

TITUS ENERGY CORP.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

May 19, 2021

Item 3: News Release

A news release was issued and disseminated on May 19, 2021 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change(s)

The British Columbia Securities Commission and the Alberta Securities Commission have issued orders revoking the Issuer’s cease trade orders, originally issued in respect of the securities of the Issuer on, respectively May 12, 2015 and August 11, 2015.

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

Binyomin Posen
Chief Executive Officer & Chief Financial Officer
T: 416 481-2222
E: bposen@plazacapital.ca

Item 9: Date of Report

May 20, 2021

SCHEDULE "A"

Please see attached.

TITUS ENERGY CORP. ANNOUNCES REVOCATION OF CEASE TRADE ORDERS

Toronto, Ontario, May 19, 2021 – Titus Energy Corp. (“**Titus**” or the “**Company**”) is pleased to announce that effective today (the “**Effective Date**”), the British Columbia Securities Commission and the Alberta Securities Commission (together, the “**Securities Regulators**”) have issued orders revoking their cease trade orders, originally issued in respect of the securities of the Company on, respectively, May 12, 2015 and August 11, 2015.

On May 13, 2021, the Company filed (i) its audited annual financial statements, annual management's discussion and analysis, and related certifications for the year ended May 31, 2020, (ii) its unaudited interim financial statements, interim management's discussion and analysis, and related certifications for the periods ended August 31, 2020, November 30, 2020, and February 28, 2021 (iii) a written undertaking from Titus that it will hold an annual meeting of its shareholders within three months after the date on which the Cease Trade Orders are revoked, (iv) Form 52-110F2 - Disclosure by Venture Issuers, (v) Form 58-101F2 - Corporate Governance Disclosure (Venture Issuers), and (vi) Form 51-102F6V - Statement of Executive Compensation – Venture Issuers (collectively, the “**Continuous Disclosure Documents**”). The Continuous Disclosure Documents are available for review online under the Company’s profile on SEDAR (www.sedar.com). Following the filing of the Continuous Disclosure Documents, the Company is up-to-date with its continuous disclosure obligations.

In connection with the Company's applications for the revocation of the cease trade orders, the Company provided an undertaking to the Securities Regulators that it would hold an annual meeting of shareholders of the Company within three months of the Effective Date. The Company has met all other conditions required by the securities commissions for revocation of the cease trade orders. Since the Company was cease traded, the Company’s sole corporate development has been the change in the composition of its board of directors and management, the details of which have been disclosed in the Company’s press release date October 7, 2020.

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

Cautionary Statements

This press release may contain forward-looking statements including, but not limited to, comments regarding the timing of the annual meeting of shareholders of the Company. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement.