

**ADVANTEX MARKETING INTERNATIONAL INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders (the “**Meeting**”) of ADVANTEX MARKETING INTERNATIONAL INC. (the “**Company**”) will be held on December 18, 2013, at 10:00 am (Toronto time) at the office of the Company’s general counsel Norton Rose Fulbright LLP, Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, Ontario, M5J 2Z4.

The purposes of the Meeting are:

1. to present the annual report and audited financial statements of the Company for the fiscal year ended June 30, 2013;
2. to elect directors;
3. to appoint auditors;
4. to confirm, approve and ratify amendments to the by-laws of the Company; and
5. to transact such other business as may properly be brought before the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed form of proxy or VIF must be returned in the enclosed postage prepaid envelope. Registered holders can also deliver their proxy to the Company’s registrar and transfer agent, CST Trust Company by mail to or by hand to 320 Bay Street, BI Level, Toronto, Ontario, Canada, or by fax to 416-368-2502 / toll-free 1-866-781-3111 or by email at [proxy@canstockta.com](mailto:proxy@canstockta.com), no later than 10:00 am (Toronto time) on Monday, December 16, 2013 where there is no adjournment or postponement of the Meeting.

**DATED** at Markham, Ontario

November 17, 2013

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Kelly Ambrose”*

Kelly E. Ambrose

President and Chief Executive Officer