

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

March 16, 2022.

Item 3: News Release

A news release was issued and disseminated on March 16, 2022 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 Company is pleased to announce that it has completed a consolidation of the Company’s issued and outstanding common shares (each, a “Common Shares” and, collectively, the “Common Shares”) on the basis of 1 post-consolidation Common Share for every 32.45 pre-consolidation Common Shares, effective as of March 16, 2022.

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: bposes@plazacapital.ca

Item 9: Date of Report

March 16, 2022

SCHEDULE "A"

Please see attached.

TITUS ENERGY CORP.

NEWS RELEASE

TITUS ANNOUNCES COMPLETION OF SHARE CONSOLIDATION

Toronto, Ontario, March 16, 2022 – Titus Energy Corp. (the “Company” or “Titus”) is pleased to announce that it has completed a consolidation of the Company’s issued and outstanding common shares (each, a “Common Shares” and, collectively, the “Common Shares”) on the basis of 1 post-consolidation Common Share for every 32.45 pre-consolidation Common Shares (the “Consolidation”), effective as of March 16, 2021. The Consolidation was approved by the Company’s board of directors on March 7, 2022.

Prior to the Consolidation, the Company had 132,725,000 Common Shares issued and outstanding. As a result of the Consolidation, the Company has approximately 4,090,139 Common Shares issued and outstanding. Any resulting fractional share entitlement remaining after the Consolidation that is less than one-half of one (0.5) Common Share will be cancelled and each fractional Common Share that is at least one half of one (0.5) Common Share will be changed to one (1) whole Common Share.

About Titus

The Company currently has no activities or operations. The Company was previously engaged in oil and gas exploration and 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

Forward-Looking Information and 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.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company’s expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.