

TITUS ENERGY CORP.

1435 Cornwall Street
Regina, SK, S4R 5B3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 19, 2014

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Titus Energy Corp. (the “**Company**”) will be held at 222-515 W Pender St. Vancouver, B.C V6B 6H5 on Wednesday, November 19, 2014 at 10:00 a.m. for the following purposes:

1. to receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended May 31, 2014;
2. to set the number of directors at 3;
3. to elect directors to hold office until the next annual general meeting;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP and authorize the directors to fix the auditor’s remuneration;
5. to consider and, if thought fit, to pass a resolution approving and ratifying the Company’s stock Option Plan pursuant to which the directors may authorize the issuance of options to directors, officers, employees, and consultants of the Company to a maximum of 10% of the issued and outstanding common shares at the time of grant; and
6. to consider and, if thought fit, to pass a resolution approving and ratifying the Company’s request for voluntary delisting of all 12,725,000 common shares listed for trading on the TSX Venture Exchange in order to pursue options for effecting a going private transaction (the “Going Private Transaction”) in which the Company would concurrently apply to cease to be a reporting issuer under the securities laws of British Columbia and Alberta; and
7. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Shareholders who are unable to attend the Meeting are requested to complete sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Vancouver, British Columbia, this 22nd day of October, 2014

BY ORDER OF THE BOARD OF DIRECTORS:

“Alan Huber”

Alan Huber
President