

**FORM 51-102 F3**

**MATERIAL CHANGE REPORT**

(Pursuant to Part 7 of National Instrument 51-102 - Continuous Disclosure Obligations)

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

Titus Energy Corp. (the "Issuer", the "Company" or "Titus")  
PO Box 276 Stn Main  
Regina, SK S4P 3A1 Canada

**2. Date of Material Change:**

August 29, 2017.

**3. Press Release:**

A press release was distributed through Marketwired on August 29, 2017.

**4. Summary of Material Changes:**

The Issuer announced that it will be wound-up and dissolved following the distribution of its assets to the shareholders of Titus.

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

See the attached schedule "A"

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

This report is not being filed on a confidential basis.

**7. Omitted Information:**

There are no significant facts required to be disclosed herein which have been omitted.

**8. Executive Officer:**

For further information contact:

Alan Huber, President  
Titus Energy Corp.  
Phone: 306-949-6940

**9. Date of Report:**

August 29, 2017

## Schedule "A"

### TITUS ENERGY CORP.

#### For immediate release

#### TITUS ENERGY CORP. ANNOUNCES DISTRIBUTION TO SHAREHOLDERS AND DISSOLUTION

Regina, SK – (Marketwired – August 29, 2017) Titus Energy Corp. ("**Titus**" or the "**Company**") announces it will be wound-up and dissolved following the distribution of the Company's shares of Term Oil Inc. ("**Term Oil**") to its shareholders of record as at the close of business on August 29, 2017. Titus shareholders will receive 1 Class "A" Common Share of Term Oil for every 4 shares of Titus held. Following the distribution of the Term Oil shares, Titus expects to wind-up and dissolve as soon as reasonably practicable.

The wind-up and dissolution of Titus was approved by the Company's shareholders at the Annual and Special Meeting held on December 31, 2015. The 2,731,250 shares of Term Oil held by Titus constitute all of the assets of the Company.

Term Oil is a privately held Saskatchewan corporation and its only business is as a holding corporation. Term Oil holds 400,000 shares of R.I.I. North America Inc. ("**RII**"). RII is a privately held Calgary based upstream oil company that owns the North American intellectual property rights for the patented S.T.R.I.P. (solvent thermal resource innovations process) enhanced oil recovery technology. RII is committed to improving the efficiency and reducing the environmental impact of thermal enhanced oil recovery by implementing S.T.R.I.P.

The officers of Term Oil are Alan Huber, President, Monty Heatcoat, Treasurer, and Morgan Rock, Secretary. The directors of Term Oil are Monty Heatcoat, Alan Huber and Morgan Rock. Following the distribution of Term Oil shares to the shareholders of Titus, Term Oil will have 9,610,176 Class "A" Shares issued and outstanding amongst approximately 54 registered shareholders.

For further information please contact:

Mr. Alan Huber, President and Chief Executive Officer  
Titus Energy Corp.  
PO Box 276 Stn Main  
Regina, SK S4P 3A1 Canada  
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#### FORWARD LOOKING INFORMATION

Certain information provided in this press release constitutes forward-looking statements and information within the meaning of applicable securities laws. Specifically, and without limitation, this press release contains forward-looking statements and information relating to: completion of the distribution of Term Oil shares, the anticipated benefits of said distribution and wind-up of the Company, the amount and timing of distributions to Shareholders, the number of RII shares held by

Term Oil and the timing of completion of the dissolution and wind-up of the Company. Forward-looking information typically contains statements with words such as “anticipate”, “believe”, “forecast”, “expect”, “plan”, “intend”, “estimate”, “propose”, “project”, or similar words suggesting future outcomes. The Company cautions readers and prospective investors in the Company’s securities not to place undue reliance on forward-looking information as, by its nature, it is based on current expectations regarding future events that involve a number of assumptions, inherent risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company.

In respect of the forward-looking statements and information set out in this press release, the Company has provided such in reliance on certain assumptions that it believes are reasonable at this time, including assumptions as to completion of the distribution of Term Oil shares, the process and timing for winding up the Company, the number of shares outstanding at the time of the distributions to Titus shareholders, the estimated amount of the transaction costs and the liabilities and obligations of the Company and the amount of the shares of RII held by Term Oil.

There are many risk factors associated with the completion of the distribution, the dissolution of the Company and the amount and timing of distributions payable to shareholders of Titus. A number of factors could cause actual results to differ materially from those anticipated by the Company, including but not limited to risks and uncertainties inherent in the nature of the transactions including the failure of the Company to satisfy the conditions to the transaction, uncertainties regarding distribution and dissolution costs and obligations and liabilities of the Company.

The forward-looking information included herein is expressly qualified in its entirety by this cautionary statement. The forward-looking information included herein is made as of the date hereof and the Company assumes no obligation to update or revise any forward-looking information to reflect new events or circumstances, except as required by law.

Additional information relating to the Company is also available on SEDAR at [www.sedar.com](http://www.sedar.com).