

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common and variable voting shares (TSX: DHX.CN; NASDAQ: DHXM) in the capital of the DHX Media Ltd. (the “**Reporting Issuer**”)

DHX Media Ltd.
1478 Queen Street
Halifax, Nova Scotia, B3J 2H7

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Toronto Stock Exchange

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Fine Capital Management, LLC
590 Madison Avenue, 27th Floor
New York, New York
10022

Fine Capital Management LLC (“**Fine Capital**”) is a limited liability company existing under the laws of Delaware and its principal business is investment activities.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The requirement to file this report was triggered on December 10, 2018 as a result of acquisition of voting shares of the Reporting Issuer by Fine Capital.

2.3 State the names of any joint actors.

Fine Capital Partners, L.P., which has control and direction over the voting shares of the Reporting Issuer held by Fine Capital Partners I, LP, Fine Offshore Partners, LP, Noga Partners, LP, Dekel Partners, LP and Adom Partners, LP, may be considered a joint actor of Fine Capital.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

150,000 common and variable voting shares of the Reporting Issuer (collectively, the "Purchased Shares") representing a change of approximately 100% in Fine Capital's securityholding percentage of the voting shares of the Reporting Issuer, calculated immediately prior to the transactions described in this report.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Fine Capital acquired the Purchased Shares of the Reporting Issuer as a result of the transactions described in this report.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Fine Capital holds 150,000 voting shares of the Reporting Issuer representing 0.11% of the outstanding voting shares of the Reporting Issuer. Fine Capital and Fine Capital Partners L.P. collectively hold or have control and direction over 38,497,950 voting shares of the Reporting Issuer representing approximately 28.54% of the outstanding voting shares of the Reporting Issuer. Prior to completion of the transactions noted above, Fine Capital did not hold any voting shares of the Reporting Issuer and Fine Capital Partners L.P. had control and direction over 38,347,950 voting shares of the Reporting Issuer, representing approximately 28.43% of the outstanding voting shares of the Reporting Issuer.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

The acquiror has ownership and control of 150,000 voting shares of the Reporting Issuer representing 0.11% of the outstanding voting shares of the Reporting Issuer.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Fine Capital Partners, L.P., which may be considered to be a joint actor of the acquiror, has control and direction over 38,347,950 voting shares of the Reporting Issuer, representing approximately 28.43% of the outstanding voting shares of the Reporting Issuer, but beneficial ownership is held by the various investment funds described in Item 2.3 above.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The price per Purchased Share paid by Fine Capital on December 10, 2018 was \$3.244 and \$486,000 in total.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

Fine Capital acquired the Purchased Shares for investment purposes. Depending on market conditions and other factors, Fine Capital and persons acting jointly with it may, from time to time, acquire additional voting shares or other securities of the Reporting Issuer or dispose of some or all of the voting shares or other securities of the Reporting Issuer that they owns at such time.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Fine Capital is relying on the normal course purchase exemption, as set out in section 4.1 of National Instrument 62-104 – “Takeover Bids and Issuer Bids”. The facts supporting that reliance are as follows: (a) Fine Capital is acquiring not more than 5% of the outstanding shares of the Reporting Issuer; (b) the aggregate number of Reporting Issuer shares acquired by Fine Capital and those which it may be acting jointly and in concert in reliance on this exemption within the past 12-month period does not exceed 5% of the outstanding shares of the Reporting Issuer; (c) there is a published market for the shares of the Reporting Issuer; and (d) the value of the consideration paid by Fine Capital for the Purchased Shares is not in excess of the market price at the date of the acquisition, plus reasonable brokerage fees.

Item 9 – Certification

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

December 11, 2018

Date

Fine Capital Management, LLC

(signed) Brian Jozwiak

Signature

Brian Jozwiak – COO/CFO

Name/Title