LIVEREEL MEDIA CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a 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 Wednesday, February 11, 2015 at 10:00 a.m. (Toronto time) for the following purposes:

1. **TO CONSIDER** and, if deemed advisable, approve a special resolution substantially in the form set forth in the management information circular under the heading "Dissolution" authorizing the directors to (i) distribute any property and discharge any liabilities of the Corporation in accordance with the articles of the corporation and the requirements under the *Business Corporations Act* (Canada), (ii) file Articles of Dissolution in prescribed form with Industry Canada to dissolve the Corporation, and (iii) make all necessary filings with applicable securities regulators to cease being a reporting issuer or securities registrant, as the case may be, and to take all other necessary steps to implement the dissolution of the Corporation (the "Dissolution Resolution").

2. **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment thereof.

Unless otherwise stated, the Dissolution Resolution requires the approval of a "Special Resolution", representing at least 66-2/3% 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") and form of proxy 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 January 9, 2015 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 TMX Equity Transfer Services Inc. by one of the following methods:

INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number included on the Proxy or voting instruction form
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	TMX EQUITY TRANSFER SERVICES INC. Attention: Proxy Department 200 University Avenue, Suite 300 Toronto, Ontario, M5H 4H1

To be used at the Meeting, proxies must be received by TMX Equity Transfer Services Inc. by no later than 10:00 a.m. (Toronto time) on February 9, 2015 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 12th day of January, 2015.

BY ORDER OF THE BOARD

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

LIVEREEL MEDIA CORPORATION

MANAGEMENT INFORMATION CIRCULAR FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, FEBRUARY 11, 2015

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

LiveReel Media Corporation (the “Corporation”) is a corporation existing under the laws of Canada. The solicitation of proxies and the transactions contemplated in this management information circular (the “Circular”) involves securities of a Canadian issuer and are being effected in accordance with Canadian corporate and securities laws. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation and therefore this solicitation is not being effected in accordance with U.S. securities laws. Shareholders should be aware that disclosure requirements under Canadian laws may be different from such requirements under U.S. securities laws. Shareholders should also be aware that requirements under Canadian laws may differ from requirements under United States corporate and securities laws relating to U.S corporations.

The enforcement by investors of civil liabilities under U.S. federal securities laws may be affected adversely by the fact that the Corporation exists under the laws of Canada, that some or all of its officers and directors are not residents of the United States and that all or a substantial portion of its assets may be located outside the United States. You may not be able to sue a Canadian company or its officers or directors in a Canadian court for violations of U.S. securities laws. It may be difficult to compel a Canadian company and its affiliates to subject themselves to a judgment by a U.S. court.

NO SECURITIES REGULATORY AUTHORITY HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

CAUTIONARY STATEMENT WITH RESPECT TO FORWARD LOOKING STATEMENTS

This Circular contains forward-looking statements. Such statements include, but are not limited to, statements relating to anticipated financial and operating results, the Corporation’s plans, objectives, expectations and intentions and other statements including words such as “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “will”, “should”, “may”, and other similar expressions. These forward-looking statements are based on certain assumptions and reflect the Corporation’s current expectations. The reader should not place undue reliance on them. They involve known and unknown risks, uncertainties and other factors that may cause them to differ materially from the anticipated future results or expectations expressed or implied by such forward-looking statements. Each forward-looking statement reflects our current view of future events and is subject to risks, uncertainties and other factors that could cause actual results to differ materially from any results expressed or implied by our forward-looking statements.

Important factors that could cause the actual results to differ materially from the Corporation's expectations are disclosed in more detail set forth under the heading "Risk Factors' in Part D of Item 3 of the Corporation's Form 20F for the 2014 fiscal period and under the heading "Risk Factors" in the Management Discussion and Analysis for the Corporation's 2014 fiscal period, both of which are filed on SEDAR and EDGAR, respectively. Our forward looking statements are expressly qualified in their entirety by this cautionary statement. The Corporation has no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

INFORMATION CONTAINED IN THIS CIRCULAR

This Circular does not constitute an offer to buy, or a solicitation of an offer to sell, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation.

Shareholders should not construe the contents of this Circular as legal, tax or financial advice and should consult with their own professional advisors as to any relevant legal, tax, financial or other matters in connection herewith.

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

This management Circular and accompanying form of proxy are furnished in connection with the solicitation, by management of the Corporation, of proxies to be used at the special meeting of shareholders of the Corporation (the "Meeting") referred to in the accompanying Notice of Special Meeting of Shareholders (the "Notice") to be held on Wednesday, February 11, 2015, at the time and place and for the purposes set forth in the Notice. The solicitation will be made primarily by mail, but proxies may also be solicited personally or by telephone by directors and/or officers of the Corporation at nominal cost. The cost of solicitation by management will be borne by the Corporation. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of the common shares of the Corporation ("Common Shares"). The cost of any such solicitation will be borne by the Corporation.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. **Each shareholder has the right to appoint a person, who need not be a shareholder of the Corporation, other than the persons named in the enclosed form of proxy, to represent such shareholder at the Meeting or any adjournment thereof.** Such right may be exercised by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy. All proxies must be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited with TMX Equity Transfer Services Inc., 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, before 10:00 a.m. (Toronto time) not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before the time of holding the Meeting, or delivered to the chairman (or person acting in such capacity) of the Board of Directors (the “Chairman”) on the day of the Meeting, prior to the commencement of the Meeting or any adjournment thereof.

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either: (1) by delivering another properly executed form of proxy bearing a later date and depositing it as aforesaid; (2) by depositing an instrument in writing revoking the proxy executed by him or her: (a) with TMX Equity Transfer Services Inc. at any time up to and including 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or (b) with the Chairman of the Meeting on the day of the Meeting, prior to the commencement of the Meeting or any adjournment thereof; or (3) in any other manner permitted by law.

NON-REGISTERED HOLDERS

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “Non-Registered Holder”) are registered either:

(A) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or

(B) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Circular and the accompanying Notice and form of proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders of Common Shares.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will generally use service companies (such as Broadridge Financial Solutions) to forward the Meeting Materials to Non-Registered Holders. Generally, a Non-Registered Holder who has not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own.

Management of the Corporation does not intend to pay for intermediaries to forward to objecting beneficial shareholders under NI 54-101, the proxy-related materials and request for voting instructions and in the case of objecting beneficial shareholders, the objecting beneficial shareholder will not receive the materials unless the objecting beneficial shareholder's intermediary assumes the cost of delivery.

Non-Registered Holdings should follow the procedures set out below, depending on the type of form they receive:

(1) **Voting Instruction Form**. In most cases, a Non-Registered Holder will receive, as part of the meeting materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms can be returned by mail, facsimile, voted by telephone (when available) or through the internet as indicated on the voting instruction form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holders' behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder; or

(2) **Form of Proxy**. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with TMX Equity Transfer Services Inc. as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must strike out the persons named in the proxy and insert the Non-Registered Holder (or such other person's) name in the blank space provided.

In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or the voting instruction form is to be delivered.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy will be voted on any ballot that may be called for and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, the shares will be voted or withheld from voting in accordance with the specifications so made. **Where shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice.** The enclosed form of proxy confers discretionary authority with respect to

amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

INTERPRETATION

Unless otherwise specified herein, all references to dollar amounts shall be to Canadian dollars. The prefix "U.S." before a specified dollar amount designates United States dollars.

The information contained herein is provided as of January 12, 2015, unless indicated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of Common Shares in the capital of the Corporation. As at January 12, 2015, 23,521,744 Common Shares were issued and outstanding.

The Corporation has fixed January 9, 2015 as the record date (the "Record Date") for the persons entitled to receive notice of the Meeting. The Corporation shall prepare a list of all persons who are registered holders of Common Shares on the Record Date and the number of Common Shares registered in the name of each holder on such date. Each holder of Common Shares is entitled to be present at the Meeting and to one vote for each Common Share registered in the name of such holder in respect of each matter to be voted upon at the Meeting.

A quorum for the transaction of business at the Meeting is the presence of two shareholders of the Corporation holding Common Shares, present in person or a duly appointed proxyholder.

To the knowledge of the directors and officers of the Corporation, the following table sets out the names of all persons who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the outstanding Common Shares:

Name of Beneficial Owner	**Total Number of Common Shares Held**	**Percentage of Outstanding Common Shares [(1)]**
Difference Capital Financial Inc. Toronto, Ontario	20,648,150	87.8%

Note:

(1) As at January 9, 2015, the Corporation had 23,521,744 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No director or officer of the Corporation and no associate of any director or officer of the Corporation was indebted to the Corporation at any time during the year ended June 30, 2014 and as of the date of this Circular.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS OTHER THAN UNDER SECURITIES PURCHASE PROGRAMS

There is currently no outstanding indebtedness of any director, executive officer or senior officer to the Corporation.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, officer or proposed nominee for election as a director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the beginning of the Corporation's last completed fiscal year or in any proposed transaction which, in either such case has materially affected or will materially affect the Corporation other than the following:

(i) on December 19, 2012, the Corporation entered into an unsecured loan agreement with Difference Capital, at the time an arms-length party, in the aggregate principal amount of $50,000. The loan has a term of twelve months maturing December 19, 2013, bears interest at 12% per annum until maturity, and may be prepaid at any time without notice or penalty. On May 28, 2014, the Corporation extended the term of this loan to provide that it now matures on a demand basis;

(ii) on March 22, 2013, Difference Capital acquired control of the Corporation by the acquisition of a majority of the common shares of the Corporation, and entered in to an unsecured loan agreement in the aggregate principal amount of $150,000. The acquisition of the shares and entering into of the loan arrangements was completed on an arms-length basis. The loan has a term of twelve months maturing March 22, 2014, bears interest at 12% per annum until maturity, and may be prepaid at any time without notice or penalty. On May 28, 2014, the Corporation extended the term of this loan to provide that it now matures on a demand basis; and

(iii) during fiscal 2014, Difference Capital continued to advance working capital to the Corporation on an as-needed basis to fund its working capital requirements. As of the date of this Circular, the Corporation’s indebtedness to Difference Capital, including accrued interest, is $374,697.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Dissolution

Shareholders are being asked to consider and, if thought fit, to pass the special resolution authorizing the Board of Directors, in its sole discretion to (i) distribute any property and discharge any liabilities of the Corporation in accordance with the articles of the corporation and the requirements under the *Business Corporations Act* (Canada) (“CBCA”), (ii) file Articles of Dissolution with Industry Canada in prescribed form to dissolve the Corporation (the “Dissolution”), and (iii) make all necessary filings with securities regulators, as applicable, to cease being a reporting issue and to take all other necessary steps to implement the Dissolution.

Reasons for the Dissolution

The Corporation’s business activities are inactive and have been for quite some time. The Corporation is not profitable and has had no significant revenue since its inception in March 1997. The Corporation has operated at a loss to date and there is no assurance that the Company will ever be profitable or have an active business.

The Corporation currently has no cash and no assets. Its significant debts are with its largest shareholder, Difference Capital Financial Inc. ("Difference Capital"), which it has relied upon for financial support.

Since March 22, 2013, the new management team has taken an active approach to examining business opportunities within and outside of the entertainment industry that could enhance shareholder returns. Despite considerable efforts, the Corporation to date has not been successful in attracting any new investment opportunity or business.

Difference Capital has indicated that it is no longer willing to finance the Corporation. As a result, the Board of Directors believes an orderly dissolution of the Corporation makes imminent sense in light of the other options available.

Implementation

The Corporation has entered into a Distribution and Winding-Up Agreement whereby Difference Capital, its major shareholder, will agree to forgive all of its existing indebtedness owing by the Corporation, which as of the date hereof is approximately $374,697, in exchange for the assets of the Corporation which are nominal and are value at $Nil.

Prior to filing Articles of Dissolution under the CBCA with Industry Canada, the Corporation shall apply for a Certificate of Intent to Dissolve in prescribed form under the CBCA ("Certificate of Intent to Dissolve") from Industry Canada and comply with all applicable regulatory approvals.

The Certificate of Intent to Dissolve serves as public notice that the Corporation is no longer carrying on its activities, except to the extent necessary for the liquidation. When a Certificate of Intent to Dissolve is issued, the Corporation must cease to carry on its activities except to the extent needed for the liquidation. It must also:

(i) notify creditors of its intent to dissolve;

(ii) give notice of the intent to dissolve in each province in Canada where the Corporation was carrying on activities at the time it sent the Statement of Intent to Dissolve to Corporations Canada;

(iii) do all the acts required for the dissolution; for example, proceed to collect the Corporation's property, to dispose of the property that is not to be distributed in kind to shareholders and to discharge all the Corporation's obligations; and

(iv) distribute the Corporation's remaining property among the shareholders according to their respective rights and the provisions of the CBCA.

The Corporation has ceased to carrying on business activities and has no creditors, except for Difference Capital which shall forgive its indebtedness. There are no assets of value which need to be distributed. As the liquidation process is complete, an application can be made for a Certificate of Dissolution.

The implementation of the special resolution is conditional upon the Corporation obtaining the necessary regulatory consents and approvals. The special resolution provides that the Board of Directors is authorized, in its sole discretion, to determine not to proceed with the proposed Dissolution, without

further approval of the Corporation's shareholders. In particular, the Board of Directors may determine not to present the special resolution to the Meeting or, if the special resolution is presented to the Meeting and approved, may determine after the meeting not to proceed with completion of the proposed Dissolution and filing the Articles of Dissolution.

Vote Required and Recommendation of Board of Directors

The Board of Directors recommends that shareholders vote for the adoption of the Dissolution Resolution as set forth below. In order to be effective, the resolution must be approved by the affirmative vote of not less than 66-2/3% of the votes cast at the Meeting in respect of such resolution. **Proxies received in favour of management will be voted FOR the approval of the special resolution to authorize the Board of Directors to file Articles of Dissolution to dissolve the corporate charter of the Corporation, unless the shareholder has specified in the proxy that his or her shares are to be voted against such resolution.** In the event shareholder approval is not obtained, Articles of Dissolution will not be filed with Industry Canada.

Resolution to Approve the Dissolution

Shareholders are being asked to pass the following special resolution to approve the dissolution (the “Dissolution Resolution”):

“IT IS RESOLVED THAT:

1. the Distribution and Winding Up Agreement entered into between the Corporation and Difference Capital, being the largest shareholder and the only creditor of the Corporation, to distribute any property and discharge any liabilities of the Corporation in accordance with the articles of the Corporation is hereby ratified and approved;

2. the Board of Directors is hereby authorized for and on behalf of the Corporation to file Articles of Dissolution in prescribed form under the *Business Corporation Act* (Canada) with Industry Canada, to dissolve the Corporation;

3. the Board of Directors is hereby authorized for and on behalf of the Corporation to take all necessary steps, actions or filings with all applicable securities regulators to cease trading or listing its shares and to file all notices or filings requires to cease being a reporting issuer under applicable Canadian securities laws or securities registrant under applicable United States securities laws, and to dissolution the Corporation;

4. any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such documents, agreements and instruments, and to do or to cause to be done all such other acts and things, as such person determines to be necessary or desirable or required by any regulatory authority in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing; and

5. notwithstanding the passing of this resolution by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered without further notice to or

approval of the shareholders of the Corporation not to proceed with the Dissolution or to revoke this resolution at any time prior to the Articles of Dissolution becoming effective."

In order to give effect to the Dissolution Resolution, such special resolution must be approved by an affirmative vote of not less than two-thirds (66-2/3%) of the votes cast at the Meeting on the resolution.

The Board unanimously recommends that shareholders vote in favour of the Dissolution Resolution. The directors named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote in favour of the special resolution to approve the share consolidation.

Irrespective of whether the Dissolution Resolution is passed by the shareholders, the directors of the Corporation may elect not to proceed with filing the Articles of Dissolution.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

ADDITIONAL INFORMATION

A copy of this Circular has been sent to each director of the Corporation, to the applicable regulatory authorities, to each shareholder entitled to notice of the Meeting and to the auditors of the Corporation.

Additional information relating to the Corporation is available on SEDAR at www.sedar.com and EDGAR at www.edgar.com. A comprehensive description of the Corporation and its business as well as a summary of the risk factors applicable to the Corporation are set out in the Corporation's latest available Form 20F which has been filed on SEDAR and EDGAR, respectively. Financial information is provided in the Corporation's comparative annual consolidated financial statements and accompanying management's discussion and analysis for the fiscal year ended June 30, 2014, have been filed on SEDAR and EDGAR, respectively. Copies of the Corporation's 2014 Form 20F, together with one copy of any document or the pertinent pages of any document incorporated by reference in the 2014 Form 20F; the Corporation's most recently filed annual consolidated financial statements, together with the accompanying report of the auditor, and any of the Corporation's interim consolidated financial statements that have been filed for any period after the end of the Corporation's most recently completed financial year; annual and interim management's discussion and analysis and this Circular are available without charge to shareholders of the Corporation, upon request, from the Corporation's Investor Relations department:

LiveReel Media Corporation
Investor Relations
130 Adelaide Street West, Suite 1010
Toronto, Ontario M5H 3P5, Canada

Telephone: (416) 649-5085
Facsimile: (416) 649-5099

DIRECTORS' APPROVAL

Each of the contents of this Circular and the delivery thereof to the shareholders of the Corporation has been approved by the Board of Directors of the Corporation.

DATED the 12th day of January, 2015.

ON BEHALF OF THE BOARD OF DIRECTORS

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