our products are currently used in the oil and gas, waste fluid collection, chemical and aviation industries.

Titan's products are part of a complete asset management solution. The full solution consists of Titan's products integrated with best-in-class third party solutions to enable our complete fluid management throughout each stage of their fluid handling processes. This is captured by our slogan "Advanced Technology Fluid Management Solutions, In the Field, On the Road, In the Office"™.

- In the Field: "In the Field" refers to Titan's solution offerings for storage tanks and process vessels.
- On the Road: "On the Road" refers to Titan's solution offerings for mobile tanker trucks and trailers.
- In the Office: "In the Office" refers to Titan's solution offerings that enable customers to monitor their fluid assets from the convenience of their dispatch center or other back office environment through a wired or wireless connection.

Titan Logix Corp. is a public company listed on the TSX Venture Exchange and its shares trade under the symbol TLA.

Neither 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.

Information in this press release that is not current or historical factual information may constitute forward looking information within the meaning of securities laws. Implicit in this information are assumptions regarding our future operational results. These assumptions, although considered reasonable by the company at the time of preparation, may prove to be incorrect. Readers are cautioned that actual performance of the company is subject to a number of risks and uncertainties and could differ materially from what is currently expected as set out above. For more exhaustive information on these risks and uncertainties you should refer to our Management Discussion and Analysis in respect of the year ended August 31, 2015 which is available at www.sedar.com. Forward-looking information contained in this press release is based on our current estimates, expectations and projections, which we believe are reasonable as of the current date. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While we may elect to, we are under no obligation and do not undertake to update this information at any particular time, whether as a result of new information, future events or otherwise, except as required by applicable securities law.

Contact Information:

Douglas Carruthers.
Chief Executive Officer
Ph: (780) 462-4085
Email: invest@titanlogix.com
www.titanlogix.com
TSX Venture, TLA