

N E T W O R K

Media Group Inc.

207 – 1525 West 8th 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, September 6, 2024, 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, 2023, 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 five (5) and to elect directors of the Company;
3. To appoint Baker Tilly WM LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year, and to authorize the directors to fix their remuneration;
4. To consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to ratify, confirm and approve an amendment to the expiry date and exercise price of all the current issued and outstanding options, as more particularly described in the attached management information circular;
5. To consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to adopt, ratify and approve the Company’s 20% Fixed Omnibus Long Term Incentive Plan, as more particularly described in the attached management 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, 2023, the report of the auditor, and related management discussion and analysis thereon will be made available at the Meeting and are available on www.sedarplus.ca.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares (“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, August 1, 2024.

BY ORDER OF THE BOARD

(signed) “*Derik A. Murray*”

Derik A. Murray
Chief Executive Officer