

**TITAN MEDICAL INC.**

170 University Avenue, Suite 1000  
Toronto, Ontario, Canada  
M5H 3B3

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the “**Meeting**”) of shareholders of Titan Medical Inc. (the “**Corporation**”) will be held at the offices of Borden Ladner Gervais LLP, Scotia Plaza, 40 King Street West, 48<sup>th</sup> Floor, Toronto, ON M5H 3Y4, on **Tuesday, June 9, 2015** at 1:30 p.m., Toronto time, for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2014, together with the report of the auditors thereon;
2. to elect directors of the Corporation;
3. to reappoint as auditors BDO Canada LLP, the incumbent auditors of the Corporation, and authorize the directors to fix the remuneration of the auditors;
4. to ratify, confirm and approve the Corporation’s stock option plan;
5. to ratify, confirm and approve the grant of certain options to members of the Corporation’s Surgeon Advisory Board;
6. to approve the adoption of an amendment to By-Law No 1;
7. to approve the adoption of the Shareholder Rights Plan; and
8. to transact such other business as may properly come before the Meeting or any adjournments thereof.

A copy of the Information Circular and form of proxy accompany this Notice.

Only shareholders of record as of May 5, 2015, the record date (the “**Record Date**”), are entitled to receive notice of the Meeting

The directors have fixed 5:00 p.m. on the last business day before the Meeting (or any adjournment thereof) as the time before which proxies to be used at the Meeting (or any adjournment thereof) must be deposited with the Corporation or with Computershare Trust Company of Canada; provided, however, that proxies may also be deposited with the scrutineer(s) at the Meeting (or any adjournment thereof) prior to the commencement of the Meeting.

DATED the 8th day of May, 2015.

**By Order of the Board**

*(signed) John Hargrove*  
Chair and Chief Executive Officer  
Titan Medical Inc.