

ORLETTO CAPITAL II INC.

NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Orletto Capital II Inc.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of Orletto Capital II Inc. (the "**Corporation**") will be held in a virtual-only meeting format on Thursday, July 23, 2020, at 10:00 a.m. (Local Time) at the following link <https://us02web.zoom.us/j/87289450792?pwd=RnJHcHZTTGxOb1duVm55WWtMM1N5dz09> for the following purposes:

1. to receive the annual consolidated financial statements of the Corporation for the fiscal year ended December 31, 2019, and the external auditors' report thereon;
2. to elect the directors of the Corporation;
3. to appoint the external auditor of the Corporation and to authorize the directors to set its compensation;
4. to consider and, if deemed advisable, adopt, with or without amendment, a resolution (which is set out in Schedule "A" of the enclosed management proxy circular) pertaining to the approval and confirmation of the Corporation's proposed stock option plan, conditional to the completion of the Proposed Qualifying Transaction (as defined below), as set out in Schedule "C" hereto and the whole as described in the enclosed management proxy circular;
5. to consider and, if deemed advisable, adopt, with or without amendment, a special resolution (which is set out in Schedule "E" of the enclosed management proxy circular) authorizing the board of directors of the Corporation (the "**Board**") to amend the articles of the Corporation to effect the change of its name to "MiMedia Inc.", or such other name as the Board may determine, conditional to the completion of the Proposed Qualifying Transaction (as defined below), the whole as described in the enclosed management proxy circular;
6. to consider and, if deemed advisable, adopt, with or without amendment, a special resolution (which is set out in Schedule "F" of the enclosed management proxy circular) authorizing the Board to amend the articles of the Corporation to effect a consolidation of all of the issued and outstanding common shares of the Corporation (the "**Common Shares**"), on the basis of a maximum consolidation ratio to be selected by the Board of four pre-consolidation Common Shares for one post-consolidation Common Share, effective as at the discretion of the Board and conditional to the completion of the Proposed Qualifying Transaction (as defined below), the whole as described in the enclosed management proxy circular;
7. to consider and, if deemed advisable, adopt, with or without amendment, a special resolution (which is set out in Schedule "G" of the enclosed management proxy circular) authorizing the Board to amend the articles of the Corporation in order to allow the directors of the Corporation to appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders, the whole as described in the enclosed management proxy circular; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Management proxy circular and proxy form for the Meeting are attached to this notice.

Québec, Québec, June 22, 2020

By order of the Board,

(s) Benoit Chotard

Benoit Chotard
President and Chief Executive Officer of the Corporation

Shareholders of the Corporation whose Common Shares are registered in the Corporation's register in their name may exercise their rights to vote by virtually attending the Meeting or by completing a proxy form. If you are unable to be virtually present at the Meeting, kindly complete, date and sign the enclosed proxy form. Proxies must be received by the transfer agent and registrar of the Corporation not later than 5:00 p.m. (local time) on July 21, 2020, or 48 hours, excluding Saturdays and holidays, preceding the resumption of the Meeting after an adjournment (i) by mail at AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1; (ii) by facsimile machine at 416-368-2502 or by toll free number in Canada and the United States 1-866-781-3111; (iii) by calling the toll-free number in Canada and the United States 1-888-489-7352; (iv) by casting your vote online to the following website: www.astvotemyproxy.com; (v) by scanning and sending it by email to proxyvote@astfinancial.com; or (vi) by scanning the QR code indicated on the proxy form with their smartphones.

If you are not a registered shareholder of the Corporation as those Common Shares are registered in the name of a securities broker, or of another intermediary or a clearing agency, but you are a beneficial owner, please follow the instructions contained in the accompanying management proxy circular.