



**Notice of Annual & Special Meeting of Shareholders for  
MEDIA CENTRAL CORPORATION INC.**

**NOTICE IS HEREBY GIVEN THAT** the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Media Central Corporation Inc. (the “**Corporation**”) will be held virtually through the platform of AGM Connect to facilitate an interactive meeting and live online voting for Registered Shareholders on Wednesday July 8, 2020, at 8:30 a.m. (Toronto time) for the following purposes:

- **Financial Statements:** to receive the Corporation’s 2019 financial statements and auditor’s report;
- **Special Resolution:** to consider, and vote upon, a special resolution authorizing the board to fix the number of directors in accordance with section 125(3) of the *Business Corporations Act* (Ontario);
- **Directors:** to elect Directors of the Corporation for the ensuing year;
- **Auditors:** to appoint Fazzari + Partners LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the Board of Directors of the Corporation to fix their remuneration;
- **Stock Option Plan:** to consider, and vote upon, a resolution adopting a new Stock Option Plan as further set forth in the management information circular of the Corporation dated as of May 22, 2020;
- **Share Consolidation:** to consider, and if thought advisable, pass a special resolution (the “**Consolidation Resolution**”) authorizing the Board to amend the articles of the Corporation to effect a consolidation of all the issued and outstanding Shares, on a basis of ten (10) pre-consolidated Shares to one (1) post-consolidated share (the “**Share Consolidation**”), effective as at the discretion of the Board; and
- **Other Business:** to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) 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 in person are requested to complete, date and sign the enclosed form of proxy, and to return it in the envelope provided for that purpose.**

**NOTICE-AND-ACCESS**

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the Annual and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the annual financial statements and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) 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 will also reduce the cost of printing and mailing materials to shareholders.

**Shareholders are reminded to view the Meeting Materials prior to voting.**



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## **WEBSITES WHERE MEETING MATERIALS ARE POSTED:**

Meeting Materials can be viewed online under the Corporation's SEDAR profile and at [www.agmconnect.com/mediacentral2020](http://www.agmconnect.com/mediacentral2020)

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date of the Meeting. Materials are posted on [www.sedar.com](http://www.sedar.com) and at [www.agmconnect.com/mediacentral2020](http://www.agmconnect.com/mediacentral2020). In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1 (844) 246-4246 or +1 (416) 477-9845.

**In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00 p.m. on June 22, 2020**

## **VOTING INSTRUCTIONS FOR REGISTERED SHAREHOLDERS**

Completed proxies for Registered Shareholders must be returned to Capital Transfer, the Corporation's transfer agent by:

- (i) mail to Capital Transfer Agency ULC at 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2;
- (ii) email to [info@capitaltransferagency.com](mailto:info@capitaltransferagency.com);
- (iii) facsimile at +1 (416) 350-5008; or
- (iv) internet voting at [www.capitaltransferagency.com/vote](http://www.capitaltransferagency.com/vote)

prior to 8:30 am (EST) on July 6, 2020 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the "Proxy Deadline").

## **VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS**

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either:

- (i) receive a voting instruction form; or
- (ii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form, or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may require an earlier date in order to process your votes by the Proxy Deadline. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name AND EMAIL ADDRESS in the space provided.

## **OTHER INFORMATION**

The Board of Directors of the Corporation has by resolution fixed the close of business on May 22, 2020 as the record date (the "Record Date"), being the date for the determination of the registered holders of Shares of the Corporation entitled to notice of, and to vote at, the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the Corporation's transfer agent and registrar, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, on or before 8:30 a.m. (EST) on July 6, 2020. Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario as of the 22 day of May 2020.

***By Order Of The Board***

***"Brian Kalish"***

**Brian Kalish  
Chief Executive Officer**