

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Titan Goldworx Resources Inc.
1 Westmount Square, Suite 600
Westmount, Quebec H3Z 2P9

Item 2. Date of Material Change

The news release related to the material change was dated November 19, 2012.

Item 3. News Release

News Release dated November 19, 2012 was disseminated via Stockwatch and Market News and filed on SEDAR on November 19, 2012.

Item 4. Summary of Material Change

Titan Goldworx Resources Inc. (the “**Company**”) announces results of its 2012 Annual General Meeting and changes in management.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced in its November 19, 2012 news release the results of the Company’s Annual General Meeting of Shareholders held on Wednesday, November 14, 2012.

Davidson & Company LLP, Chartered Accountants were appointed as the Company’s auditor. Shareholders also voted in favor of the adoption of the Company’s 10% rolling stock option plan (the “Plan”). The Plan complies with the current policies of the CNSX and the amendments to the *Income Tax Act* (Canada) which impose withholding obligations on taxable benefits arising at the time options are exercised.

The following persons were elected to the Board of Directors: John King Burns, Yaron Conforti and Henry J. Sandri.

Change in Management

The Company also announces that effective November 14, 2012, Herrick Lau has stepped down as Chief Executive Officer and also the same date, Denise Lok as Chief Financial Officer and Corporate Secretary. The Company would like to thank Mr. Lau and Ms. Lok for their service to

the Company.

The board of directors appointed the following officers effective November 14, 2012:

Yaron Conforti, Chief Executive Officer and Corporate Secretary

Mr. Conforti is an experienced advisor to public and private companies on capital raising and mergers & acquisitions, and has executed numerous public listings on Canadian stock exchanges. He has a track record for identifying and financing projects on both the sell side and the buy side and has acted as a Director, CEO and CFO to a number of public companies.

Daniel Crandall, Chief Financial Officer

Mr. Crandall is a Chartered Accountant and has an Honours Bachelor of Accounting degree from Brock University. Mr. Crandall is a Manager at Marrelli Support Services Inc., specializing in accounting, regulatory compliance and investment based services to numerous issuers on the TSX and TSX Venture exchanges. Previously Mr. Crandall was a Manager at Collins Barrow Toronto LLP, a public accounting firm.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

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

Yaron Conforti, Chief Executive Officer telephone: 416.716.8181.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 19th day of November, 2012.