

LIVEREEL MEDIA CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “Meeting”) of shareholders of LiveReel Media Corporation (the “Corporation”) will be held at 121 King Street West, Suite 2150, Toronto, Ontario, Canada on Thursday, December 20, 2012 at 9:00 a.m. (Toronto time) for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of the Corporation for the fiscal year ended June 30, 2012, together with the auditors’ report thereon.
2. **TO RE-APPOINT** auditors of the Corporation and authorize the directors to fix the remuneration of the auditors.
3. **TO ELECT** directors of the Corporation.
4. **TO CONSIDER** and, if deemed advisable, approve a special resolution substantially in the form set forth in the management information circular under the heading “4. Consolidation of Issued and Outstanding Securities” authorizing an amendment to the articles of the Corporation to consolidate the outstanding common shares of the Corporation on an up to one (1) new common share for ten (10) old common shares basis, with the directors authorized to determine the final consolidation basis within such range.
5. **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment thereof.

Copies of the management information circular (the “Circular”), form of proxy, supplemental mailing card and the financial statements of the Corporation for the year ended June 30, 2012, together with the report of the auditors thereon, accompany this notice. The specific details of the matters proposed to be put before shareholders at the Meeting are set forth in the Circular accompanying and forming part of this notice. Shareholders are directed to read the Circular carefully in evaluating the matters for consideration at the Meeting.

All shareholders of record at the close of business on November 14, 2012 are entitled to vote their common shares at the Meeting or at any adjournment thereof, either in person or by proxy.

Shareholders who are unable to attend the Meeting in person are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Circular and return it in the envelope provided for that purpose.

DATED this 20th day of November, 2012.

BY ORDER OF THE BOARD

(signed) “Jason D. Meretsky”
Chief Executive Officer