

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