

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:

May 13, 2011

Item 3. News Release:

A press release reporting the material change was issued by the Company on May 13, 2011 via ●

Item 4 Summary of Material Change:

The Company has announced that it has successfully completed a brokered private placement.

Item 5 Full Description of Material Change:

Titus Capital Corp. ("Titus") announced that it has successfully completed a brokered private placement, with Union Securities Ltd. acting as agent, of 7,420,000 common shares at a price of \$0.20 per share for aggregate gross proceeds of \$1,485,000. Union Securities Ltd. received a cash commission equal to 6% of the gross proceeds and broker's warrants ("Broker's Warrants") equal to 6% of the number of common shares issued pursuant to the private placement. Each Broker's Warrant entitles the holder to subscribe for and purchase one common share in the share capital of the Company for an exercise price of \$0.20 per common share until 5:00 p.m. (Vancouver time) on May 13, 2013.

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, Chief Financial Officer  
Telephone: (604) 681-0004

Item 9 Date of Report

DATED May 13, 2011