

TITUS ENERGY CORP.

**#3606 - 833 Seymour Street
Vancouver, BC
V6B 0G4**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Titus Energy Corp. (the “**Corporation**”) will be held at the offices of Garfinkle Biderman LLP, 1 Adelaide St E, 8th Floor, Suite 801, Toronto, Ontario M5C 2V9 and broadcast via teleconference at (416) 874-8100, conference code 5640789 on August 17, 2021 at 11:00 A.M. (EST), as it may be postponed or adjourned.

Accompanying this Notice are materials delivered in connection with the Meeting including:

- the management information circular of the Corporation, dated July 16, 2021 (the “**Circular**”); and
- a form of proxy.

The Meeting will be for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended May 31, 2020 and 2019, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at three (3);
3. to elect the directors of the Corporation to hold office until the close of the next annual general meeting;
4. to appoint Stern & Lovrics LLP as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders of the Corporation or their earlier resignation or replacement, and to authorize the directors of the Corporation to fix the auditor’s remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve and adopt the stock option plan of the Corporation (the “**Stock Option Plan**”), as more particularly described in the accompanying Circular;
6. to consider and, if deemed appropriate, pass, with or without variation, a special resolution to adopt new Articles for the Corporation (“**Adoption of New Articles Resolution**”), as more particularly set forth in the accompanying Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Management Information Circular.

If you are a Shareholder of record of the Corporation at the close of business on July 9, 2021, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote

your Common Shares and participate in the Meeting.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy.

We ask that Shareholders also review and follow the instructions of any health authorities of Canada, the Province of Ontario, the City of Toronto, and any other place you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular.

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial and local laws and orders including, without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at www.sedar.com. We strongly recommend that you review the Corporation's profile on SEDAR at www.sedar.com prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

DATED July 16, 2021.

BY ORDER OF THE BOARD

signed "Binyomin Posen"

Binyomin Posen
Chief Executive Officer, Chief Financial Officer and Director
Titus Energy Corp.