

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 Toronto Hilton Hotel, 145 Richmond Street West, Simcoe Room, Main Lobby, Toronto, Ontario M5H 2L2, on **Wednesday, May 29, 2019** at 12:00 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, 2018, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint as auditors BDO Canada LLP, the incumbent auditors of the Corporation, and authorize the directors to fix the remuneration of the auditors;
4. to consider, and if deemed advisable, approve an ordinary resolution for the adoption of a share unit plan (the “**SU Plan**”) and a deferred share unit plan (the “**DSU Plan**”) of the Corporation and the reservation of common shares for issuance pursuant to each plan;
5. to consider, and if deemed advisable, approve an ordinary resolution confirming amendments to the Corporation’s stock option plan, amended and restated as of March 14, 2018 (the “**Option Plan**”) and, collectively with the SU Plan and DSU Plan, the “**Compensation Plans**”), to increase the number of common shares reserved for issuance pursuant to the exercise of options and other awards granted under the Compensation Plans and to increase the number of common shares that can be reserved for issuance to insiders of the Corporation at any time and issued to insiders of the Corporation in any one year period;
6. to consider, and if deemed advisable, approve an ordinary resolution for the amendment of the exercise prices of options granted to executive officers and other employees who are insiders of the Corporation under the Option Plan to the higher of the March 21, 2019 offering price of US\$3.40 and the five day volume-weighted average price (“**VWAP**”) as determined as of the close of business on May 28, 2019; and
7. 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 April 18, 2019, the record date (the “**Record Date**”), are entitled to receive notice of the Meeting.

The directors have fixed 5:00 p.m. on May 27, 2019 or the second last business day before any adjournment of the Meeting 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.

DATED the 29th day of April, 2019.

By Order of the Board

(signed) “David McNally”
Chief Executive Officer
Titan Medical Inc.