

# N E T W O R K

## Media Group Inc.

207 – 1525 West 8<sup>th</sup> Avenue, Vancouver, BC V6J 1T5  
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 Suite 1100 – 1111 Melville Street, Vancouver, British Columbia Canada V6E 3V6, on **Friday, December 16, 2022, at 10:00 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, 2021, 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;
5. To consider, and if thought fit, pass an ordinary resolution to approve the amendments to the Company’s fixed number Share Option Plan, as more particularly described in the accompanying information circular; and
6. To transact such further or 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. 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.

The Company’s audited financial statements for the financial year ended November 30, 2021, 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.**

#### **NOTE OF CAUTION concerning COVID-19 Outbreak**

At the date of this Notice and accompanying Management Proxy Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. However, due to the current coronavirus (COVID-19) outbreak (“**COVID-19**”), to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that shareholders **not** attend the Meeting in person. No management presentation will be made at the Meeting.

Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of

proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Proxy Materials.

DATED at Vancouver, British Columbia Canada, November 1, 2022.

**BY ORDER OF THE BOARD**

(signed) *"Derik A. Murray"*

**Derik A. Murray**  
Chief Executive Officer