

# **TITUS ENERGY CORPORATION**

## **FORM 51-102F3 MATERIAL CHANGE REPORT**

### **Item 1: Name and Address of Company**

Titus Energy Corporation (the “Corporation” or “Issuer”)  
#3606 - 833 Seymour Street  
Vancouver, BC  
V6B 0G4

### **Item 2: Date of Material Change**

May 4, 2021.

### **Item 3: News Release**

A news release was issued and disseminated on May 4, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule “A” hereto.

### **Item 4: Summary of Material Change(s)**

The Corporation has announced that effective May 4, 2021, its auditor has changed from DMCL LLP to Stern & Lovrics LLP.

### **Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

### **Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

### **Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

### **Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen  
Chief Executive Officer & Chief Financial Officer  
T: 416 481-2222  
E: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)

### **Item 9: Date of Report**

This report is dated as of 4<sup>th</sup> day of May, 2021.

## **SCHEDULE "A"**

Please see attached.

## TITUS ENERGY CORPORATION ANNOUNCES CHANGES OF AUDITOR

**Toronto, Ontario, May 4, 2021 - Titus Energy Corporation ("Titus" or the "Company")** announces that it has changed its auditor from DMCL LLP (the **"Former Auditor"**) to Stern & Lovrics LLP (the **"Successor Auditor"**). The Former Auditor resigned effective May 4, 2021, at the Company's request, and the Company's board of directors appointed the Successor Auditor to fill the resulting vacancy until the close of the next annual meeting of the Company's shareholders.

The change of auditor notice required under National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") and associated material will be filed on SEDAR under the Company's profile within the prescribed time period. There were no reservations or modified opinions in any auditor's reports nor any reportable events as defined in NI 51-102 in connection with the audits by the Former Auditor of the Company's most recently completed financial year or any subsequent period.

### **About Titus**

The Company currently has no activities or operations. The Company was previously engaged in oil and gas exploration, but it has ceased to carry on an active business. The Company is presently engaged in identifying and evaluating suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders.

### **On behalf of the Board of Directors**

Binyomin Posen  
Chief Executive Officer & Chief Financial Officer  
T: 416 481-2222  
E: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)

### **Cautionary Statements**

*This press release may contain forward-looking statements that address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement.*