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**TITUS ENERGY CORP.**

1435 Cornwall Street  
Regina, SK, S4R 5B3

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Titus Energy Corp. (the “**Company**”) will be held at 1435 Cornwall St., Regina, Sk., S4R 2H8 on Thursday, December 31, 2014 at 11:00 a.m. for the following purposes:

1. to set the number of directors at 3;
2. to elect directors to hold office until the next annual general meeting;
3. to appoint DMCL as Auditors of the corporation for the ensuing year and authorize the Directors to fix the auditor’s remuneration;
4. to consider and, if thought fit, pass the resolution to convert the working interest of the Company into an equity position in Term Oil Inc.;
5. to consider and, if thought fit, pass a resolution to the dissolution of the company upon the acceptance of the conversion of the working interest.;
6. 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 Regina, Saskatchewan, this 30<sup>th</sup> day of November, 2015.

BY ORDER OF THE BOARD OF DIRECTORS:

*“Alan Huber”*

Alan Huber  
President