

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

1. Name and Address of Corporation:

Titanium Corporation Inc. ("we", "us" "our", "Titanium" or the "Company")
Suite 1020, 903 – 8th Avenue S.W.
Calgary, Alberta T2P 0P7

2. Date of Material Change:

July 7, 2017

3. News Release:

On July 7, 2017 at Calgary, Alberta, a news release was issued and disseminated through the facilities of a recognized news service.

4. Summary of Material Change:

On July 7, 2017, we announced that the Company's project "Reducing Methane Emissions and Other Environment Impacts from Oil Sands Tailings and Ponds – Deployment of Sustainable Technology" (the "**Project**") was a successful applicant in Emissions Reduction Alberta's (the "**ERA**") Methane Challenge.

5. Full Description of Material Change:

On July 7, 2017, we announced that the Company's project "Reducing Methane Emissions and Other Environment Impacts from Oil Sands Tailings and Ponds – Deployment of Sustainable Technology" was a successful applicant in ERA's Methane Challenge.

The Project has been approved for funding of up to the lesser of \$5,000,000 Canadian Dollars or 50% of the total eligible Project expenses. ERA's funding approval is subject to written confirmation by August 31, 2017 that all other sources of funding for the project have been secured and successful negotiation by September 29, 2017 of a Contribution Agreement with ERA on terms satisfactory to ERA.

Titanium is working with Canadian Natural Resources Limited to conduct engineering design for an oil sands tailings treatment system that eliminates certain tailings streams while recovering bitumen, solvent and high-value minerals.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

N/A

7. Omitted Information:

N/A

8. Executive Officer:

The names and business numbers of the executive officers of the Company who are knowledgeable of the material change and this report are:

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

Jennifer Kaufield
Vice President, Finance & CFO
Tel: (403) 874-9498
Email: jkaufield@titaniumcorporation.com

8. Date of Report:

July 13, 2017

Disclosure regarding forward-looking statements

This material change report contains forward-looking statements. More particularly, this material change report contains statements concerning the potential for a first commercial implementation of the Company's technology. Although the Company believes that the expectations reflected in these forward looking statements are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. The forward-looking statements contained in this material change report are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.