

**Form 51-102F3**  
***Material Change Report***

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL”.

Item 1. Name and Address of Company

Titus Energy Corp. (the “Company”)  
1435 Cornwall Street,  
Regina, SK,  
S4R 5B3

Item 2. Date of Material Change

April 21, 2014

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

At Titus Energy Corp.’s (**TSXV.TIS**) or (the “Company”) annual general meeting held on April 21, 2014, shareholders representing 17.56% of the Company’s outstanding shares, appointed Alan Huber, David Gingell and Lloyd George Bates to the board of directors. Subsequently, Alan Huber was appointed as President, David Gingell as CEO and Lloyd George Bates as CFO. The Company’s mailing and registered records office was relocated to 1435 Cornwall Street, Regina, Saskatchewan, S4R 5B3.

Item 5. Full Description of Material Change

At Titus Energy Corp.’s (**TSXV.TIS**) or (the “Company”) annual general meeting held on April 21, 2014, shareholders representing 17.56% of the Company’s outstanding shares, appointed Alan Huber, David Gingell and Lloyd George Bates to the board of directors. Subsequently, Alan Huber was appointed as President, David Gingell as CEO and Lloyd George Bates as CFO. The Company’s mailing and registered records office was relocated to 1435 Cornwall Street, Regina, Saskatchewan, S4R 5B3.

Shareholders representing 32.90% of the Company’s outstanding shares approved the 10-per-cent rolling stock option plan, reappointed Dale Matheson Carr-Hilton

Labonte Chartered Accountants as auditor of the Company for the ensuing year, and authorized the directors to fix the remuneration to be paid to the auditor.

Mr. Huber graduated in 1986 with a Bachelor's Degree from University of Regina. He has been an entrepreneur for over twenty-five years with experience in retail, transportation and logistics.

Mr. Gingell has been a successful business owner and entrepreneur for over four years. He also has extensive experience with the oil services industry.

Mr. Bates has been an entrepreneur for over seven years with experience in retail, maintenance and logistics.

For more information, please contact Alan Huber at (306) 949-6940 or at alan@justvolleyball.ca.

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

David Gingell, CEO  
Phone: (306) 949-6940

Item 9. Date of Report

Dated at Vancouver this 25<sup>th</sup> day of April, 2014.

By: Titus Energy Corp.

“Alan Huber”

Alan Huber, President