



MIMEDIA HOLDINGS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 14, 2024

AND

MANAGEMENT INFORMATION CIRCULAR

DATED MAY 10, 2024

MIMEDIA HOLDINGS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of subordinate voting shares (the “**Subordinate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**” and, together with the Subordinate Voting Shares, the “**Shares**”) of MiMedia Holdings Inc. (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP located at 365 Bay Street, Suite 800, Toronto, Ontario on June 14, 2024, at 2:00 p.m. EST (11:00 a.m. PST) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to re-appoint McGovern Hurley LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the adoption of the Corporation’s amended and restated omnibus equity incentive plan (the “**Amended Omnibus Equity Incentive Plan**”), the full text of which resolution is set out in the accompanying Management Information Circular of the Corporation under the heading “Business to be Transacted at the Meeting – Approval of Amended Omnibus Equity Incentive Plan”;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the disinterested shareholders of the Corporation to increase the maximum aggregate number of Subordinate Voting Shares that may be issuable pursuant to awards granted or issued to insiders of the Corporation (as a group) at any point in time under the Amended Omnibus Equity Incentive Plan from 10% to 15% of the total issued and outstanding Shares (on an as-converted basis as it relates to the Multiple Voting Shares), the full text of which resolution is set out in the accompanying Management Information Circular of the Corporation under the heading “Business to be Transacted at the Meeting – Approval of Increase to Insider Participation Under the Amended Omnibus Equity Incentive Plan”; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 10, 2024 (the “**Record Date**”). Shareholders whose names have been entered in the registers of Subordinate Voting Shares and Multiple Voting Shares, respectively, at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited

with the Corporation's registrar and transfer agent, Odyssey Trust Company, (i) by mail or delivery to 702-67 Yonge Street, Toronto, Ontario, Attn: Proxy Department; or (ii) by online submission at <https://login.odysseytrust.com/pxlogin>, no later than 2:00 pm EST (or 11:00 a.m. PST) on June 12, 2024 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder (for example, if you hold Shares of the Corporation in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your Shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy.

DATED as of May 10, 2024.

By order of the Board of Directors

“Christopher Giordano”

Christopher Giordano
Chief Executive Officer