

TITANIUM CORPORATION INC.

CHARTER OF THE COMMERCIALIZATION COMMITTEE

The commercialization committee (the "**Commercialization Committee**") assists the Board of Directors (the "**Board**") in overseeing the strategy and activities of the management (the "**Management**") of Titanium Corporation Inc. (the "**Company**") in connection with the development, marketing and commercialization of its CVW™ technologies.

COMPOSITION AND QUORUM

The Commercialization Committee shall consist of three directors appointed by the Board, a majority of whom must qualify as independent directors as determined by the Board. A director is independent if he or she is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholdings. Given the breadth and complexity of activities related to commercialization of the Company's CVW™ technologies, it is important that the overall composition of the Commercialization Committee provide a mix of financial, commercial, operating and marketing experience and expertise. The Board may remove any member from the Commercialization Committee at any time with or without cause.

The Chair of the Commercialization Committee will be designated by the Board.

The quorum at any meeting of the Commercialization Committee is a majority of its members.

The Compensation and Corporate Governance Committee shall review the candidacy of any director being considered for the Commercialization Committee prior to the invitation being extended to such director to join the Commercialization Committee and shall periodically review the composition of the Commercialization Committee.

AUTHORITY

The Commercialization Committee has the authority to:

1. Work, consult and confer with management of the Company to the extent necessary or appropriate to fulfil its duties and responsibilities under this Charter;
2. Investigate any matter relating to the Company's technologies and commercialization practices or anything else within the scope of its duties and responsibilities under this Charter;
3. Obtain full access to all of the Company's books, records, facilities and personnel;
4. Retain independent counsel, consultants and such other advisors as it determines necessary to fulfil its duties and responsibilities under this Charter, with notification to the Board; and

5. Set the compensation and other terms and conditions and oversee the work of any independent counsel and other advisors employed by the Commercialization Committee.

RESPONSIBILITIES

The Commercialization Committee has the following responsibilities:

1. Review, at least annually, the Company's overall commercialization strategy and plans.
2. Monitor, evaluate and advise the Board, at least quarterly, of the Company's performance relative to such strategy and plans and work with management to redress any performance shortfalls.
3. Review with management the overall marketing strategy and plans for engaging with potential adopters of the Company's CVWTM technologies and for successfully securing their commitments to proceed to commercialization.
4. Review with management the overall strategy and plans for engaging with the federal and provincial governments on matters potentially affecting commercialization, including fiscal terms for commodities recovered from tailings, terms of grant funding programs and the submission of grant funding applications.
5. Review and advise on all material proposals relating to significant technology plans and commercialization made to prospective adopters of the Company's CVWTM technologies and present final proposals to the Board for approval prior to such proposals being provided to prospective adopters.
6. Work with management, when required or helpful, on the implementation of commercialization projects, including: (i) reviewing the economics, business structures, and financing arrangements for commercialization projects; (ii) assisting in the review and selection of legal, financial and other advisors; (iii) reviewing the legal documents relating and giving effect to commercialization projects; (iv) assessing the operational and resource requirements for implementing commercialization projects and the plans to address them; and (v) providing advice and guidance on the strategy and tactics for negotiating key business and legal arrangements of commercialization projects.
7. Work with management to develop a process for monitoring key milestones during the implementation of commercialization projects.
8. Work with management to develop, monitor and report metrics to track actual performance of commercialization projects against initial plans and expectations.
9. Report to the Board on the activities of the Commercialization Committee and present for approval all final commercialization project terms and agreements.
10. Annually conduct an evaluation of the performance of the Commercialization Committee and its members.

11. Annually review this Charter and report to the Board on its adequacy with such recommended changes as it deems necessary or appropriate for the Board's consideration.

METHOD OF OPERATION

1. The Commercialization Committee shall meet as frequently as required and at least quarterly. Due to the nature of the Commercialization Committee's responsibilities, it is recognized that there will be, from time to time, informal exchanges of ideas, preliminary analysis and proposed work programs, particularly in advance of formal meetings or during active commercialization negotiations. Wherever possible, such ideas, analysis, proposed work programs and discussions relating to them should be shared with all members of the Commercialization Committee. Feedback to management from the Commercialization Committee should be co-ordinated through the Chair or a specific member designated by the Commercialization Committee due to their expertise/experience.
2. The Chair of the Commercialization Committee will develop the agenda for each formal meeting of the Commercialization Committee in consultation with the Chief Executive Officer. The agenda and the appropriate background material should be provided to members of the Commercialization Committee on a timely basis prior to any meeting of the Commercialization Committee.
3. The Chair of the Commercialization Committee will report regularly to the Board on the activities of the Commercialization Committee.
4. The Commercialization Committee will from time to time have direct access to the Company's financial and legal advisors if helpful or required.
5. The Commercialization Committee will meet on a regular basis without management.
6. The Compensation and Corporate Governance Committee annually supervises the performance assessment of the Commercialization Committee and its members.

The duties and responsibilities outlined in this Charter are meant to serve as guidelines rather than inflexible rules and the Commercialization Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its duties and responsibilities.

Dated: February 21, 2018