

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

TitanStar Properties Inc. (the "Company")
1745 – 1050 West Pender Street
Vancouver, British Columbia V6C 3S7

Item 2 Date of Material Change

May 28, 2014

Item 3 News Release

The Company disseminated a news release on May 28, 2014, issued in Vancouver, British Columbia, via Stockwatch, and filed on SEDAR with the TSX Venture Exchange and in all jurisdictions in Canada other than Québec.

Item 4 Summary of Material Change

The Company provided a corporate update announcing that it has entered into debt settlement agreements, formed a strategic alliance with two international real estate investments firms together with a concurrent private placement following the withdrawal of its amended and restated preliminary prospectus dated March 4, 2014.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated May 28, 2014 which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

T. Richard Turner, President, CEO and Director
Telephone: (604) 408-3808
Email rick@titanstar.ca

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 5th day of June, 2014.

TITANSTAR PROPERTIES INC.

"T. Richard Turner"

Per: T. Richard Turner, President, CEO and Director