



## MAJORITY VOTING POLICY

The board of directors (the "**Board**") of Titan Medical Inc. (the "**Corporation**") has unanimously adopted this policy. Future nominees for election to the Board will be provided with a copy of this policy and will be required to confirm that they will abide by this policy.

In an uncontested election of directors of the Corporation, each director must be elected by a vote in in by the majority of the shares of the Corporation which are voted in connection with such election ("**shares**") represented in person or by proxy at the shareholders' meeting convened for such election of directors. Accordingly, if any nominee for director receives a greater number of votes "withheld" from his or her election than votes "for" such election, that director shall immediately tender his or her resignation to the chair of the Board following the meeting, effective upon acceptance by the Board.

The Corporate Governance and Nominating Committee (the "**Committee**") of the Corporation shall then consider any such offer of resignation and recommend to the Board whether or not to accept it. Any director who has tendered his or her resignation shall not participate in the deliberations of either the Committee or the Board. In its deliberations, the Committee may consider any stated reasons as to why shareholders "withheld" votes from the election of the relevant director, the length of service and the qualifications of the director, the director's contributions to the Corporation, the effect such resignation may have on the Corporation's ability to comply with any applicable governance rules and policies, the dynamics and composition of the Board and any other factors that the members of the Committee consider relevant.

Within ninety (90) days following the applicable shareholders' meeting, the Board shall make its decision on the Committee's recommendation whether or not accept a resignation, provided that absent exceptional circumstances, the Board will accept the resignation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Following the Board's decisions on the resignation, the Board shall publicly disclose its decision whether to accept the applicable director's resignation including the reasons for rejecting the resignation, if applicable.

In the event that any director who receives a greater number of votes "withheld" than votes in favour of such director's election does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board. The Committee and the Board may adopt such procedures as they see fit to assist it in their determinations with respect to this policy.

Forms of proxy provided for use at any shareholders' meeting where directors are to be elected shall enable the shareholders to vote in favour of, or to withhold from voting in respect of, each nominee separately.

At each shareholders' meeting at which directors are to be elected, the chair of the meeting (the "**Chair**") will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares cast in his or her favour and the number of shares "withheld" from voting. Prior to receiving the scrutineers' report on the ballot, the Chair may announce the vote result based on the proxies received by the Corporation.

Subject to any applicable company law restrictions or requirements, and the articles of the Corporation, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general

meeting. Alternatively, it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which there will be presented a management nominee or nominees to fill the vacant position or positions.

In this policy, an "uncontested election" means an election of directors of the Corporation where the number of nominees for election as a director equals the number of directors to be elected. This policy does not apply where an election involves a proxy battle, i.e. where proxy material is circulated and/or a solicitation of proxies is carried out, in support of one or more nominees who are not part of the director nominees supported by the Board or public communications are disseminated, against one or more nominees who are supported by the Board.

This is a policy of the Board, and is subject to change from time to time by the Board.

Last Updated: 2018