

## 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 Monday, December 16, 2013 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, 2013, 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 (the “Consolidation Resolution”).
5. **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment thereof.

Unless otherwise stated, each of the above matters require approval of an “Ordinary Resolution”, representing at least 50% plus one vote of all votes cast by the shareholders of the Corporation present at the Meeting in person or by proxy in order to become effective. In the case of the Consolidation Resolution above, a “Special Resolution” is required, which must be approved by at least 66-2/3% plus one vote of all votes cast by the shareholders of the Corporation present at the Meeting in person or by proxy in order to become effective.

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, 2013, 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.

Only shareholders of record at the close of business on November 4, 2013 are entitled to vote their common shares at the Meeting or at any adjournment thereof, either in person or by proxy.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it to Equity Financial Trust Company by one of the following methods:**

<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number included on the Proxy or voting instruction form
<b>FACSIMILE</b>	(416) 595-9593
<b>MAIL or HAND DELIVERY</b>	EQUITY FINANCIAL TRUST COMPANY Attention: Proxy Department 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

To be used at the Meeting, proxies must be received by Equity Financial Trust Company by no later than 5:00 p.m. (Toronto time) on December 11, 2013 or, if the Meeting is adjourned, by no later than 10:00 a.m. (Toronto time) on the second last business day prior to the date on which the Meeting is reconvened, or may be deposited with the Chairman of the Meeting prior to the commencement of the Meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

**DATED** this 6<sup>th</sup> day of November, 2013.

**BY ORDER OF THE BOARD**

(signed) "*Henry Kneis*"  
Chief Financial Officer & Secretary