UNDERTAKING REGARDING PROSPECTUS SUPPLEMENTS

TO: **Ontario Securities Commission**

FROM: **Titan Medical Inc. (the "Company")**

RE: **Base shelf prospectus of the Company dated August 18, 2015, as amended from time to time and as supplemented by shelf prospectus supplements (collectively, the "Prospectus")**

The Company hereby undertakes as follows:

1. The Company will not complete a distribution under a supplement to the Prospectus unless the minimum subscription amount of the distribution, together with the Company's other resources, is sufficient to achieve one or more development milestones as set out in the base shelf prospectus and further described in the prospectus supplement together with general and administrative expenses for the period required to achieve such milestones.

2. The prospectus supplement for any distribution will include disclosure in relation to:

    (a) the use of proceeds, including but not limited to

        (i) a description of the principal purposes of the proceeds, including how funds raised under prior distributions under the Prospectus have been used or are being allocated,

        (ii) a description of the Company's business objectives and current development milestones, including the specific time period in which each event is expected to occur and the costs related to it, and

        (iii) a description of the Company's negative cash flow from operations, if applicable, and to what extent it will use the proceeds of the distribution to fund any anticipated negative cash flow from operating activities in future periods;

    (b) risk factors relating to the Company and its business, including but not limited to risk factors with respect to cash flow and liquidity , including negative cash flow from operations, if applicable, and the implications of these for the Company's ability to continue operations and to remain a going concern;

    (c) the Company's current financial condition, including but not limited to

        (i) a description of the Company's cash on hand at the most recent month end,

(ii) a description of the Company's working capital as of a date within 30 days of the date of the prospectus supplement, and

(iii) a description of the period of time that proceeds of the distribution are expected to fund operations;

(d) the estimated length of time in months that the Company could continue operations without raising additional funds; and,

(e) any other material fact relating to the financial condition of the Company that is required to be included in the prospectus supplement to provide full, true and plain disclosure.

The Company will annually certify that it has complied with this undertaking, and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

DATED at Toronto, Ontario this 18th day of August, 2015.

TITAN MEDICAL INC.

By: *(signed) "Stephen Randall"*

Stephen Randall
Chief Financial Officer