

TITANIUM CORPORATION INC.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Titanium Corporation Inc. ("**Titanium**") has decided to use the notice and access model for delivery of meeting materials to its beneficial holders ("**Beneficial Shareholders**") of common shares ("**Common Shares**") for the annual and special meeting (the "**Meeting**") of holders of Common Shares which will be held on Monday, May 13, 2019 at 10:00 a.m. (Toronto time).

NOTICE-AND-ACCESS

Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting and information circular-proxy statement ("**Information Circular**") and Titanium's financial statements and related management's discussion and analysis for Titanium's most recently completed financial year end ("**Financial Information**"), Beneficial Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

Titanium has also elected to use procedures known as "stratification" in relation to Titanium's use of the "notice-and-access" provisions (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of an information circular and, if applicable, a paper copy of Financial Information, to registered holders ("**Registered Shareholders**") of Common Shares together with a notice of a meeting of its Registered Shareholders. In relation to the Meeting, Registered Shareholders will receive a paper copy of the notice of the Meeting, the Information Circular and a form of proxy, whereas all Beneficial Shareholders will receive this notice containing information prescribed by the Notice-and-Access Provisions and the accompanying voting instruction form. Titanium intends to pay for intermediaries to deliver proxy-related materials to objecting Beneficial Shareholders. Furthermore, a paper copy of the Financial Information in respect of Titanium's most recently completed financial year was previously mailed to those Registered Shareholders and Beneficial Shareholders who previously requested to receive such information.

MEETING DATE AND LOCATION:

WHEN: Monday, May 13, 2019 at 10:00 a.m. (Toronto time)

WHERE: The National Club, 303 Bay Street, Toronto, Ontario

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Financial Statements: Although no vote is required, shareholders will receive and be able to consider Titanium's audited financial statements for the four month transition year ended December 31, 2017 and for the fiscal year ended December 31, 2018, together with the respective reports of the auditors thereon.

Fixing Number of Directors: Shareholders will be asked to fix the number of directors to be elected at the Meeting at five (5) members. Information respecting fixing the number of directors may be found in the "*Particulars of Matters to be Acted Upon – Election of Directors*" section of the Information Circular.

Election of Directors: Shareholders will be asked to elect five (5) directors for the ensuing year. Information respecting the election of directors may be found in the "*Particulars of Matters to be Acted Upon – Election of Directors*" section of the Information Circular.

Appointment of Auditor: Shareholders will be asked to appoint PricewaterhouseCoopers LLP as Titanium's auditor for the ensuing year, and authorize Titanium's directors to fix the auditor's remuneration. Information respecting the appointment of PricewaterhouseCoopers LLP may be found in the "*Particulars of Matters to be Acted Upon – Appointment of Auditor*" section of the Information Circular.

Annual Approval of the Stock Option Plan: Shareholders will be asked to consider and, if thought advisable, confirm and approve the stock option plan of Titanium. Information respecting the stock option plan of Titanium may be found in the "*Particulars of Matters to be Acted Upon – Annual Approval of the Stock Option Plan*" section of the Information Circular.

Approval of the Deferred Share Unit Plan: Shareholders will be asked to consider and, if thought advisable, confirm and approve the deferred share unit plan of Titanium. Information respecting the deferred share unit plan of Titanium may be found in the "*Particulars of Matters to be Acted Upon – Approval of the DSU Plan*" section of the Information Circular.

Approval of the Restricted Share Unit Plan: Shareholders will be asked to consider and, if thought advisable, confirm and approve the restricted share unit plan of Titanium. Information respecting the restricted share unit plan of Titanium may be found in the "*Particulars of Matters to be Acted Upon – Approval of the RSU Plan*" section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the "*Particulars of Matters to be Acted Upon – General*" section of the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online at www.sedar.com or at the following internet address:

<https://docs.tsxtrust.com/2116>

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request that a paper copy of the Information Circular and/or Financial Information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address:
<https://docs.tsxtrust.com/2116>
- Calling TSX Trust Company, in its capacity as registrar and transfer agent for Titanium, at 1-866-600-5869 (toll free in Canada and United States); or
- Sending an email to TMXEInvestorServices@tmx.com

Requests should be received at least five (5) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this Notice-and-Access Notification and a voting instruction form. Furthermore, a paper copy of the Financial Information will be mailed to Registered Shareholders but not to Beneficial Shareholders.

Shareholders with questions about Notice and Access may contact TSX Trust Company, in its capacity as registrar and transfer agent for Titanium, at 1-866-600-5869 (toll free in Canada and United States).

VOTING:

Beneficial Shareholders are asked to return their proxies using one of the following methods at least one (1) business day in advance of the proxy deposit date set out in the accompanying proxy or voting instruction form:

INTERNET: www.voteproxyonline.com and insert the 12 digit control number

TELEPHONE: 1-866-600-5869

FACSIMILE: (416) 595-9593

MAIL: 100 Adelaide Street West
Suite 301
Toronto, ON M5H 4H1

Shareholders with questions about notice and access can call toll free at 1-866-600-5869.