

DHX MEDIA LTD.

Report of Voting Results pursuant to Section 11.3 of National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”)

Following the annual general and special meeting of shareholders of DHX Media Ltd. (the “**Company**”) held on December 18, 2018 (the “**Meeting**”), in accordance with Section 11.3 of NI 51-102, the Company hereby advises of the following voting results obtained at the Meeting:

Items Voted Upon	Voting Result																																				
1. Election of Directors	<p>The eleven (11) nominees for directors who were proposed by management of the Company were elected pursuant to a vote conducted by ballot.</p> <p>The votes were cast for each nominee as follows:</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;"><u>For</u></th> <th style="text-align: center;"><u>Withheld</u></th> </tr> </thead> <tbody> <tr> <td>Elizabeth Beale</td> <td style="text-align: center;">80.05%</td> <td style="text-align: center;">19.95%</td> </tr> <tr> <td>David Colville</td> <td style="text-align: center;">79.97%</td> <td style="text-align: center;">20.03%</td> </tr> <tr> <td>Amanda Cupples</td> <td style="text-align: center;">81.78%</td> <td style="text-align: center;">18.22%</td> </tr> <tr> <td>Michael Donovan</td> <td style="text-align: center;">80.03%</td> <td style="text-align: center;">19.97%</td> </tr> <tr> <td>Deborah Drisdell</td> <td style="text-align: center;">80.00%</td> <td style="text-align: center;">20.00%</td> </tr> <tr> <td>Eric Ellenbogen</td> <td style="text-align: center;">81.81%</td> <td style="text-align: center;">18.19%</td> </tr> <tr> <td>Alan Hibben</td> <td style="text-align: center;">99.83%</td> <td style="text-align: center;">0.17%</td> </tr> <tr> <td>Steven Landry</td> <td style="text-align: center;">81.83%</td> <td style="text-align: center;">18.17%</td> </tr> <tr> <td>Geoffrey Machum</td> <td style="text-align: center;">80.02%</td> <td style="text-align: center;">19.98%</td> </tr> <tr> <td>Jonathan Whitcher</td> <td style="text-align: center;">99.87%</td> <td style="text-align: center;">0.13%</td> </tr> <tr> <td>Donald Wright</td> <td style="text-align: center;">80.06%</td> <td style="text-align: center;">19.94%</td> </tr> </tbody> </table>		<u>For</u>	<u>Withheld</u>	Elizabeth Beale	80.05%	19.95%	David Colville	79.97%	20.03%	Amanda Cupples	81.78%	18.22%	Michael Donovan	80.03%	19.97%	Deborah Drisdell	80.00%	20.00%	Eric Ellenbogen	81.81%	18.19%	Alan Hibben	99.83%	0.17%	Steven Landry	81.83%	18.17%	Geoffrey Machum	80.02%	19.98%	Jonathan Whitcher	99.87%	0.13%	Donald Wright	80.06%	19.94%
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2. Appointment of PricewaterhouseCoopers LLP as the auditors of the Company and authorization of the directors to fix the remuneration to be paid to the auditors	<p>PricewaterhouseCoopers LLP were appointed as the Company’s auditors and the directors were authorized to fix the remuneration to be paid to the auditors pursuant to a vote conducted by ballot;</p> <p>99.82% of the votes were cast in favour and 0.18% withheld.</p>																																				
3. Approval of resolution confirming By-law No. 2018-1 – Advance Notice Bylaw of the Company	<p>The resolution set out in Appendix “A” to the management information circular of the Company dated November 16, 2018 confirming By-law No. 2018-1 – Advance Notice By-law of the Company was approved pursuant to a vote conducted by ballot;</p> <p>93.00% of the votes were cast in favour and 7.00% against.</p>																																				

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