

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer:

Titus Capital Corp. (the "Company")
313-515 West Pender Street,
Vancouver, BC
V6B 6H5

Item 2. Date of Material Change:

February 21, 2012

Item 3. News Release:

A press release reporting the material change was issued by the Company on February 23, 2012

Item 4 Summary of Material Change:

At the Company's annual general meeting, shareholders representing 8.80% of the Company's outstanding shares, reappointed Reza Mohammed, Anita Algie, Peter Born and Gilbert Schneider to the board of directors.

Item 5 Full Description of Material Change:

At the Company's annual general meeting, shareholders representing 8.80% of the Company's outstanding shares, reappointed Reza Mohammed, Anita Algie, Peter Born and Gilbert Schneider to the board of directors. Shareholders re-approved the 10-per-cent rolling stock option plan, reappointed Dale Matheson Carr-Hilton Labonte Chartered Accountants as auditors of the Company for the ensuing year, and authorized the directors to fix the remuneration to be paid to the auditor.

Reza Mohammed obtained his Bachelor of Science degree from the University of British Columbia in 1985. Mr. Mohammed has over 15 years of involvement with public companies and is expert in venture capital, mergers and acquisitions. This includes the completion of three CPC Qualifying Transactions in the mining and energy sectors. Currently, Mr. Mohammed is President, CEO and Director of Portia Explorations Ltd. (PEL.P-TSXV), and Deloro Resources Ltd. (DLL-TSXV).

Miss Algie, who is also President of Unity Energy Corp (UTY-TSXV), Director of Deloro Resources Ltd (DLL-TSXV) and Director of Portia Exploration Ltd. (PEL.P-TSXV) graduated from the University of British Columbia with an Honours Degree in Science. She has been actively involved in management, corporate finance and compliance for public companies in the oil and gas and mining sectors for over nine years. Miss Algie has successfully completed two CPC Qualifying Transactions in the mining and energy sectors.

Dr. Born, who will act as the Company's Qualified Person, is a highly respected senior geologist with over 32 years experience exploring and evaluating mining properties for senior and junior Canadian and US resource companies. He holds a Ph.D. in Earth Sciences with expertise in Precambrian Sedimentary Geology, Basin Analysis, Sedimentology, Stratigraphy and Sedimentary

Ore deposits. His experience includes several years of uranium exploration in the Athabasca Basin the Thelon Uranium Basin of the Northwest Territories.

Mr. Schneider co-founded Kinetex Resources Corporation and has served as the President, Chief Executive Officer and a director of Kinetex since February 2005. Mr. Schneider is also presently the President, Chief Executive Officer, Chief Financial Officer, Secretary and a director of AXEA Capital Corp. and President, CEO and director of Athabasca Uranium Inc., a former CPC which completed its Qualifying Transaction in June 2010.

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

Anita Algie, Director and Chief Financial Officer
Telephone: (604) 681-0004

Item 9 Date of Report

DATED February 23, 2012