

TITANSTAR PROPERTIES INC. INSIDER POLICY STATEMENT

DISCLOSURE OF MATERIAL INFORMATION AND INSIDER TRADING

PURPOSE

The purpose of this Policy Statement is to confirm the important legal obligations of directors, officers, senior management and other employees of TitanStar Properties Inc. (“TitanStar”) and its subsidiaries, among others, regarding the disclosure of material information about TitanStar and its subsidiaries and the trading in securities of TitanStar held by such individuals.

OVERVIEW

Securities laws contain very strict provisions regarding the trading in securities of public entities such as TitanStar by people who have the benefit of material information about TitanStar and its subsidiaries, its business or prospects that has not been disclosed to the public. It is illegal for anyone with knowledge of material information affecting a public entity that has not been publicly disclosed to purchase or sell (i.e. trade) securities of that entity. It is also illegal for anyone to inform any other person of material non-public information, except in the necessary course of business. Therefore, directors, officers, senior management and other employees with knowledge of confidential or material information about TitanStar and subsidiaries are prohibited from trading in securities of TitanStar (and, in some cases, other parties) until the information has been fully disclosed and a reasonable period has passed for the information to be widely available to the public through a news release or similar means.

MATERIAL NON-PUBLIC INFORMATION

Information is “material” if it would reasonably be expected to have a significant effect on the market price or value of TitanStar’s securities, whether up or down. In general, information is material if its disclosure to the public would affect an investor’s decision to trade TitanStar’s securities. TitanStar must disclose material information to the public on a timely basis. This principle applies to both corporate information (e.g. supply, production, sales, revenues, profits) and to market information (e.g. involvement in a takeover bid, amalgamation, major acquisition). In most cases, information concerning the following events relating to TitanStar or its subsidiaries should be presumed to be “material”:

- Changes in previously disclosed financial information.
- Unexpected or unusual gains or losses in major operations.
- Changes to unit distribution amounts.
- Mergers, acquisitions or takeovers (including related negotiations).
- Proposed issuances of new securities.
- Significant changes in operations, including material downsizing plans.
- Significant increases or declines in backlog orders or the award or loss of a significant contract.
- Significant new products to be introduced.
- Extraordinary borrowings.
- Major litigation (threatened or actual).

- Default of debt obligations or financial liquidity problems.
- Significant changes in management.
- The purchase or sale of substantial assets.

This list is not exhaustive and other types of information may be considered material. Before conducting a trade, employees and other affected individuals should carefully consider how regulators and others might view the transaction afterwards with the benefit of hindsight.

APPLICATION OF POLICY

This policy applies to all transactions in the Company's securities, including common shares, options for common shares, share purchase warrants, and any other securities the Company may issue from time to time, such as preferred stock and convertible debentures, that occur while the person selling or buying said securities is in possession of material information that has not been disclosed to the general public.

CERTAIN EXEMPTION

For the purpose of this policy, the Company considers that exercise of share purchase warrants and stock options under the Company's stock option plan is exempt from this Policy since the other party to the transaction is the Company itself and the price does not vary with the market but is fixed by the option agreement or the plan.

INSIDER TRADING

It is illegal under securities laws for anyone to purchase or sell securities of any public entity with knowledge of material information affecting that entity that has not been publicly disclosed.

For example, any employee who trades in securities of TitanStar while he or she is aware of material undisclosed information is putting both TitanStar and the employee at risk for significant liability from regulators and the Courts. The employee could be, for example, liable to account for the full amount of any profit made or loss avoided on the trade, as well as pay a significant fine.

NO "TIPPING" OF MATERIAL, NON-PUBLIC INFORMATION

It is also illegal under securities laws to privately disclose (i.e. "tip") material non-public information to another person who subsequently uses that information to trade in TitanStar's securities or otherwise to profit. To reduce the chances of inadvertent tipping, any non-public information that might be considered material must not be discussed with any person (inside or outside of TitanStar and its subsidiaries) except in the necessary course of business.

Employees and other affected individuals should be discreet with non-public information and refrain from discussing it in public places where it can be overheard, such as elevators, restaurants, buses, taxis and airplanes. Likewise, care should be taken to protect sensitive information from access by unauthorized persons (for example, by allowing sensitive information displayed on a laptop to be viewed by someone on an airplane).

TRADING RESTRICTIONS AND BLACKOUT PERIODS

All directors, officers, senior management and other employees with knowledge of confidential or material information about TitanStar, its subsidiaries or any party that TitanStar is engaged in material business or

negotiations with, are prohibited from trading securities of TitanStar, or those of such other party, until the information has been fully disclosed and a reasonable period of time has passed for the information to become widely available to the public by news release or other means. The time during which trading is restricted is commonly referred to as a “blackout period”.

Such rules are equally applicable to any security holder that owns 10% or more of the issued voting units of TitanStar (or securities exchangeable for such units), auditors, outside counsel, underwriters, printers and others who acquire directly confidential material information about TitanStar as well as tippees who acquire such information indirectly through those persons or through any director, officer, senior management or other employees of TitanStar or its subsidiaries. These rules also apply to any direct or indirect trade in a security of TitanStar including trades in units and debentures as well as options and rights.

The following policies regarding specific trading restrictions and blackout periods have been adopted by TitanStar.

Financial Statement Preparation Periods

No trade in any security of TitanStar is allowed by any director, officer and senior management and other employees of TitanStar and its subsidiaries involved in the preparation of TitanStar’s financial statements, during periods when financial statements are prepared, but results have not yet been publicly disclosed.

Pursuant to this policy, no trade in securities of TitanStar is allowed by such directors, officers, senior management and other employees for the period from a financial quarter-end until one (1) day after the issuance of a news release disclosing the results for such quarter. This period equally applies to the fourth quarter (i.e. financial year end).

Other Information

No trade in securities of TitanStar is allowed by any director, officer, senior manager or other employee of TitanStar and its subsidiaries until one (1) day after the issuance of a news release of any previously undisclosed material information (that does not include an anticipated monthly cash distribution). Such information may, for example, relate to those events listed beginning on page one of this Policy Statement.

Extending a Blackout Period

If material information is announced through a news release, the regular one (1) day post-announcement blackout period may be extended for a further period of time as determined and disclosed by the Chair of the Board of Directors (the “Chair”), CEO or CFO in order to allow the public more time to absorb the information. The amount of any further time required by the Chair, CEO or CFO may vary.

Special Blackout Periods

No trade in securities of TitanStar is allowed by any director, officer, senior manager or other employee of TitanStar during any other period (a “Special Blackout Period”) when the Chair, CEO, CFO or legal counsel designates that a trade cannot be made in the securities of TitanStar.

Short Selling

A director, officer, employee or consultant must not at any time enter into sale of the Company’s securities where he or she does not own and has not fully paid for the securities being sold.

Corporate Insiders

All directors, officers and senior management of TitanStar and its subsidiaries (collectively, “Corporate Insiders”) must contact either the Chair, CEO or CFO before entering into any trade of securities of TitanStar.

REPORTING TRADES

Corporate Insiders of TitanStar or any of its subsidiaries, or any holder of 10% or more of TitanStar’s units (or securities exchangeable for 10% or more of TitanStar’s Units), must file an insider trading report with the applicable securities regulatory authorities within 5 days of completing a trade in TitanStar’s securities. All insider reports must be filed electronically. It is the Corporate Insider’s responsibility to ensure that the reports are filed on a timely basis.

ADDITIONAL INFORMATION

Any director, officer, senior manager or other employee can contact the Chair, CEO or CFO if he or she has any questions with respect to any aspect of this Policy Statement.

REVISION HISTORY

This policy may be updated at any time without prior notice and the new policy will govern effective upon posting.

Last Updated	Last Updated By	Last Approved	Last Approved By
April 15, 2016	T. Richard Turner	April 28, 2016	Board of Directors

CONTACTS

Please direct any questions related to this policy to one of the following individuals:

Name	Title	Phone	Email
T. Richard Turner	Chair, Board of Directors	604-408-3808	rick@titanstar.ca
Bill Byers	Chief Financial Officer	604-408-3808	bill@titanstar.ca