

TITAN MEDICAL INC.

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 in the Elliot Room, Borden Ladner Gervais LLP, Scotia Plaza, 40 King Street West, 44th Floor, Toronto, ON M5H 3Y4, on:

THURSDAY, JUNE 20, 2013

at the hour of 10:00 a.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, 2012, 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 (as amended); and
5. 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.

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 Olympia Transfer Services Inc.; 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 16th day of May, 2013.

By Order of the Board

(signed) John Hargrove
Chairman and interim Chief Executive Officer
Titan Medical Inc.