



Suite 1600 - 650 West Georgia Street  
Vancouver, BC  
V6B 4N7

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TO BE HELD ON DECEMBER 9, 2013**

NOTICE is hereby given that the Annual and Special Meeting (the "**Meeting**") of Quizam Media Corporation (the "**Company**") will be held at Computershare Trust Company of Canada, 510 Burrard Street, 3rd Floor, in the City of Vancouver, Province of British Columbia, on Monday, December 9, 2013 at 9:00 a.m. (Vancouver Time) and at any adjournment thereof (the "**Meeting**"), for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial years ended May 31, 2013 and May 31, 2012 together with the auditor's report thereon;
2. to appoint Manning Elliott LLP, as auditors for the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
3. to set the number of directors of the Company for the ensuing year at four persons;
4. to elect the directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents, as more particularly described in the accompanying Management Information Circular (the "**Circular**");
5. to consider, and if thought appropriate, to ratify and approve the existing 10% rolling Option Plan as more particularly described in the accompanying Circular;
6. to consider and, if deemed advisable, pass, with or without amendment, a special resolution to alter the Notice of Articles of the Company to remove the application of the Pre-existing Company Provisions as defined in the *Business Corporations Act* (British Columbia) as more particularly described in the Circular;
7. to consider and, if deemed advisable, pass, with or without amendment, a special resolution to alter the authorized capital of the Company by increasing the number of common shares that the Company is authorized to issue from 100,000,000 common shares without par value to an unlimited number of common shares without par value as more particularly described in the Circular; and
8. to consider and, if deemed advisable, pass, with or without amendment, a special resolution to adopt new articles for the Company in the form attached as Schedule "B" to the Circular as more particularly described therein.

The Circular accompanies this Notice and contains details of the matters to be considered at the Meeting. The Board of Directors of the Company has fixed November 5, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting. Each registered shareholder at the closing of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out on the accompanying Circular.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered shareholders who received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administrated retirement saving plan, retirement income fund, education savings plan or other similar self-administrated savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 5<sup>th</sup> day of November, 2013.

**QUIZAM MEDIA CORPORATION**

(signed) "**Russell Rossi**"

By:

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Russell Rossi  
President and Chief Executive Officer