

TITANIUM TRANSPORTATION GROUP INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 15, 2021**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Titanium Transportation Group Inc. (“**Titanium**” or the “**Corporation**”) will be held at the Element Vaughan Southwest, Oak Room 1, 6170 Highway 7, Vaughan, Ontario, L4H 0R2 on June 15, 2021 at 9:00 a.m. (Eastern Daylight time), for the following purposes:

- (a) to receive the audited annual financial statements for the year ended December 31, 2020 and the report of the auditors thereon;
- (b) to re-appoint MNP LLP, Chartered Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration;
- (c) to elect directors;
- (d) to consider, and if thought appropriate, to adopt an ordinary resolution (the full text of which is reproduced in Schedule A), authorizing and approving the Corporation’s amended and restated rolling stock option plan (the “**Option Plan Resolution**”); and
- (e) to transact such other business as may properly come before the Meeting.

Accompanying this notice is a copy of a management information circular, a form of proxy and a financial statement request form.

Shareholders are invited to attend the Meeting in person. A holder of Common Shares of record at the close of business on May 4, 2021 will be entitled to vote at the Meeting.

If unable to attend the Meeting in person, a registered shareholder may submit his or her proxy by mail, by facsimile or over the Internet in accordance with the instructions below.

A non-registered shareholder should follow the instructions included on the voting instruction form provided by his or her Intermediary.

Voting by Mail. A registered shareholder may submit his or her proxy by mail by completing, dating and signing the enclosed form of proxy and returning it using the envelope provided or otherwise to the attention of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1.

Voting by Facsimile. A registered shareholder may submit his or her proxy by facsimile by completing, dating and signing the enclosed form of proxy and returning it by facsimile to TSX Trust Company at (416) 595-9593.

Voting by Internet. A registered shareholder may vote over the Internet by going to www.voteproxyonline.com and following the instructions. Such shareholder will require a control number (located on the front of the proxy) to identify themselves to the system.

To be effective, a proxy must be received by TSX Trust Company, no later than 9:00 a.m. (Eastern Daylight Time) on June 11, 2021, or if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays), prior to the time of holding the Meeting or delivered to the Chairman on the day of the Meeting, prior to the commencement of the Meeting or any adjournment thereof.

Impact of COVID-19: The Corporation is carefully monitoring the public health impact of the coronavirus (COVID-19) on a daily basis, and may decide to modify the date, time or location of the Meeting depending on the situation. Due to the current and rapidly evolving COVID-19 pandemic, the Corporation asks that shareholders consider the advice and instructions of public health authorities when deciding whether to attend the Meeting in person. The Province of Ontario enacted on April 8, 2021, a declaration of emergency and province-wide stay at home order which will be in effect until May 19, 2021, placing restrictions on public gatherings. Such order may be extended beyond May 19, 2021. As a result, access to the Meeting may be significantly restricted, and there can be no assurance that shareholders will be permitted to attend the Meeting. In any event, access to the Meeting will, subject to the Corporation's by-laws, be limited to essential personnel and registered shareholders and duly appointed proxyholders entitled to attend and vote at the Meeting. The Corporation strongly encourages registered shareholders and duly appointed proxyholders to not attend the Meeting in person and to vote prior to the Meeting, following the instructions set out in the form of proxy or voting instruction form received by such shareholders. In the event that the Corporation decides to modify the date, time, or location of the Meeting, which may include holding the Meeting entirely by electronic means, telephone, or other communication facilities, shareholders will be notified and provided with additional details in a press release, at the Corporation's website page, www.ttgi.com, and pursuant to filings made with the securities regulatory authorities.

DATED at Bolton, Ontario this 4th day of May, 2021.

By Order of the Board of Directors

"Theodor (Ted) Daniel"

Chief Executive Officer and Director