

# NETWORK

## Media Group Inc.

1488 Frances Street, Vancouver, British Columbia, Canada V5L 1Y9  
Tel: (604) 739-8825 /Fax: (604) 909-2895

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of NETWORK MEDIA GROUP INC. (the “**Company**”) will be held at the offices of McMillan LLP, Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia Canada V6E 4N7, on Thursday, October 10, 2019, at 11:00 a.m. (Vancouver time) for the following purposes:

1. To table the audited consolidated financial statements of the Company for its financial year ended November 30, 2018, together with the report of the auditor thereon and the related management’s discussion and analysis;
2. To fix the number of Directors to be elected at six (6);
3. To elect directors of the Company;
4. To appoint Baker Tilly WM LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year; and
5. To consider and, if thought fit, pass an ordinary resolution to increase the number of options available for grant under the Company’s fixed number Share Option Plan, as more particularly described in the accompanying information circular.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

The Company’s audited financial statements for the financial year ended November 30, 2018, the report of the auditor, and related management discussion and analysis thereon will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com).

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

DATED at Vancouver, British Columbia Canada, September 8, 2019.

### BY ORDER OF THE BOARD

(signed) “*Derik A. Murray*”

**Derik A. Murray**  
Chief Executive Officer