

WILDBRAIN LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

November 10, 2020

The annual and special meeting (the “**Meeting**”) of the holders of (i) Common Voting Shares (the “**Common Voting Shares**”), (ii) Variable Voting Shares (the “**Variable Voting Shares**” and, together with the Common Voting Shares, the “**Voting Shares**”) and (iii) Preferred Variable Voting Shares (the “**PVV Shares**” and, together with the Common Voting Shares and the Variable Voting Shares, the “**Shares**”) in the capital of WildBrain Ltd. (the “**Company**” or “**WildBrain**”) will be conducted in virtual form only on Thursday, December 17, 2020 at 10:00 a.m. (Eastern Time), for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended June 30, 2020, together with the auditor’s report thereon;
2. To elect directors for the ensuing year;
3. To re-appoint PricewaterhouseCoopers LLP as the auditor of the Company and to authorize the directors to fix the remuneration to be paid to the auditor;
4. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the full text of which is set out in Appendix “A” of the accompanying management information circular (the “**Circular**”)) approving (i) the removal of the Exchange Cap (as defined in the Circular) on the number of Variable Voting Shares issuable pursuant to the terms of the exchangeable debentures issued by WildBrain Holdings LLC and warrants issued by the Company to certain funds managed by Fine Capital Partners L.P. and (ii) the setting of an Exchange Price (as defined in the Circular) of US\$1.072855 per Variable Voting Share issuable pursuant to the terms of all Subsequent Debentures (as defined in the Circular); and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters to be put before the Meeting are set forth in the Circular.

WildBrain is electing to hold the Meeting as a completely virtual meeting, which will be conducted via live audio webcast, at <https://web.lumiagm.com/285539943>. All registered holders of Shares will have an equal opportunity to participate during the online Meeting, regardless of their physical location, provided that they are connected to the Internet and meet the conditions set out in the Circular. Non-registered holders of Shares who have not appointed themselves as proxyholders may attend the Meeting as guests, but guests will not be allowed to vote at the Meeting.

If you are a registered holder of Shares, you are requested to complete, sign, date, and return to Computershare Investor Services Inc. (“**Computershare**”), the transfer agent and registrar of the Company, the enclosed form of proxy whether or not you are able to attend the Meeting. All instruments appointing proxies to be used at the Meeting must be deposited with Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 not later than 10:00 a.m. (Eastern Time) on December 15, 2020, the second last business day preceding the date of the Meeting, or with the Chair of the Meeting prior to the commencement of the Meeting on the date of the Meeting, and any instruments appointing proxies to be used at any adjournment or postponement of the Meeting must be so deposited at least 48 hours (excluding Saturdays, Sundays, and holidays) prior to the time set for such adjournment or postponement of the Meeting or with the Chair of the adjourned or postponed Meeting prior to the commencement of the Meeting on the date of the Meeting.

If you are a non-registered holder of Shares (for example, if you hold Shares in an account with a broker, dealer or other intermediary), you should follow the voting procedures described in the voting instruction form or other document accompanying the Circular or call your broker, dealer or other intermediary for information on how you can vote your Shares.

The board of directors of the Company has fixed November 12, 2020 as the record date for the determination of holders of Shares entitled to receive notice of and vote at the Meeting. Any persons who were not holders of Shares and who acquired Shares after the record date will not be entitled to receive notice of or vote those Shares at the Meeting.

For the purposes of the Meeting, each holder of Voting Shares will be entitled to one vote for each Voting Share held, subject to the voting restrictions and adjustments attached to the Variable Voting Shares as discussed under "Voting Shares" in the Company's Circular. The votes attached to the PVV Shares as a class will, in the aggregate, not be less than 1% of the votes attached to all Shares of the Company, subject to adjustments attached to the PVV Shares. The holder of the PVV Shares, the current Chief Financial Officer of the Company, Aaron Ames, has entered into a shareholders agreement pursuant to which, among other things, Mr. Ames agreed not to grant a proxy or other right to vote the PVV Shares except to a representative of the Company designated by the board of directors. Additional information concerning the PVV Shares can be found under "Voting Shares" in the accompanying Circular.

By order of the board of directors of WildBrain Ltd.

(signed) "*James Bishop*"
Corporate Secretary