Special Meeting

June 1, 2016

Information for Shareholders of

titan logix corp.

NOTICE OF SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

Dated: May 3, 2016

TITAN LOGIX CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of TITAN LOGIX CORP. (the "**Corporation**") will be held at **4130 – 93rd Street, Edmonton, AB at 11:00 A.M. (Edmonton time) on Wednesday, June 1, 2016** for the following purposes:

1. TO CONSIDER and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the "**Board Increase Resolution**"), the full text of which is set forth in the accompanying Management Information Circular, to fix the number of directors at seven;

2. TO CONSIDER and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the "**Director Election Resolution**"), the full text of which is set forth in the accompanying Management Information Circular, to elect Helen Cornett and S. Grant Reeves to the Corporation's board of directors;

3. TO CONSIDER and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the "**Trust Investment Resolution**"), the full text of which is set forth in the accompanying Management Information Circular, to approve: (i) the issuance (the "**Trust Investment**") of 2,307,692 common shares of the Corporation to The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust (the "**Trust**"); and (ii) the creation of a new Control Person (as such term is defined in the accompanying Management Information Circular) in connection with the Trust Investment; and

4. TO TRANSACT such further and other business as may properly come before the Meeting and any adjournment or postponement thereof.

To be effective, the Board Increase Resolution and the Director Election Resolution will each need to be approved by a majority of the votes cast by Shareholders present in person or represented by proxy. The Trust Investment Resolution will need to be approved by a majority of the votes cast by Shareholders present in person or represented by proxy excluding the 4,887,100 common shares held by the Trust and its associates and affiliates.

The accompanying Management Information Circular provides further information respecting proxies and the matters to be considered at the Meeting.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 2, 2016 (the "**Record Date**"). Only a Shareholder whose name has been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, unless that Shareholder has transferred any shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and requests that the transferee's name be included on the list of Shareholders.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited at the office of the registrar and transfer agent of the Corporation, Computershare, Proxy Department, 8th floor, 100 University Avenue, Toronto, ON M5J 2Y1, not later than 48 hours (Calgary time), excluding Saturdays, Sundays and holidays prior to the time of the Meeting or any adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Calgary, Alberta this 3rd day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

"Charles Buehler"

Charles Buehler
Chairman of the Board

TITAN LOGIX CORP.
(the "Corporation" or “Titan”)

Management Information Circular dated May 3, 2016
for the Special Meeting to be held on June 1, 2016

PROXIES

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Titan Logix Corp. for use at the special meeting of shareholders (the "Meeting") to be held at 4130 – 93rd Street, Edmonton, AB at 11:00 A.M. (Edmonton time) on Wednesday, June 1, 2016 and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting. Unless the context otherwise requires, when this Management Information Circular refers to the Corporation, its subsidiaries are also included. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. All costs of solicitation will be borne by the Corporation.

Appointment of Proxies

The persons named in the enclosed form of proxy (the "**Management Proxyholders**") are officers or directors of the Corporation.

A SHAREHOLDER, HAS THE RIGHT TO APPOINT A PERSON OTHER THAN A MANAGEMENT PROXYHOLDER, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT YOU AT THE MEETING. TO EXERCISE THIS RIGHT YOU SHOULD INSERT THE NAME OF YOUR REPRESENTATIVE IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY AND STRIKE OUT THE NAMES OF THE MANAGEMENT PROXYHOLDERS OR SUBMIT ANOTHER APPROPRIATE PROXY.

A proxy will not be valid unless the completed proxy is received by Computershare, Proxy Department, 8th floor, 100 University Avenue, Toronto, ON M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Only holders (the "**Shareholders**") of record of common shares (the “**Common Shares**”) at the close of business on May 2, 2016 or duly appointed proxyholders will be entitled to vote at the Meeting, unless a Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and requests that the transferee’s name be included on the list of Shareholders.

The form appointing a proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by an authorized officer or attorney of the corporation.

Voting of Shares - Advice to Non-Registered Shareholders

The information set forth in this section is of significant importance to you if you do not hold your Common Shares in your own name. Only Shareholders whose names appear on the records as the registered holders of Common Shares or duly appointed proxyholders are permitted to vote at the Meeting. If Common Shares are listed in your account statement provided by a brokerage firm through which you purchased the Common Shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (CDS & Co.) (each a “**Nominee**”), then in almost all cases those Common Shares will not be registered in your name. Such Common Shares will likely be registered under the name of the Nominee. Without specific instructions, a Nominee is prohibited from voting your Common Shares.

Applicable securities regulatory policy requires a Nominee to seek voting instructions from you in advance of the Meeting. Each Nominee has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge mails a Voting Information Form ("**VIF**") instead of the form of proxy. You are asked to complete and return the VIF to them by mail or facsimile. Alternately, you can vote your Common Shares using the telephone or internet. If you receive a VIF from Broadridge it cannot be used as a proxy to vote Common Shares directly at the Meeting as the proxy must be returned to Broadridge in advance of the Meeting in order to have the Common Shares voted.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the VIF or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Corporation to forward meeting materials directly to "non objecting beneficial owners". If the Corporation or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions.

Revocability of Proxy

You may revoke your proxy at any time prior to a vote. If you attend personally at the Meeting, you may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by an authorized officer or attorney of the corporation. To be effective the instrument in writing must be deposited either at the Corporation's head office, or with Computershare, Proxy Department, 8th floor, 100 University Avenue, Toronto, ON M5J 2Y1, at any time up to and including the last business day before the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, or any adjournment. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least 7 days before the Meeting, arrange for their nominees to revoke the proxy on their behalf.**

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Exercise of Discretion by Proxy

Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **If you do not provide instructions and you have appointed one of the Management Proxyholders as proxyholder, your Common Shares will be voted by the Management Proxyholder in favour of the matters as set out in the form of proxy and in favour of all other matters proposed by management at the Meeting**. The persons appointed under the form of proxy are conferred with discretionary authority with respect to amendments of the matters specified and with respect to any other matters which may properly be brought before the Meeting or any adjournment. At the time of printing of this Management Information Circular, management is not aware of any amendments.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Management Information Circular from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained upon request without charge from the the Corporation at 4130 – 93 Street, Edmonton, Alberta, telephone (877) 462-4085, and are also available electronically on SEDAR at www.sedar.com under the Corporation's profile.

The sections entitled "Corporate Governance Disclosure" and "Audit Committee" in the management information circular of the Corporation dated December 4, 2015 relating to the annual general meeting of shareholders of the Corporation held on January 11, 2016 ("**documents incorporated herein by reference**") filed by the Corporation with securities commissions in each of the Provinces of British Columbia and Alberta are specifically incorporated by reference herein and form an integral part of this Management Information Circular.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Management Information Circular, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Management Information Circular.

PARTICULARS OF SPECIAL MATTERS TO BE ACTED UPON

General

On April, 7, 2016, the Corporation announced that 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**"), and had entered into a share purchase and settlement agreement dated April 7, 2016 (the "**Settlement Agreement**"). The settlement ended 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, subject to the necessary approvals and conditions in the Settlement Agreement, the Trust will invest in the Corporation by subscribing for 2,307,692 Common Shares at a price of $0.65 per Common Share and have the right to nominate two members of the Board. For a more detailed summary of the terms of the Settlement Agreement, see the section titled "Settlement Agreement" below.

The Corporation has called this Meeting to approve the matters contemplated in the Settlement Agreement. In particular, Shareholders will be asked to pass, by ordinary resolution, a resolution to (i) fix the number of directors at seven and (ii) elect Helen Cornett and S. Grant Reeves (the "**Trust Nominees**") to the Board (the "**Director Election Resolution**"). See the section titled "Director Election" below. Shareholders will also be asked to pass, by ordinary resolution, excluding votes attached to Common Shares held by the Trust, a resolution to: (i) approve the issuance of 2,307,692 Common Shares to the Trust; and (ii) approve the creation of a new Control Person (as defined herein) following the issuance of the Common Shares referred to in (i) (the "**Trust Investment Resolution**"). See the section titled "Trust Investment" below.

Background to the Settlement Agreement

On March 10, 2016, the Corporation received a notice from the Trust, a holder of 19.05% of the outstanding Common Shares, requisitioning a special Shareholders' meeting (the "**Requisition**") at which shareholders would be asked to vote on a resolution to remove three of Titan's directors and replace them with three nominees of the Trust, and to fix the number of directors at five. The Requisition also requested that shareholders consider at the special meeting a resolution to terminate Titan's shareholder rights plan.

On March 12, 2016, the Board met with legal counsel to discuss the Requisition. The Board determined at that meeting to strike a special committee (the "**Special Committee**") comprised of Charles Buehler, as Chair, and W. Douglas Frame to consider, evaluate and advise on the Requisition.

On March 14, 2016, the Special Committee held its initial meeting and invited Warren J. White, an independent director, to attend the meeting. The Corporation's legal counsel also attended. At this meeting, the Special Committee discussed the Requisition and options available to the Corporation.

Following the March 14th Special Committee, meeting the Special Committee, through Warren J. White, entered into negotiations with the Trust.

Throughout the remainder of March and early April, the Special Committee met seven times to deliberate and consider various options, including: (i) seeking a negotiated result which would be in the best interests of the Corporation and its Shareholders and (ii) calling a meeting that would vote on removing three of Titan's directors and replacing them with three nominees of the Trust, and fixing the number of directors at five. During this period, there were several communications and negotiations with the Trust that led to a resolution that was considered to be in the best interests of the Corporation and its Shareholders.

On April 7, 2016, upon the unanimous recommendation of the Special Committee, the Board determined that it was in the best interests of the Corporation to approve the Settlement Agreement. The Board believes that the Corporation will benefit from the injection of capital from the Trust Investment (as defined herein) as well as benefit from the expertise that the Trust Nominees will bring to the Board.

On April 7, 2016, the Corporation announced that it had a reached a settlement with and entered into the Settlement Agreement with the Trust and that it had called the Meeting to approve the Director Election Resolution and the Trust Investment Resolution. For the particulars of the settlement see the section "Settlement Agreement" below.

In addition on April 7, 2016 the Corporation announced that it does not intend to renew its current shareholders rights plan at the 2017 annual general meeting (the "**2017 AGM**"), in which case the shareholder rights plan will expire on the date of the 2017 AGM.

Settlement Agreement

The following is a summary of the material terms of the Settlement Agreement and is intended to be a summary only. Shareholders are encouraged to read the full terms of the Settlement Agreement, a copy of which has been filed on SEDAR at www.sedar.com under the Corporation's profile.

Trust Nomination Rights

Pursuant to the terms of the Settlement Agreement, the Trust has been given the right (the "**Trust Nomination Rights**") to nominate two members of the Board. The Trust Nomination Rights provide that, subject to any necessary approvals of the TSX Venture Exchange ("**TSXV**"), from and after the date of the Settlement Agreement, the Trust will be entitled to nominate two individuals to the Board. Following the closing of the Trust Investment, the Trust shall be entitled to nominate the greater of: (i) two directors and (ii) two-sevenths (2/7) of the number of directors on the Board, rounding up to the next whole number. At least one of the Trust's nominees is required to be independent of the Corporation within the meaning of National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Voting Covenant

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**"). The Trust Nomination Rights shall cease on the earlier of: (A) the later of (i) date which is sixty (60) days prior to the date for the 2018 AGM or (ii) if the Trust delivers a notice to the Corporation covenanting prior to the date that is 60 days prior to the date for the 2018 AGM not to, directly or indirectly or jointly or in concert with any other person (including, through the Trust's affiliates including InterTech Group, Inc.) propose any nominees for election as directors at the 2018 AGM (other than as contemplated by the Settlement Agreement), immediately after the 2018 AGM, and (B) the date that the Common Shares owned directly or indirectly by the Trust represent less than 15% of the Corporation's issued and outstanding Common Shares.

It is a condition precedent to the completion of the Trust Investment that the Director Election Resolution be passed at the Meeting. If elected, each of the Trust Nominees would serve as a director until the Corporation's next annual general meeting, at which it is expected management will put them forward for re-election along with the current directors.

Standstill and Non-Solicitation

The Trust has agreed to a three year standstill that, among other things, prevents the Trust from increasing its holding in the Corporation above 30% of the issued and outstanding Common Shares during the term of the standstill. The Trust has agreed not to solicit, initiate or engage in any discussions or negotiations, or enter into any agreement, commitment, or understanding, or otherwise act jointly or in concert with any person in order to propose or effect any take-over bid, tender or exchange offer, amalgamation, merger, arrangement or other business combination involving Titan or to propose or effect any acquisition of securities or material assets from Titan.

The Trust has also agreed, until the date which is 60 days prior to the 2018 AGM, not to solicit proxies from Shareholders or other securityholders of Titan or otherwise attempt to influence their conduct in any manner or directly or indirectly seek to control or influence the Board or the management or policies of Titan or to acquire effective control of Titan.

Equity Investment

The Settlement Agreement also contemplates that the Trust will invest (the "**Trust Investment**") in the Corporation by subscribing for 2,307,692 Common Shares at a price of $0.65 (the "**Issue Price**") by way of a private placement.

The Trust Investment is conditional on, among other things, receipt of Shareholder approval of the Director Election Resolution and the Trust Investment Resolution and TSXV approval of the Trust Investment. On April 25, 2016, Titan received conditional approval of the Trust Investment from the TSXV. See "Trust Investment" below.

The closing of the Trust Investment will occur on the second business day following the satisfaction or waiver of all conditions contained in the Settlement Agreement (the "**Closing Date**"). Provided that Shareholders approve the Trust Investment Resolution and the Director Election Resolution at the Meeting, the Closing Date is expected to be June 3, 2016. In any event, the Trust Investment must be completed on or before June 21, 2016 (the "**Outside Date**"). Notwithstanding the terms of the Settlement Agreement, the TSXV's approval of the Trust Investment and the Private Placement (as defined herein) is conditional on, among other things, the closing of both offerings by June 15, 2016. See "Trust Investment" below.

Termination of the Settlement Agreement

If the Trust Nominees are not elected at the Meeting, or if the TSXV does not approve the Trust Nominees or the Trust Investment, the Settlement Agreement will automatically terminate, in which case the Trust may submit a new meeting requisition to the Board in accordance with applicable law subsequent to such termination.

The Settlement Agreement may also be terminated:

(a) on mutual consent of Titan and the Trust;

(b) by the Trust if there has been a material violation, breach or inaccuracy of any representation, warranty or covenant of the Titan, which violation, breach or inaccuracy would cause any of the conditions in favour of the Trust not to be satisfied, and such violation is not capable of being cured prior to the Closing Date;

(c) by Titan if there has been a material violation, breach or inaccuracy of any representation, warranty or covenant of the Trust, which violation, breach or inaccuracy would cause any of the conditions in favour of Titan not to be satisfied, and such violation is not capable of being cured prior to the Closing Date; or

(d) by the Trust if the closing of the Trust Investment shall not have occurred by the Outside Date, unless, among other things, the reason therefor is as a result of the Titan not having obtained Shareholder approval of the Director Election Resolution and the Trust Investment Resolution and TSXV approval of the Trust Investment.

If the Settlement Agreement is terminated pursuant to (b) or (d) above, then the Trust Nomination Rights survive the termination. If the Settlement Agreement is terminated pursuant to (c) above, then the terms discussed above under the heading “Voting Covenant” and “Standstill and Non-Solicitation” above survive the termination.

Director Election

In order to give effect to the Trust Nomination Rights, the number of directors on the Board must be fixed at seven, an increase from the current five directors. The Trust has proposed the Trust Nominees, being Helen Cornett and S. Grant Reeves, as its nominees for election at the Meeting. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name and Province/State and Country of Residence	Previous Service as a Director	Principal Occupation or Employment and, if not a previously elected director, occupation during the past 5 years	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly[1]
Helen Cornett, CPA, CA Alberta, Canada	N/A	Chief Executive Officer and Director of Galvanic Applied Sciences Inc. (TSXV: GAV) (2010-2014)	Nil
S. Grant Reeves South Carolina, USA	N/A	Chief Executive Officer and director of Circa Enterprises Inc. (TSXV: CTO); Senior Vice President of The InterTech Group Inc.	Nil

1. The information as to voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised, as at May 3, 2016, is based upon information furnished by the nominees.

Helen Cornett, CPA, CA

Ms. Cornett was one of the founding Shareholders of Galvanic Applied Sciences Inc. (TSX-V: GAV), and assisted with the company's formation in 1995. Since that time she served in several key roles, first as Galvanic's Chief Financial Officer and Executive Vice President, and from August 2010 through March 2014, as the company's Chief Executive Officer and Director. Previously, she held senior positions in both public and private oil and gas companies. She also holds a Bachelor of Commerce (B.Comm) - honours business administration degree from the University of Windsor and a Bachelor of Arts degree from the University of Alberta.

Ms. Cornett is independent of the Corporation within the meaning of NI 52-110.

S. Grant Reeves

Mr. Reeves is Chief Executive Officer and a director of Circa Enterprises Inc. (TSX-V: CTO) a position he has held since October 2013. Mr. Reeves has served as a Senior Vice President of The InterTech Group, Inc. since 1990. Mr. Reeves was previously the President of PBI Performance Products Inc. (a private material science company). Mr. Reeves previously served as Chairman and Chief Executive Officer of Galvanic Applied Sciences Inc. (TSX-V: GAV). Mr. Reeves has a Bachelor of Business Administration (BBA), Accounting, from the University of Georgia.

Mr. Reeves is independent of the Corporation within the meaning of NI 52-110.

Majority Voting Policy

On the recommendation of the Executive Compensation and Corporate Governance Committee, the Board adopted a majority voting policy in November, 2011. Under this policy, a director who is elected in an uncontested election of directors with more votes withheld than cast in favour of his or her election will be required to submit an offer of resignation to the Chair of the Executive Compensation and Corporate Governance Committee. The Executive Compensation and Corporate Governance Committee will consider the resignation and make its recommendation to the Board on whether the resignation should be accepted. The Board will determine, after considering relevant factors, whether to accept or reject a resignation offer and such decision will be disclosed to the public via press release.

To the knowledge of the Corporation no proposed director:

(a) is, as at the date of this Management Information Circular or has been, within 10 years before the date of this Management Information Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Corporation) that:

  (i) was the subject, while that person was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

  (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

(b) is, as at the date of this Management Information Circular, or has been within 10 years before the date of the Management Information Circular, a director, CEO or CFO of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to pass the Director Election Resolution as an ordinary resolution fixing the number of directors at seven and to electing Helen Cornett and S. Grant Reeves to the Board, in substantially the same form as follows:

"BE IT RESOLVED as an ordinary resolution that:

1. the number of directors of the Corporation be fixed at seven (7);

2. Helen Cornett be elected to the Corporation's board of directors;

3. S. Grant Reeves be elected to the Corporation's board of directors."

THE CORPORATION'S MANAGEMENT PROXYHOLDERS, IF NAMED AS PROXY, INTEND TO VOTE FOR THE DIRECTOR ELECTION RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN ITS PROXY THAT ITS COMMON SHARES ARE TO BE VOTED AGAINST THE DIRECTOR ELECTION RESOLUTION.

THE CURRENT BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE DIRECTOR ELECTION RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH ABOVE, APPROVING THE FIXING OF THE NUMBER OF DIRECTORS AT SEVEN AND ELECTING HELEN CORNETT AND S. GRANT REEVES TO THE BOARD.

The term of office of each of the Trust Nominees and each of the current directors shall expire at Titan's next annual general meeting. If the Director Election Resolution is approved at the Meeting, the Board will be comprised of seven directors, being Charles Buehler (Chair), W. Douglas Frame, Warren J. White, Helen Cornett, S. Grant Reeves, Douglas Carruthers and Greg McGillis. Each of the directors other than Messrs. Carruthers and McGillis are independent within the meaning of NI 52-110.

Trust Investment

Pursuant to the terms of the Settlement Agreement, the Trust has agreed to make the Trust Investment. The Trust will subscribe for 2,307,692 Common Shares at the Issue Price for total proceeds to the Corporation of approximately $1.5 million.

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**")) because the Trust has a combination of beneficial ownership of, and control or direction over, directly or indirectly, more than 10% of the Common Shares. The Corporation is relying 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 Corporation 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% of the Corporation's market capitalization.

In accordance with the policies of the TSXV, where a private placement creates a new "Control Person", the approval of shareholders (other than such new Control Person and its associates and affiliates) is required, either by an ordinary resolution obtained at a meeting of shareholders or by the written consent of shareholders holding more than 50% of the issuer's shares. A "**Control Person**" is defined under the policies of the TSXV as any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer, except where there is evidence showing that such shareholder does not materially affect control of the issuer.

On completion of the Trust Investment, the Trust will hold a total of 7,194,792 Common Shares, or approximately 25.4% of the total outstanding Common Shares, and will become a new Control Person of the Corporation. The policies of the TSXV require that disinterested shareholder approval be obtained when a new Control Person is created. As at the date hereof, the Trust holds, directly and indirectly, 4,887,100 Common Shares, representing 18.8% of the Corporation's outstanding Common Shares, based on 25,978,440 Common Shares issued and outstanding as at the date hereof. The Trust is therefore not permitted to vote on the Trust Investment Resolution.

In addition, as announced on April 7, 2016, the Corporation intends to offer up to an additional approximately 1.5 million Common Shares at the Issue Price on a non-brokered private placement basis (the "**Private Placement**") following the closing of the Trust Investment. The Private Placement is not subject to Shareholder approval.

On April 25, 2016, the Corporation obtained conditional approval of the TSXV for the Trust Investment and the Private Placement, subject to customary conditions, and: (i) in the case of the Trust Investment, Shareholder approval of the Trust Investment Resolution; and (ii) provided that the Trust Investment and the Private Placement close no later than June 15, 2016. Closing of the Trust Investment remains subject to final approval of the TSXV and receipt of Shareholder approval of the Trust Investment Resolution at the Meeting. Closing of the Private Placement is subject to receipt of final approval of the TSXV.

If disinterested Shareholders pass the Trust Investment Resolution at the Meeting and other conditions under the Settlement Agreement are satisfied or waived, it is anticipated that completion of the Trust Investment will occur on or about June 3, 2016.

At the Meeting, Shareholders, excluding the 4,887,100 Common Shares held by the Trust, will be asked to pass an ordinary resolution approving the Trust Investment and the creation of a new Control Person, the text of which will be in substantially the form as follows:

"BE IT RESOLVED as an ordinary resolution that:

1. the issuance of up to 2,307,692 common shares of the Corporation to The Article 6 Marital Trust (the "**Trust**") created under the First Amended and Restated Jerry Zucker Revocable Trust at a price of $0.65 per common share by way of a private placement, be and is hereby authorized and approved;

2. the creation of a new Control Person (as such term is defined in the policies of the TSX Venture Exchange) and the resulting Change of Control (as such term is defined in the policies of the TSX Venture Exchange) of the Corporation pursuant to the issuance of shares to the Trust as set out in paragraph 1 above, be and is hereby authorized and approved;

3. any one director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such further agreement, documents and instruments and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the purpose of giving full force and effect to

the provisions of this resolution, and the execution and delivery by such director or officer of any such agreement, document or instrument or the doing of any such act or thing shall be conclusive evidence of such determination."

THE CORPORATION'S MANAGEMENT PROXYHOLDERS, IF NAMED AS PROXY, INTEND TO VOTE FOR THE TRUST INVESTMENT RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN ITS PROXY THAT ITS COMMON SHARES ARE TO BE VOTED AGAINST THE TRUST INVESTMENT RESOLUTION.

THE CURRENT BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE TRUST INVESTMENT RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH ABOVE, APPROVING THE CREATION OF A NEW CONTROL PERSON.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS AND INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as described herein, management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of the last financial year, of any proposed nominee of management of the Corporation for election as a director, or of any associates or affiliates of any of these individuals, in any matter to be acted on at the Meeting other than the election of directors.

Other than as disclosed herein, no informed person of the Corporation, no proposed nominee for election as a director, or any associate or affiliate of such persons, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS

The Corporation is authorized to issue unlimited common shares without par value. As at May 3, 2016, there were 25,978,440 Common Shares issued and outstanding. The Corporation has only one class of shares. As a Shareholder, you are entitled to one vote for each share you own. A quorum for the transaction of business at the Meeting is two persons present or represented by proxy.

To the knowledge of the Corporation, as at May 3, 2016, no person or company beneficially owns, controls or directs, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all shares of the Corporation, except the following:

Name	Number of Voting Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust dated 4-2-07	4,887,100	18.8%
Bernd Milkereit	2,621,357	10.09%

EXECUTIVE COMPENSATION DISCUSSION & ANALYSIS

The members of the Executive Compensation and Corporate Governance Committee consist of Charles Buehler, Warren J. White and W. Douglas Frame, none of whom are officers of the Corporation and are considered to be independent. Each member of the Executive Compensation and Corporate Governance Committee has experience in senior management positions and is knowledgeable in executive compensation practices for the region and industry in which the Corporation operates. The Executive Compensation and Corporate Governance Committee also encourages every member of the Board to actively participate in discussions relating to executive compensation, and full Board approval is required for the President and Chief Executive Officer's compensation. The Executive Compensation and Corporate Governance Committee makes recommendations regarding executive compensation to the full Board for review and approval. The Board considers the implications of the risks associated with the Corporation's compensation policies and practices when determining rewards for its officers and directors. The Committee has responsibility for reviewing the adequacy and form of the Corporation's compensation program for the executive officers and non-employee directors and the compensation plans in effect or proposed for the Corporation's employees. The Executive Compensation and Corporate Governance Committee is responsible for reviewing executive compensation and making recommendations to the Board, reviewing stock option guidelines and specific option grants and reviewing and communicating to the Board the compensation policies and principles to be applied to other executives and employees of the Corporation. If, in order to properly discharge its functions, duties and responsibilities, it is necessary, in the opinion of the Executive Compensation and Corporate Governance Committee, that the Executive Compensation and Corporate Governance Committee obtain the advice and counsel of external advisors, the Chairman of the Committee shall, at the request of the Executive Compensation and Corporate Governance Committee, engage the necessary advisors. No compensation consultant or advisor has, at any time since the beginning of the Corporation's most recently completed financial year, been retained to assist in determining compensation for any of the Corporation's directors or executive officers.

The Board has adopted a written charter that sets forth the responsibilities of the Executive Compensation and Corporate Governance Committee and gives the committee the authority to retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities at the expense of the Corporation.

The Executive Compensation and Corporate Governance Committee annually reviews the Corporation's compensation arrangements. When reviewing the compensation, the Executive Compensation and Corporate Governance Committee considers the following objectives: (i) recruiting and retaining the executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; and (iii) rewarding performance based on individual performance and with respect to the business in general. The compensation of the Executives is primarily comprised of base salary, incentive awards and stock options. The program is designed to provide goal congruence between the compensation program and the Corporation's strategic plan and budget. Base salary is determined by taking into consideration local market conditions, employment opportunities and employee performance and skill levels. The Corporation does not benchmark its executive compensation program but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Corporation's industry and geographic location while taking into account the financial and other resources of the Corporation.

Annually, upon the approval of the Corporation's strategic plan an incentive program is established for the executive officers. Executive officers are rewarded for the achievement of objectives benefiting the Corporation in the short and long term. The objectives of the incentive program include key performance milestones of the Corporation's strategic plan and budget. In granting incentive awards, the Executive Compensation and Corporate Governance Committee considers certain quantitative and qualitative criteria integral to the Corporation's short and long term goals including the position of the executive officer and his/her personal performance. The payment of any incentive awards or bonuses is subject to the discretion of the Executive Compensation and Corporate Governance Committee and the CEO who ensures particular performance criteria have been satisfied. The Corporation currently has no long-term incentive plans for executive officers other than stock options granted under the provisions of the Corporation’s Stock Option Plan.

The Corporation has not adopted a formal policy prohibiting Named Executive Officers (defined below) or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities of the Corporation granted as compensation or held, directly or indirectly, by Named Executive Officer or director. As of the date of this Management Information Circular, the Company is not aware of any Named Executive Officer or director having entered into such type of transaction.

Option-Based Awards

Executive officers are eligible for grants of stock options under the Corporation's existing Stock Option Plan. The Corporation's Stock Option Plan is administered by the Board. The Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. In determining the number of options to be granted to the executive officers, the Board takes into account the executive’s total compensation package, the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX-V, and closely align the interests of the executive officers with the interests of shareholders.

Compensation of Named Executive Officers

The following table (presented in accordance with National Instrument Form 51-102F6 ("Statement of Executive Compensation" ("**Form 51-102F6**") sets forth all annual and long term compensation for services in all capacities to the Corporation for the three most recently completed financial years ending in respect of each of the individuals comprised of the CEO and the CFO who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers of the Corporation, or the three most highly compensated individuals acting in a similar capacity (other than the CEO and the CFO) as at August 31, 2015, whose total compensation was, individually, more than $150,000 during the financial year ended August 31, 2015, and any individual who would have satisfied these criteria but for the fact that such individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "Named Executive Officers").

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Share-based awards[2] ($)	Option-based awards[3] ($)	Non-equity incentive plan compensation ($)		Pension Value ($)	All other compensation ($)	Total Compensation ($)
					Annual incentive plans	Long-term incentive plans			
Greg McGillis, President and CEO[1]	2015 2014 2013	165,790 161,898 156,272	6,995 8,036 7,801	10,600 15,000 9,200	Nil Nil 61,532	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	183,385 184,934 234,805
Angela Schultz CFO	2015 2014 2013	139,903 136,619 131,878	5,903 6,781 6,582	10,600 15,000 9,200	Nil Nil 46,155	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	156,406 158,400 193,815

1. On February 3, 2016, the Corporation announced that Douglas Carruthers had been appointed to the position of Chief Executive Officer and that Mr. McGillis would continue as the Corporation’s President and as a director, and had assumed the role of the Corporation’s Chief Technology Officer.
2. The share based awards consist of common shares awarded through the Corporation’s Employee Share Purchase Plan.
3. The option based awards consist of stock options. The stock options were valued using the Black-Scholes method applying the following key assumptions and estimates: expected dividend yield of 0%, expected life of 5 years, expected volatility ranging from 53% to 83%, and a risk-free interest rate of .97% to 1.44%. For additional information on the valuation assumptions with respect to the grants, refer to the Corporation's notes to the financial statements in the Annual Financial Report for the year ended August 31, 2015, as filed under the Corporation's profile on www.sedar.com.

Outstanding Share-Based Awards and Option-Based Awards

The following table provides details for each Named Executive Officers concerning all awards outstanding under incentive plans of the Corporation pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period at the end of the most recently completed financial year, August 31, 2015, including those granted before the current fiscal year.

	Option-Based Awards				Share-Based Awards		
Name	**Number of securities underlying unexercised options[(1)] (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options[2,3] ($)**	**Number of Shares that have not vested**	**Market or payout value of share-based awards that have not vested**	**Market or payout value of vested share-based awards not paid out or distributed**
Greg McGillis President and CEO[4]	20,000	$1.14	January 19, 2020	Nil	Nil	Nil	Nil
	20,000	$1.28	January 13, 2019	Nil	Nil	Nil	Nil
	20,000	$0.70	September 17, 2017	3,000	Nil	Nil	Nil
	100,000	$0.38	January 16, 2017	47,000	Nil	Nil	Nil
	120,000	$0.12	January 7, 2016	87,600	Nil	Nil	Nil
Angela Schultz, CFO	20,000	$1.14	January 19, 2020	Nil	Nil	Nil	Nil
	20,000	$1.28	January 13, 2019	Nil	Nil	Nil	Nil
	20,000	$0.70	September 17, 2017	3,000	Nil	Nil	Nil
	30,000	$0.38	January 16, 2017	14,100	Nil	Nil	Nil
	120,000	$0.12	January 7, 2016	87,600	Nil	Nil	Nil

1. All options vest immediately upon granting.
2. The value of unexercised in-the-money options at year end is based on the closing price of the common shares on the TSX Venture Exchange on August 31, 2015 that was $0.85 per share. The amount is calculated based on the difference between the market value of the securities underlying the instruments at the end of the most recently completed financial year and the exercise price.
3. "In-the-money" means that the market value of the common shares underlying the options on that date exceeded the option exercise price.
4. On February 3, 2016, the Corporation announced that Douglas Carruthers had been appointed to the position of Chief Executive Officer and that Mr. McGillis would continue as the Corporation's President and as a director, and had assumed the role of the Corporation's Chief Technology Officer.

Incentive Plan Awards - Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Named Executive Officers are as follows:

NEO Name	Option-Based Awards - Value Vested During The Year[2] ($)	Share-Based Awards - Value Vested During The Year ($)	Non-Equity Incentive Plan Compensation - Value Earned During The Year ($)
Greg McGillis, President and CEO[1]	Nil	Nil	Nil
Angela Schultz, CFO	Nil	Nil	Nil

1. On February 3, 2016, the Corporation announced that Douglas Carruthers had been appointed to the position of Chief Executive Officer and that Mr. McGillis would continue as the Corporation's President and as a director, and had assumed the role of the Corporation's Chief Technology Officer.
2. This amount is the dollar value that would have been realized if the options had been exercised on the grant date, as all options were fully vested on the date of grant. The amount is computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award.

Pension Plan Benefits

The Company does not have a registered pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Company does provide the opportunity for contributions to a group RRSP.

Termination of Employment Arrangements and Change of Control Benefits

The following summarizes the material terms of the employment agreements the Corporation has with the Named Executive Officers in respect of the most recently completed fiscal year:

The Corporation entered into an employment agreement dated December 15, 2011 with Greg McGillis pursuant to which Mr. McGillis is paid a basic annual salary of $150,000 per year. This basic annual salary may be adjusted on a yearly basis at the sole discretion of the Board of Directors. The agreement includes provision for twelve months salary and compensation for loss of benefits and perquisites in lieu of notice in the event of termination by the Corporation without cause. Mr. McGillis commenced employment with the Corporation on February 12, 1992.

The Corporation entered into an employment agreement dated December 15, 2011 with Angela Schultz pursuant to which Ms. Schultz is paid a basic annual salary of $126,175 per year. This basic annual salary may be adjusted on a yearly basis at the sole discretion of the Board of Directors. The agreement includes provision for twelve months salary and compensation for loss of benefits and perquisites in lieu of notice in the event of termination by the Corporation without cause. Ms. Schultz commenced employment with the Corporation on July 1, 2004.

Estimated Incremental Payment on Change of Control

Under the terms of Greg McGillis' employment agreement, the estimated incremental payment upon termination by the Corporation on a change of control of the Corporation, is that Mr. McGillis is entitled to receive approximately $209,860 (calculated as at August 31, 2015) based upon an amount equal to twelve months salary, compensation for loss of benefits and perquisites, in addition to amounts owed for accrued vacation.

Under the terms of Angela Schultz's employment agreement, the estimated incremental payment upon termination by the Corporation on a change of control of the Corporation, is that Ms. Schultz is entitled to receive approximately $177,092 (calculated as at August 31, 2015) based upon an amount equal to twelve months salary, compensation for loss of benefits and perquisites, in addition to amounts owed for accrued vacation.

Compensation of Directors

The Corporation has the following arrangements, pursuant to which directors are compensated for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert:

Effective August 1, 2015 the Board of Directors reduced their fees by 20%. The Corporation agreed to pay fees of $1,000 for each Board meeting attended in person by non-executive directors, $800 for each Committee meeting attended in person by appointed Committee members and $600 for any meeting attended by telephone by Board or Committee members, $1,800 per quarter for each non-executive director, additional $2,000 per quarter to the Chairman of the Board and $1,200 per quarter to the Committee Chairpersons.

Prior to August 1, 2015, effective September 1, 2013, the Corporation agreed to pay fees of $1,250 for each Board meeting attended in person by non-executive directors, $1,000 for each Committee meeting attended in person by appointed Committee members and $750 for any meeting attended by telephone by Board or Committee members, $2,250 per quarter for each non-executive director, additional $2,500 per quarter to the Chairman of the Board and $1,500 per quarter to the Committee Chairpersons.

Executives who are also directors of the Corporation do not receive any of the foregoing compensation in their capacity as a director of the Corporation.

In addition to Board of Director fees, the Corporation grants incentive stock options to directors on the appointment of a new director and on an annual basis to all non-executive directors. During the most recently completed financial year the Corporation granted an aggregate of 180,000 stock options to the non-executive directors. The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the Shareholders.

The following table sets forth all amounts of compensation provided to the directors, who are not also NEOs, for the Corporation's most recently completed financial year:

Director Compensation Table

Name	**Fees Earned ($)**	**Share-based awards ($)**	**Option-based awards[1] ($)**	**Non-equity incentive plan compensation ($)**	**Pension Value ($)**	**All other compensation ($)**	**Total Compensation ($)**
R.W. (Bob) Logan[2]	26,000	Nil	10,600	Nil	Nil	Nil	36,600
Dave Kastelic[3]	26,000	Nil	10,600	Nil	Nil	Nil	36,600
Matthew Marquardt[4]	24,000	Nil	10,600	Nil	Nil	Nil	34,600
W. Douglas Frame	20,000	Nil	10,600	Nil	Nil	Nil	30,600
Charles Buehler[5]	8,750	Nil	37,000	Nil	Nil	Nil	45,750

1. The option based awards consist of stock options. The stock options were valued using the Black-Scholes method. For additional information on the valuation assumptions with respect to the 2015 grants, refer to the Corporation's notes to the financial statements in the Annual Financial Report for the year ended August 31, 2015, as filed under the Corporation's profile on www.sedar.com.

2. Ceased to be a director in January 2016.

3. Ceased to be a director in January 2016.

4. Ceased as a director in July 2015.

5. Appointed to the Board in June 2015.

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the directors who is not also an NEO:

	Option-Based Awards				Share-Based Awards	
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options[1,2] ($)**	**Number of Shares that have not vested**	**Market or payout value of share-based awards that have not vested**
R.W. (Bob) Logan[3]	20,000	$1.14	January 19, 2020	Nil	Nil	Nil
	20,000	$1.28	January 13, 2019	Nil	Nil	Nil
	20,000	$0.63	January 18, 2018	4,400	Nil	Nil
	20,000	$0.37	January 30, 2017	9,600	Nil	Nil
	30,000	$0.12	January 7, 2016	21,900	Nil	Nil
Dave Kastelic[4]	20,000	$1.14	January 19, 2020	Nil	Nil	Nil
	20,000	$1.28	January 13, 2019	Nil	Nil	Nil
	20,000	$0.63	January 18, 2018	4,400	Nil	Nil
	20,000	$0.37	January 30, 2017	9,600	Nil	Nil
	20,000	$0.12	January 7, 2016	14,600	Nil	Nil
W. Douglas Frame	20,000	$1.14	January 19, 2020	Nil	Nil	Nil
	20,000	$1.28	January 13, 2019	Nil	Nil	Nil
	20,000	$0.63	January 18, 2018	4,400	Nil	Nil
	120,000	$0.37	January 30, 2017	57,600	Nil	Nil
Charles Buehler[5]	100,000	$0.85	August 26, 2020	Nil	Nil	Nil

1. The value of unexercised in-the-money options at year-end is based on the closing price of the common shares on the TSX Venture Exchange on August 31, 2015 that was $0.85 per share.
2. "In-the-money" means that the market value of the common shares underlying the options on that date exceeded the option exercise price.
3. Ceased to be a director in January 2016.
4. Ceased to be a director in January 2016.
5. Appointed to the Board in June 2015.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation's stock option plan (the "**Plan**") is its only equity compensation plan. The following table sets forth information with respect to compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year:

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	1,145,000	$0.64	1,855,000
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	1,145,000	$0.64	1,855,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at May 3, 2016, no individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, no proposed nominee for election as a Director of the Corporation and no associate of such persons:

(i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Corporation or any of its subsidiaries; or

(ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries,

in relation to a securities purchase program or other program.

CORPORATE GOVERNANCE DISCLOSURE

Disclosure of the Corporation's corporate governance practices is contained in documents incorporated herein by reference, except to the extent modified herein.

Compensation

The Executive Compensation and Corporate Governance Committee has responsibility for annually reviewing compensation paid to the directors and executives of the Corporation. The committee consists of Charles Buehler, W. Douglas Frame and Warren J. White, all of whom are independent directors.

Audit Committee

Disclosure in respect of the Corporation's audit committee is contained in documents incorporated herein by reference, except to the extent modified herein.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Charles Buehler	Independent[1]	Financially literate[1]
W. Douglas Frame	Independent[1]	Financially literate[1]
Warren J. White (Chair)[2]	Independent[1]	Financially literate[1]

1. As defined by NI 52-110.
2. Warren J. White holds an MBA from Concordia University and has extensive financial experience attained through his professional education and business experience.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may request copies of the financial statements and management's discussion and analysis ("**MD & A**") at 4130 – 93 Street, Edmonton, Alberta, T6E 5P5 Ph (780) 462-4085, Fx (780) 450-8369.

Financial information is provided in the Corporation's comparative financial statements and MD & A for its most recently completed financial year which are filed on SEDAR.

DATED May 3, 2016.

BY ORDER OF THE BOARD OF DIRECTORS
OF TITAN LOGIX CORP.

"Douglas Carruthers"	*"Charles Buehler"*
Douglas Carruthers	Charles Buehler
Chief Executive Officer	Chairman