

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Titan Goldworx Resources Inc.
Suite 1980, 1075 West Georgia Street
Vancouver, British Columbia, V6E 3C9

Item 2. Date of Material Change

July 16, 2012.

Item 3. News Release

News Release dated July 16, 2012 was disseminated via Mareketwire and filed on SEDAR on July 16, 2012.

Item 4. Summary of Material Change

Titan Goldworx Resources Inc. (“**Titan**” or the “**Company**”) has entered into a Letter of Intent with 2333300 Ontario Inc. for a proposed acquisition of 100% of the issued and outstanding common shares of 2333300 Ontario Inc. which would constitute a “major acquisition” for Titan under the policies of the Canadian National Stock Exchange.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has entered into a Letter of Intent (“**LOI**”) with 2333300 Ontario Inc. (“**ONCo**”). The LOI sets out a proposal by Titan to acquire 100% of the issued and outstanding common shares of ONCo (the “**Transaction**”) which would constitute a “major acquisition” for Titan under the policies of the Canadian National Stock Exchange (the “**CNSX**”).

Titan and ONCo have certain significant shareholders in common. Accordingly, the Transaction may be considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* and may require an independent valuation and shareholder approval, including minority approval. Regulatory acceptance by the CNSX is also required. The Transaction was approved by the independent board members of Titan.

ONCo, a privately held copper exploration company incorporated under the *Business Corporations Act* (Ontario), through its wholly-owned subsidiary, Providence Mining

Ltd., a corporation organized pursuant to the laws of the Cayman Islands, is the beneficial owner of Providence Resources Ltd., a corporation organized pursuant to the laws of Zambia, and which is the legal and beneficial owner of a 100% interest in 8 mineral exploration licenses in Zambia's North-Western and Copperbelt regions covering a total of approximately 3,375 square kilometers (the "**Properties**").

In consideration for the Transaction, and on the closing thereof (the "**Closing Date**"), Titan will issue to the ONCo shareholders a total of 30,000,000 Titan Shares (the "**Consideration Shares**") at a deemed price of \$0.15 per Consideration Share for total aggregate consideration of \$4,500,000. All Consideration Shares may be subject to escrow conditions and/or resale restrictions required by applicable securities laws and CNSX requirements.

The Company intends to use its available working capital to fund the costs of the Transaction, exploration and development costs related to the Properties and to fund the general working capital expenses of the resulting issuer.

The completion of the Transaction is subject to a number of conditions, including but not limited to the execution of a definitive agreement, completion of satisfactory due diligence, a valuation of ONCo, completion of a National Instrument 43-101 compliant technical report with respect to the Property and approval of the Transaction by the board of directors and disinterested shareholders, if applicable, of Titan and ONCo. There can be no assurance that the Transaction will be completed as proposed, or at all.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Herrick Lau, Chief Executive Officer and Director, telephone: 604-688-9588.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 16th day of July, 2012.