

**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 V6E 3S7

Item 2 Date of Material Change

September 30, 2014

Item 3 News Release

The Company disseminated a news release on September 30, 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 announced that, further to its news release dated September 29, 2014, it has closed its private placement of an aggregate principal amount of \$2.5 million of 9.0% convertible unsecured subordinated debentures.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated September 30, 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 1st day of October, 2014.

TITANSTAR PROPERTIES INC.

"T. Richard Turner"

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