

LIVEREEL MEDIA CORPORATION
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 20, 2012

PROXY SOLICITED BY
MANAGEMENT OF LIVEREEL MEDIA CORPORATION

The undersigned shareholder of LIVEREEL MEDIA CORPORATION (the "Corporation") hereby nominates and appoints Jason D. Meretsky, Chief Executive Officer, or failing him, Janice Barone, director of the Corporation, or instead of either of the foregoing, _____ as proxy for the undersigned, with power of substitution, to attend, act and vote on behalf of the undersigned at the annual and special meeting of shareholders of the Corporation to be held on December 20, 2012 (the "Meeting") and at any adjournment or adjournments thereof, in the same manner, to the same extent and with the same power as if the undersigned were present and, without limiting the general authorization given, the person indicated above is specifically directed to vote on behalf of the undersigned in the following manner:

1. **VOTE FOR** () or **WITHHOLD FROM VOTING** () in respect of the appointment of auditors of the Corporation and the authorization of the directors to fix the remuneration of the auditors.
2. **VOTE FOR** () or **WITHHOLD FROM VOTING** () in respect of the election of directors.
3. **VOTE FOR** () or **AGAINST** () 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.
4. **VOTE** on any other business that may properly come before the Meeting or any adjournment thereof.

DATED this ___ day of _____, 2012.

Signature of Shareholder

Name of Shareholder (please print)

- SEE NOTES ON BACK -

NOTES:

1. **Each shareholder has the right to appoint a person (who need not be a shareholder) to act for him and on his behalf of the Meeting, or any adjournment thereof, other than the persons designated in this form of proxy.** Such right may be exercised by striking out the names of the specified persons and by inserting in the blank space provided the name of the person to be appointed.
2. **The shares represented by this proxy will be voted on any poll or ballot that may be called for at the Meeting and where a choice is specified by the shareholder, the shares shall be voted accordingly and where no choice is specified, the shares shall be VOTED IN FAVOUR.** This proxy confers authority in the named representatives to vote in their discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying this form of proxy or other matters which may properly come before the Meeting or any adjournment thereof.
3. This proxy will not be valid unless it is **SIGNED** by the shareholder or by his attorney duly authorized by him in writing, or in the case of a corporation, if executed under the corporate seal or by a duly authorized officer or attorney. **IF THE INSTRUMENT OF PROXY IS EXECUTED BY AN ATTORNEY FOR AN INDIVIDUAL SHAREHOLDER OR JOINT SHAREHOLDERS, OR BY AN OFFICER OR ATTORNEY OF A CORPORATE SHAREHOLDER NOT UNDER ITS CORPORATE SEAL, THE INSTRUMENT SO EMPOWERING THE OFFICER OR OFFICERS OR ATTORNEY, AS THE CASE MAY BE, OR A NOTARIAL COPY THEREOF, SHOULD ACCOMPANY THE FORM OF PROXY.** If these instructions are not followed, the Chairman of the Meeting may determine that this proxy is unacceptable.
4. The name of the shareholder executing this proxy must appear exactly as it is shown on the affixed label. If shares are held jointly, any one of the joint owners may execute this proxy.
5. If shares are registered in the name of an executor, administrator, trustee or similar holder, such holder must set out his full title and sign the proxy exactly as registered. If shares are registered in the name of a deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to the proxy.
6. Shareholders whose shares are registered in the name of a securities dealer, bank, trust company or other intermediary should follow the directions provided by their intermediary for filing proxies.
7. Proxies will not be used at the meeting or any adjournment thereof unless received by the Corporation or the Corporation's transfer agent at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time for holding the Meeting or any adjournment thereof. Please mail, fax or deliver your proxy to the Corporation's transfer agent, **EQUITY FINANCIAL TRUST COMPANY**, at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, Fax: (416) 595-9593.
8. Each of the items of special business at the Meeting require the approval of a majority of the votes cast at the Meeting in order to be duly approved with the exception of the third matter as noted in this form of proxy which requires the approval of 66-2/3% of the votes cast in person or by proxy at the Meeting in order to be duly approved.
9. This proxy revokes and supersedes all proxies of an earlier date. This proxy ceases to be valid one year from its date.
10. Please date this proxy. If not dated, this proxy shall be deemed to be dated on the day on which it is mailed to shareholders.
11. If your address as shown is incorrect, please give your correct address when returning this proxy.