

## MATERIAL CHANGE REPORT

**1. Name and Address of Company:**

Titanium Corporation Inc. ("**Titanium**" or the "**Company**")  
800, 736 8th Avenue SW  
Calgary, AB T2P 1H4

**2. Date of Material Change:**

May 30, 2019

**3. News Release:**

News releases were issued and disseminated through the facilities of a recognized newswire service on May 9, 2019 and May 30, 2019 relating to the material change.

**4. Summary of Material Change:**

On May 30, 2019, the Company completed its non-brokered private placement offering (the "**Offering**") by issuing an aggregate of 6,089,485 Units (as defined below) in two stages at a price of \$0.70 per Unit for gross proceeds of \$4,262,640.

**5. Full Description of Material Change:**

**5.1 Full Description of Material Change**

On May 30, 2019, the Company announced that it had completed the Offering in two stages, the first of which occurred on May 9, 2019 and the second occurred on May 30, 2019. Under the Offering, the Company issued 6,089,485 Units at a price of \$0.70 per Unit for gross proceeds of approximately \$4,262,640. Each Unit consisted of one common share of the Company ("**Common Share**") and one half of one Common Share purchase warrant of the Company ("**Warrant**", together with the Common Shares, the "**Units**") with each whole Warrant exercisable for one Common Share at a price of \$1.40 per Common Share for a period of three years following the issue date. Titanium intends to use the proceeds of the Offering to fund the Company's ongoing efforts to commercialize its Creating Value from Waste™ (CVW™) technology and for general working capital purposes.

***Related Party Matters***

Moss Kadey, David Macdonald, John Stevens, Scott Nelson, Jennifer Kaufield and Kevin Moran, each of whom participated in the Offering by acquiring an aggregate of 1,551,000 Units, are "related parties" of the Company under Multilateral Instrument 61-101- *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). As such, their acquisition of Units under the Offering are "related party transactions" pursuant to MI 61-101. Pursuant to MI 61-101, the Company is exempt from the requirements to obtain a formal valuation and minority approval for the issuance of such Units to these related parties pursuant to Sections 5.5(b) and 5.7(1)(a) of MI 61-101 given the Company's Common Shares are only listed on the TSX Venture Exchange and the value of the transaction, in so far as it involves the related parties, did not exceed 25 per cent of the Company's market capitalization. The related parties entered into subscription agreements with the Company on the same terms and conditions as the other investors in the Offering.

The following table sets out the number of Units each related party acquired under the Offering and the type and number of securities of the Company that each related party beneficially owns, or exercises control or direction over, directly or indirectly, immediately following the completion of the Offering:

Name of Related Party	Units	POST-OFFERING OWNERSHIP				
		Common Shares	Options	Warrants	RSUs and DSUs	Fully Diluted Ownership
Moss Kadey	860,000	11,619,167	200,000	430,000	280,530	12,529,697 (12.7%)
David Macdonald	429,000	5,193,612	225,000	214,500	488,785	6,121,897 (6.2%)
John Stevens	150,000	973,600	100,000	75,000	166,374	1,314,974 (1.3%)
Scott Nelson	72,000	943,488	1,200,000	36,000	656,605	2,836,093 (2.9%)
Jennifer Kaufield	35,000	215,215	550,000	17,500	418,232	1,200,947 (1.2%)
Kevin Moran	5,000	169,586	850,000	2,500	523,016	1,545,102 (1.6%)

All securities issuable under the private placement are subject to a hold period of four months and one day from the closing date.

**5.2 Disclosure of Restructuring Transaction**

Not applicable.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

**7. Omitted Information:**

Not applicable.

**8. Executive Officer:**

For further information, contact Jennifer Kaufield, Vice President, Finance and Chief Financial Officer, at (403) 454-2881.

**9. Date of Report:**

June 10, 2019