

WOW UNLIMITED MEDIA INC.
200 – 2025 West Broadway
Vancouver, British Columbia V6J 1Z6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF WOW UNLIMITED MEDIA INC.**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of: (i) common voting shares (the "**Common Voting Shares**"); and (ii) variable voting shares (the "**Variable Voting Shares**" and, together with the Common Voting Shares, the "**Shares**") in the capital of WOW Unlimited Media Inc. (the "**Corporation**") will be held by way of a live teleconference, instead of in person at: 877-407-2991 on Wednesday, June 24, 2020, at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the years ended December 31, 2019 and 2018, together with the auditors' reports thereon;
2. to set the number of directors at seven (7) for the ensuing period;
3. to elect directors of the Corporation for the ensuing period;
4. to appoint KPMG LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
5. to consider and, if thought advisable, to pass an ordinary resolution in the form set out in the accompanying management information circular dated May 18, 2020 (the "**Information Circular**") approving the renewal of the ten percent (10%) rolling stock option plan for the Corporation; and
6. to transact such further or other business as may properly come before the Meeting or any postponements or adjournments thereof.

The Corporation's accompanying Information Circular provides additional information relating to each of the matters to be addressed at the Meeting and is deemed to form part of this Notice of Meeting.

Due to the public health impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of our Shareholders, employees and the broader community, this year's Meeting will be held in a virtual only format, by way of a live teleconference, instead of in person. The Corporation is permitted under the *Business Corporations Act* (British Columbia) and its amended and restated articles to hold the Meeting by telephonic means. Shareholders are cordially invited to participate in the teleconference Meeting.

Registered Holders and duly appointed proxyholders can attend the Meeting by joining the live teleconference by dialing in: 877-407-2991 where they can participate, vote or submit questions during the Meeting. **Participants are asked to dial in 15 minutes prior to the scheduled start time and ask to join the call.**

Non-registered (or beneficial) Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, however, they will not be able to vote or submit questions.

Whether or not Shareholders are able to attend the Meeting, Registered and non-Registered are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Information Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc., at its office at 8th floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by its toll free fax number 1-866-249-7775 by 10:00 a.m. (Toronto time) on June 22, 2020 or, in the event of a postponement or adjournment of the Meeting, at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. Please advise Computershare Investor Services Inc. of any change in your mailing address. The time limit for

deposit of proxies may be waived or extended by the Chairman of the Meeting at his or her discretion, without notice.

The board of directors of the Corporation has fixed May 20, 2020 as the record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of and vote at the Meeting. Any persons who were not holders of Shares and who acquired Shares after the Record Date will not be entitled to receive notice of or vote those Shares at the Meeting.

DATED at Vancouver, British Columbia this 18th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF
WOW UNLIMITED MEDIA INC.

"Michael Hirsh"
Chairman and Chief Executive Officer
WOW Unlimited Media Inc.

WOW UNLIMITED MEDIA INC.
200-2025 WEST BROADWAY
VANCOUVER, BRITISH COLUMBIA, CANADA V6J 1Z6

MANAGEMENT INFORMATION CIRCULAR

May 18, 2020

THIS MANAGEMENT INFORMATION CIRCULAR (THE "INFORMATION CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY AND ON BEHALF OF MANAGEMENT OF WOW UNLIMITED MEDIA INC. (THE "CORPORATION") FOR USE AT THE ANNUAL AND SPECIAL MEETING (THE "MEETING") OF THE SHAREHOLDERS OF THE CORPORATION (THE "SHAREHOLDERS") TO BE HELD IN A VIRTUAL ONLY FORMAT, BY WAY OF LIVE TELECONFERENCE AT: 877-407-2991 ON WEDNESDAY, JUNE 24, 2020, AT 10:00 A.M. (TORONTO TIME) OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING (THE "NOTICE OF MEETING"). Unless otherwise stated, the information contained in this Information Circular is given as at May 18, 2020.

GENERAL PROXY INFORMATION

Solicitation of Proxies

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors, officers or regular employees of the Corporation. Pursuant to National Instrument 54-101 – *Communication With Beneficial Owners of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation materials to the beneficial owners of the common voting shares in the capital of the Corporation (the "**Common Voting Shares**") and the variable voting shares in the capital of the Corporation (the "**Variable Voting Shares**" and, together with the Common Voting Shares, the "**Shares**"). The cost of any such solicitation will be borne by the Corporation.

Appointment of Proxyholders

MICHAEL HIRSH AND JOHN VANDERVELDE BEING THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY ARE DIRECTORS AND/OR OFFICERS OF THE CORPORATION. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND, ACT AND VOTE FOR SUCH SHAREHOLDER AT THE MEETING OTHER THAN THOSE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY. A SHAREHOLDER DESIRING TO APPOINT SOME PERSON OTHER THAN THOSE NAMED IN THE ENCLOSED FORM OF PROXY TO REPRESENT SUCH SHAREHOLDER AT THE MEETING MAY DO SO EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE ENCLOSED FORM OF PROXY AND STRIKING OUT THE NAMES OF THE TWO SPECIFIED PERSONS OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED FORM OF PROXY TO THE CORPORATION, C/O COMPUTERSHARE INVESTOR SERVICES INC. ("COMPUTERSHARE"), THE CORPORATION'S REGISTRAR AND TRANSFER AGENT, AT 8TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO, CANADA M5J 2Y1 (FAX: (866) 249-7775), BY NO LATER THAN 10:00 A.M. (TORONTO TIME) ON JUNE 22, 2020, OR, IN THE CASE OF ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING, BY NO LATER THAN 10:00 A.M. (TORONTO TIME) ON THE SECOND BUSINESS DAY IMMEDIATELY PRECEDING THE DATE OF SUCH ADJOURNED OR POSTPONED MEETING.

Voting by Proxyholder

The persons named in the form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the Shareholders appointing such persons as proxy. If you specify a

choice with respect to any matter to be acted upon, your Shares will be voted accordingly. **IN RESPECT OF A MATTER FOR WHICH A CHOICE IS NOT SPECIFIED IN THE FORM OF PROXY, THE MANAGEMENT APPOINTEE ACTING AS A PROXYHOLDER WILL VOTE IN FAVOUR OF EACH MATTER IDENTIFIED ON THE PROXY AND, IF APPLICABLE, FOR THE NOMINEES OF MANAGEMENT FOR DIRECTORS AND AUDITORS AS IDENTIFIED IN THE FORM OF PROXY.**

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSON OR PERSONS NAMED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING TO WHICH THE FORM OF PROXY RELATES AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. As at the date of this Information Circular, management of the Corporation knows of no such amendment, variation or other matters to come before the Meeting. However, if any other matters which are not now known to management of the Corporation should properly come before the Meeting, the Shares represented by the proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the Shares represented by such proxy.

Registered Shareholders

Registered Shareholders (each a "**Registered Holder**") may wish to vote by proxy whether or not they are able to attend the Meeting via teleconference. Those Registered Holders choosing to dial-in and attend the Meeting via teleconference will have their votes taken and counted at the Meeting through the teleconference platform.

A Registered Holder who does not wish to dial-in and attend the Meeting via teleconference or does not wish to vote at the Meeting through the teleconference platform should properly complete and deliver the form of proxy, and the Shares represented by the Shareholder's proxy will be voted or withheld from voting in accordance with the instructions indicated on the form of proxy, or any ballot that may be called at the Meeting or any adjournment thereof. A Registered Holder may submit a proxy using one of the following methods:

- (a) complete, date and sign the form of proxy and return it to Computershare by fax at (866) 249-7775, or by mail or by hand delivery to 8th floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, Attention: Proxy Department; or
- (b) to vote by Internet, go to www.investorvote.com and follow the instructions. You will need your 15-digit control number which you can find on your form of proxy. Follow the online voting instructions given to you and vote over the Internet referring to your holder account number and proxy access number provided on the form of proxy that was delivered to you.

To be effective, a proxy must be received by Computershare no later than 10:00 a.m. (Toronto time) on June 22, 2020 or, if the Meeting is adjourned, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time of holding of the Meeting or any adjournment thereof.

Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Chairman of the Meeting in his discretion without notice.

Non-Registered Shareholders

Only Registered Holders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Shares beneficially owned by a person (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 Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS & Co. (the nominee of 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 Notice of Meeting and Information Circular (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders unless such Non-Registered Holders have waived the right to receive the proxy-related materials.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as non-objecting beneficial owners or "**NOBOs**". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as objecting beneficial owners or "**OBOs**".

The Corporation will be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the Meeting Materials.

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 often use service companies to forward Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile or stamped signature) and is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and submit it to the Corporation, c/o Computershare, at the address set forth in the Notice of Meeting; or
- (b) more typically, be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service corporation, will constitute voting instructions (often called a "**proxy authorization form**") which the Intermediary must follow. Typically, the Non-Registered Holder will be given a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service corporation in accordance with the instructions of the Intermediary or its service corporation.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. Should a Non-Registered Holder who receives either a form of proxy wish to vote at the Meeting through the teleconference platform (or have another person dial-in and attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the persons named in the form of proxy and insert the Non-Registered Holder's or such other person's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the form of proxy or proxy authorization form is to be delivered.**

A Non-Registered Holder may revoke a proxy authorization form (voting instructions) or a waiver of the right to receive the Meeting Materials and to vote which has been 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 proxy authorization form (voting instructions) or of a waiver of the right to receive meeting materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting, or any postponement or adjournment thereof.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being affected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. 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 this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

Revocation of Proxies

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by: (a) attending the applicable Meeting by dialing in and voting at the Meeting through the teleconference platform if you were a Registered Holder at the Record Date; (b) signing a form of proxy bearing a later date and submitting such Proxy to Computershare, provided that such form of proxy is received by Computershare prior to the proxy cut-off time specified below; (c) signing a written statement that indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the registered office of the Corporation at 200-2025 West Broadway, Vancouver, British Columbia, V6J 1Z6; or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 10:00 a.m. (Toronto time) on June 22, 2020 or, in the case of an adjournment or postponement of the Meeting, forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time of holding of the Meeting or any adjournment thereof. If you revoke your proxy and do not replace it with another that is deposited with us before the proxy cut-off deadline, you can still vote your Shares, but to do so you must attend the Meeting and vote through the teleconference platform. Any vote cast by a Registered Holder at the Meeting via teleconference will revoke any proxy previously submitted by the Registered Holder.

A Non-Registered Holder may revoke voting instructions by written notice to the Intermediary to whom the instructions were given. Non-Registered Holders should refer to their proxy authorization form for further information on revoking voting instructions. Any revocation notice should be delivered to the intermediary well in advance of the Meeting to allow the intermediary time to process the revocation.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

General

The only outstanding securities of the Corporation carrying voting rights are the Common Voting Shares and the Variable Voting Shares. The Corporation is authorized to issue an unlimited number of Common Voting Shares without nominal or par value, an unlimited number of Variable Voting Shares, an unlimited number of common non-voting shares and an unlimited number of preferred shares of which, as at the date of this Information Circular, 21,993,968 Common Voting Shares, 7,448,589 Variable Voting Shares, 2,581,757 common non-voting shares and no preferred shares are issued and outstanding.

The record date for the purpose of determining the Shareholders entitled to receive notice of the Meeting has been fixed by the Corporation's board of directors (the "**Board**") to be May 20, 2020 (the "**Record Date**"). Only Shareholders of record at the close of business on the Record Date who either (a) attend the Meeting by dialing into the teleconference or (b) complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

Articles of Amendment

The Corporation's Articles of Amendment (the "**Articles**") include certain constraints on the ownership of the voting securities of the Corporation, which were adopted for the purpose of facilitating the Corporation's compliance with legal requirements relating to Canadian ownership and control of broadcasting undertakings embodied in a Direction (the "**Direction**") from the Governor in Council (i.e. Cabinet of the Canadian federal government) to the Canadian Radio-television and Telecommunications Commission (the "**CRTC**") pursuant to authority contained in the *Broadcasting Act* (Canada) (the "**Broadcasting Act**"). Under the Direction, non-Canadians are permitted to own and control, directly or indirectly, up to 33 1/3%

of the voting shares and 33 1/3% of the votes of a holding company which has a wholly owned subsidiary operating company licensed under the Broadcasting Act.

The voting and other terms applicable to the Corporation's Shares, summarized below under "Common Voting Shares" and "Variable Voting Shares" are intended to facilitate the Corporation's compliance with the Canadian ownership rules under the Direction.

Common Voting Shares

The terms of the Common Voting Shares provide that each Common Voting Share shall be converted into one (1) Variable Voting Share, automatically and without any further act of the Corporation or the holder, if such Common Voting Share is or becomes owned or controlled by a person who is not a Canadian.

Each Common Voting Share is entitled to one (1) vote on each matter to be voted upon at the Meeting.

Variable Voting Shares

Each issued and outstanding Variable Voting Share shall be automatically converted into one (1) Common Voting Share, without any further intervention on the part of the Corporation or the holder, if the Variable Voting Share is or becomes owned and controlled by a Canadian.

Each Variable Voting Share is entitled to vote on each matter to be voted upon at the Meeting. Variable Voting Shares carry one (1) vote per Variable Voting Share, except where: (a) the number of votes that may be exercised in respect of all issued and outstanding Variable Voting Shares exceeds 33 1/3% of the total number of votes that may be exercised in respect of all issued and outstanding Variable Voting Shares and Common Voting Shares (or any greater percentage that would qualify the Corporation as a "Canadian" pursuant to the Broadcasting Act or in any regulation or direction made thereunder); or (b) the total number of votes cast by or on behalf of the holders of Variable Voting Shares at any meeting on any matter on which a vote is to be taken exceeds 33 1/3% (or any greater percentage that would qualify the Corporation as a "Canadian" pursuant to the Broadcasting Act or in any regulation or direction made thereunder) of the total number of votes that may be cast at such meeting.

If either of the above-noted thresholds is surpassed at any time, the vote attached to each Variable Voting Share will decrease automatically without further act or formality. Under the circumstances described in clause (a) of the paragraph above, the Variable Voting Shares as a class cannot carry more than 33 1/3% (or any greater percentage that would qualify the Corporation as a "Canadian" pursuant to the Broadcasting Act or in any regulation or direction made thereunder) of the total voting rights attached to the aggregate number of issued and outstanding Variable Voting Shares and Common Voting Shares of the Corporation. Under the circumstances described in clause (b) of the paragraph above, the Variable Voting Shares as a class cannot, for the purposes of the Meeting, carry more than 33 1/3% (or any greater percentage that would qualify the Corporation as a "Canadian" pursuant to the Broadcasting Act or in any regulation or direction made thereunder) of the total number of votes that may be cast at such meeting of shareholders.

Special Operating Procedures and Declarations

The Corporation has adopted special operating procedures (the "**Special Operating Procedures**") for monitoring share ownership and ensuring that the share register of each class of Shares is up to date at all times, as well as facilitating the Corporation's compliance with its Articles and applicable laws, regulations and rules, including in respect of Canadian ownership and control. The Special Operating Procedures are administered by Computershare in Canada and are available from the registered office of the Corporation at 200 - 2025 West Broadway, Vancouver, British Columbia V6J 1Z6. Pursuant to the Special Operating Procedures, Shareholders who wish to vote at the Meeting either by completing and delivering a proxy or a voting instruction form or by attending and voting at the Meeting will be required to complete a Declaration of Canadian Status in order to enable the Corporation to comply with the restrictions imposed by its Articles and the Direction on the ownership and voting of its Shares. If a Shareholder does not complete such declaration or if it is determined by the Corporation or Computershare that a Shareholder incorrectly

indicated (through inadvertence or otherwise) that the Shares represented by the proxy are owned and controlled by a Canadian, such Shareholder will be deemed to be a non-Canadian for purposes of voting at the Meeting. Such declaration is contained in the accompanying form of proxy or in the proxy authorization form provided to you if you are not a Registered Holder.

Quorum

A quorum of Shareholders is present at the Meeting if there are two (2) persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least five percent (5%) of the issued Shares entitled to be voted at the Meeting.

Principal Shareholders

To the knowledge of the Corporation's directors and executive officers, no persons beneficially own, directly or indirectly, or exercise control or direction over, directly or indirectly, Shares carrying more than ten percent (10%) of the voting rights attached to all outstanding Shares, except as set forth in the table below:

Name of Shareholder	Number of Common Voting Shares Held	Number of Variable Voting Shares Held	Percentage of Outstanding Shares
Frederick Seibert	Nil	4,677,270	14.6%
Michael Hirsh	3,853,473	780,000	14.5%
BCE Inc.	3,842,918	Nil	12.0%
PenderFund Capital Management Ltd.	3,152,800	Nil	9.9%

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting relating to: (a) the receipt of the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2019 and December 31, 2018, together with the auditors' reports thereon; (b) the election of directors of the Corporation to serve until the next annual meeting of Shareholders; (c) the re-appointment of KPMG LLP ("**KPMG**"), Chartered Professional Accountants, as the auditors of the Corporation; (d) the renewal of the Corporation's ten percent (10%) rolling stock option plan; and (e) to transact such further or other business as may properly come before the Meeting or any postponements or adjournments thereof.

1. Presentation of Financial Statements

A copy of the Corporation's annual audited consolidated financial statements for the fiscal years ended December 31, 2019 and December 31, 2018, together with the auditors' reports thereon, and the accompanying management's discussion and analysis will be mailed to those Registered Holders and Intermediaries who request copies of such materials and will be presented to the Shareholders for consideration at the Meeting. No formal action will, or is required to, be taken in respect of the financial statements at the Meeting. The financial statements of the Corporation are also available under the Corporation's profile on the SEDAR website at www.sedar.com.

2. Election of Directors

There are presently seven (7) directors of the Corporation, each of whose term of office shall expire at the termination of the Meeting, unless such director is re-elected as a director at the Meeting. The Board recommends that Shareholders vote "**FOR**" the election of each of its proposed nominees to serve on the Board, subject to the provisions of the Corporation's by-laws, until the next annual meeting of Shareholders or until the successor of such director is duly elected or appointed. **Unless otherwise specified, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election of each of the nominees whose names are set forth below, each of whom has been**

a director since the date indicated below opposite the nominee's name. The nominees set forth below have consented to being named in this Information Circular and to serve if elected.

Management does not contemplate that any of the proposed nominees will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the Shares represented by properly executed Proxies given in favour of such proposed nominee(s) may be voted by the persons designated in the enclosed form of proxy, in their discretion, in favour of another nominee. If all of the nominees are elected at the Meeting, the number of directors of the Corporation will remain at seven (7) directors.

The names, experience and residence of the persons nominated for election as directors, the number of voting securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly, the offices held by each in the Corporation, the period served as director and the principal occupation of each are set forth below. The following information relating to the nominees as directors is based on information received by the Corporation from the nominees.

Name, Municipality of Residence and Position Held	Principal Occupation for the Past Five (5) Years	Director of the Corporation Since	Number of Shares Beneficially Owned or Controlled
Michael Hirsh ⁽⁵⁾ Ontario, Canada <i>Director, Chief Executive Officer and Executive Chairman</i>	Mr. Hirsh is Chief Executive Officer of the Corporation since December 2016. Prior thereto, President of Ezrin Hirsh Entertainment Inc., Chief Executive Officer of Floating Island Entertainment, Executive Chairman of DHX Media Ltd. (October 2012 – October 2015) and Chief Executive Officer of Cookie Jar Entertainment Inc. (March 2004 – October 2012).	December 12, 2016	3,853,473
Frederick Seibert ⁽⁵⁾ New York, United States <i>Director and Chief Creative Officer</i>	Mr. Seibert is Chief Creative Officer of the Corporation since December 2016. Prior thereto, Chief Executive Officer of Broadway Frederator Networks Inc.	December 12, 2016	4,677,270 ⁽²⁾
Marc Bertrand ^{(1),(6)} Québec, Canada <i>Independent Director</i>	Mr. Bertrand is President of Phaztoo (May 2014 – present) and a director of The Green Organic Dutchman Holdings Ltd. (TSX) as well as former President and Chief Executive Officer of Mega Brands (November 1985 – April 2014).	December 12, 2016	111,100
Michael Cosentino ⁽³⁾ Ontario, Canada <i>Independent Director</i>	Mr. Cosentino is currently President, Content and Programming at Bell Media (“ Bell Media ”). Mr. Cosentino was formerly Senior Vice-President, Content and Programming; Senior Vice-President, CTV and Specialty; and Senior Vice-President, Programming, CTV Networks and Crave TV each at Bell Media and Chair, Bell Media Programming Council. Mr. Cosentino is also a board member of the Entertainment Industry Foundation Canada.	November 15, 2018	Nil
Lawrence Chernin ^{(4),(7)} Ontario, Canada <i>Independent Director</i>	Mr. Chernin is a retired senior partner of Goodmans LLP. He was recognized by <i>The Canadian Legal Lexpert Directory</i> as a leading practitioner in the areas of Corporate Finance and Securities, Corporate Mid-Market, Mergers & Acquisitions, and Private Equity and as a leading lawyer by <i>The Best Lawyers in Canada</i> for Corporate Governance, Leveraged-Buyouts and Private Equity.	February 19, 2020	56,000
David Richards ^{(1),(4),(7)} Alberta, Canada <i>Independent Director</i>	Mr. Richards is Managing Director, Network Capital Inc., an investment company. He has extensive experience as an entrepreneur, Audit Committee Chair as well as a former senior partner with international accounting firms.	February 19, 2020	Nil
Stuart Snyder ^{(1),(4),(6),(7)} Connecticut, United States <i>Independent Director</i>	Mr. Snyder is Founder and President of Snyder Media Group, LLC., providing strategic guidance to media and start-up companies. He was formerly President and COO of the Animation, Young Adults and Kids Media division of Turner Broadcasting.	February 19, 2020	Nil

Notes:

- (1) Member of the Audit Committee, of which Mr. Richards is the Chair.
- (2) In addition, Mr. Seibert owns 2,581,757 common non-voting shares of the Corporation.
- (3) Mr. Cosentino is the nominee of Bell Media. Pursuant to the terms and conditions of the Investor Rights Agreement (defined below), Bell Media has the right to nominate one (1) director to the Board. See “*Interest of Informed Persons in Material Transactions*”.

- (4) Appointed as director of the Corporation on February 19, 2020, concurrent with the resignations of former directors, Messrs. Bob Ezrin and Craig Graham, and the announcement of the intended resignation of former director Mr. Steve Hendry, which resignation became effective on April 30, 2020.
- (5) For more information on shareholdings, refer to "*Principal Shareholders*" above.
- (6) Member of the Compensation Committee, of which Mr. Snyder is the Chair.
- (7) Member of the Corporate Governance Committee, of which Mr. Chernin is the Chair.

Cease Trade Orders

To the knowledge of management of the Corporation, no proposed director of the Corporation is, as of the date of this Information Circular, or has been, within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemptions under securities legislation, that was in effect for a period of more than thirty (30) consecutive days, that was issued: (i) while that person was acting in such capacity; or (ii) after that person ceased to act in such capacity but which resulted from an event that occurred while that person was acting in such capacity.

Bankruptcies

Except as set out below, to the knowledge of management of the Corporation, no proposed director of the Corporation is, as of the date of this Information Circular, or has been, within ten (10) years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of management of the Corporation, no proposed director of the Corporation has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the knowledge of management of the Corporation, no proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

3. Appointment of Auditor

KPMG LLP, Chartered Professional Accountants, will be nominated at the Meeting for re-appointment as the auditors of the Corporation until the next annual general meeting of the Shareholders or until their successors are duly elected or appointed, at a remuneration to be fixed by the Board. KPMG have been the auditors of the Corporation since July 17, 2014.

It is the intention of the management designees, if named as proxy, to vote FOR the appointment of KPMG as auditors of the Corporation, at a remuneration to be fixed by the Board, unless the Shareholder has specified in its proxy that its Shares are to be withheld from voting on the appointment of auditors.

4. Approval of Stock Option Plan

The Corporation's incentive stock option plan (the "**Stock Option Plan**") attached as Schedule "A" hereto has been operated as a "rolling plan", which must be approved on an annual basis under the policies of the TSX Venture Exchange (the "**TSXV**"). Accordingly, at the Meeting, Shareholders will be asked to vote on an ordinary resolution to approve the Stock Option Plan for the ensuing year.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Corporation and its subsidiaries or affiliates of the Corporation, incentive stock options (the "**Options**") to purchase Shares. The Stock Option Plan provides the number of authorized but unissued Shares that may be issued upon the exercise of Options at any time plus the number of Shares reserved for issuance under outstanding Options otherwise granted by the Corporation shall not exceed ten percent (10%) of the aggregate number of Shares outstanding. As at the date hereof, this represents 3,202,431 Shares available under the Stock Option Plan. As at the date of this Information Circular, excluding Options that have been forfeited, Options to purchase a total of 2,347,035 Shares had been issued to directors, officers, employees and consultants of the Corporation and 855,396 Options remained available for issuance under the Stock Option Plan. As at December 31, 2019, excluding Options that have been forfeited, Options to purchase a total of 2,613,828 Shares had been issued to directors, officers, employees and consultants of the Corporation and 588,603 Options remained available for issuance under the Stock Option Plan. Unless disinterested Shareholder approval is obtained, the number of Shares that may be reserved for issuance under Options granted in any twelve (12) month period to any one (1) person must not exceed five percent (5%) of the issued and outstanding Shares determined at the date of grant. The number of Shares that may be reserved for issuance under Options granted in any twelve (12) month period to a person who is a consultant must not exceed two percent (2%) of the issued and outstanding Shares. The aggregate number of Shares that may be reserved for issuance under Options granted in any twelve (12) month period to persons who perform investor relations activities for the Corporation must not exceed an aggregate of two percent (2%) of the issued and outstanding Shares. The Board determines the exercise price per Share and the number of Shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options at the time of grant, subject to the rules of the TSXV. The price per Share set by the Board is subject to minimum pricing restrictions set by the TSXV.

The Stock Option Plan provides that if an Option expires or terminates without having been exercised in full, the Shares not purchased become available again under the Stock Option Plan. Options granted under the Stock Option Plan may be exercisable for a period of up to ten (10) years, and may vest at such times as are determined at the time of grant, subject to acceleration in accordance with the terms of the Stock Option Plan, including in the event of a Change of Control (as defined in the Stock Option Plan). The exercise price must be paid in full on any exercise of Options.

If an optionee ceases to hold his position with the Corporation for any reason other than death, his or her Options may be exercised within the earlier of the expiry date and a reasonable period following the date the optionee ceases to be in that role as determined by the Board on the date of the grant, but only to the extent the optionee was entitled to exercise the Option at the date of such cessation. In the event of the death of an optionee, his or her Options may be exercised within the earlier of the expiry date and one (1) year after his or her death and only to the extent the optionee was entitled to exercise the Options on the date of his or her death. Options granted pursuant to the Stock Option Plan may not be transferred or assigned.

Management of the Corporation believes that it would be in the best interest of the Corporation to approve the Stock Option Plan to attract and retain key individuals and to further align the interest of directors, officers, employees and consultants of the Corporation and its affiliates in the growth and development of the Corporation and its affiliates by providing them with the opportunity, through Options, to acquire an increased proprietary interest in the Corporation.

The Stock Option Plan is subject to approval by the TSXV and subject to approval by the Shareholders, as required by the rules of the TSXV. **It is the intention of the management designees, if named as proxy,**

to vote FOR the approval of the Stock Option Plan, unless the Shareholder has specified in its proxy that its Shares are to be voted against the approval of the Stock Option Plan.

At the Meeting, the Shareholders will be asked to approve the following ordinary resolution:

"BE IT RESOLVED THAT:

- (a) the incentive stock option plan of WOW Unlimited Media Inc. (the "**Corporation**"), as described in the management information circular of the Corporation dated January 24, 2020, be and is hereby ratified and approved;
- (b) any one director or officer of the Corporation be and is hereby authorized to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Corporation or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing; and
- (c) the directors of the Corporation may revoke this resolution before it is acted upon without further approval of the shareholders of the Corporation."

The foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders present at the Meeting via teleconference or represented by proxy at the Meeting. If the Stock Option Plan is not approved by the Shareholders, the Corporation will have to consider other methods of compensating and providing incentives to directors, officers, employees and consultants.

5. Other Matters

The Corporation knows of no other matters to be submitted to Shareholders at the Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares they represent in accordance with their judgement on such matters.

STATEMENT OF EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation, excluding Compensation Securities

Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* defines "Named Executive Officers" as: (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer; (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer; (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

For the most recently completed financial year, the Named Executive Officers of the Corporation were: (i) Michael Hirsh – Chief Executive Officer and Chairman; (ii) Neil Chakravarti – Chief Operating Officer and President; (iii) John Vandervelde – Chief Financial Officer; (iv) Frederick Seibert – Chief Creative Officer and CEO of Frederator, and (v) Michael Hefferon, Executive Vice-President (collectively, the "**Named Executive Officers**").

The following table provides a summary of compensation paid, directly or indirectly, to the Named Executive Officers and the directors of the Corporation during the two (2) most recently completed financial years of the Corporation.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Michael Hirsh ⁽¹⁾⁽²⁾ <i>Chief Executive Officer, Executive Chairman and Director</i>	2019	325,000	Nil	Nil	Nil	Nil	325,000
	2018	325,000	Nil	Nil	Nil	Nil	325,000
Frederick Seibert ⁽²⁾⁽³⁾ <i>Chief Creative Officer and Director</i>	2019	331,526	Nil	Nil	Nil	72,935	404,461
	2018	341,050	Nil	Nil	Nil	75,031	416,081
Neil Chakravarti <i>Chief Operating Officer and President</i>	2019	325,000	Nil	Nil	Nil	Nil	325,000
	2018	325,000	Nil	Nil	Nil	Nil	325,000
John Vanderveelde ⁽⁴⁾ <i>Chief Financial Officer</i>	2019	275,000	Nil	Nil	Nil	Nil	275,000
	2018	275,000	Nil	Nil	Nil	Nil	275,000
Craig Graham ⁽⁵⁾ <i>Director and Former Chief Executive Officer and Chairman</i>	2019	38,000	Nil	Nil	Nil	Nil	38,000
	2018	180,000	Nil	Nil	Nil	Nil	180,000
Michael Hefferon ⁽⁶⁾ <i>Executive Vice President, Former President</i>	2019	325,000	25,000	Nil	Nil	Nil	350,000
	2018	325,000	25,000	Nil	Nil	Nil	350,000
Robert Ezrin <i>Director</i>	2019	30,500	Nil	Nil	Nil	Nil	30,500
	2018	24,000	Nil	Nil	Nil	Nil	24,000
Kirstine Stewart ⁽⁷⁾ <i>Director</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	29,000	Nil	Nil	Nil	Nil	29,000
Marc Bertrand ⁽⁶⁾ <i>Director</i>	2019	41,000	Nil	Nil	Nil	Nil	41,000
	2018	34,000	Nil	Nil	Nil	Nil	34,000
Steve Hendry <i>Director</i>	2019	38,000	Nil	Nil	Nil	Nil	38,000
	2018	33,000	Nil	Nil	Nil	Nil	33,000
Michael Consentino ⁽⁶⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Hirsh provides his services as Chief Executive Officer of the Corporation through a consulting company owned by Mr. Hirsh.
- (2) Messrs. Hirsh and Seibert receive no compensation for their services as directors of the Corporation.
- (3) Mr. Seibert earned US\$309,500 for serving as Chief Creative Officer of the Corporation. U.S. dollar amounts have been converted to Canadian dollars for purposes of this disclosure using the Bank of Canada's exchange rate of US\$1.00 = C\$1.3068 reflecting the foreign exchange rate on the last trading day of fiscal 2019.
- (4) Mr. Vanderveelde was appointed Chief Financial Officer and Executive Vice President on August 22, 2017.
- (5) Mr. Graham received a payment of \$180,000 in connection with corporate financing advisory services.
- (6) Mr. Hefferon resigned as the President of the Corporation on December 16, 2016 and entered into an executive employment agreement on January 30, 2017, under which he agreed to act as Executive Vice President of the Corporation and President of Mainframe Studios.
- (7) Ms. Stewart ceased to be a director of the Corporation on November 15, 2018.

- (8) Pursuant to the terms of the Investor Rights Agreement, as an employee of Bell Media, Mr. Cosentino is not entitled to receive any compensation as a director of the Corporation. However, Mr. Cosentino is entitled to the benefit of any directors' liability insurance and indemnity to which other directors of the Corporation are entitled.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Corporation or any subsidiary thereof in the most recently completed financial year, for services provided, or to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
John Vandervele <i>Chief Financial Officer</i>	Options	100,000 (0.34%) Common Voting Shares	May 16, 2019	1.40	1.00	0.51	May 15, 2024
Michael Hefferon <i>Executive Vice President, Former President</i>	Options	40,000 (0.14%) Common Voting Shares	May 16, 2019	1.40	1.00	0.51	May 15, 2024

Exercise of Compensation Securities by Directors and NEOs

No director or Named Executive Officer exercised any compensation securities, being solely comprised of Options, during the most recently completed financial year.

Stock Option Plan and Other Incentive Plan Awards

The Corporation's Stock Option Plan is designed to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation to achieve the longer-term objectives of the Corporation. Options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry experience of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. Previous grants of Options are taken into account by the Board when considering new grants. Grants under the Stock Option Plan have historically been made on the recommendation of the Chief Executive Officer. For more information on the Corporation's Stock Option Plan, refer to "*Matters to be acted upon at the meeting – Approval of Stock Option Plan*".

Employment, Consulting and Management Agreements

During the most recently completed financial year, the Corporation was party to written employment agreements with Michael Hirsh, Frederick Seibert, Neil Chakravarti, Michael Hefferon and John Vandervele, summaries of which are set out below.

On December 13, 2016, the Corporation entered into an executive employment agreement with Michael Hirsh pursuant to which Mr. Hirsh agreed to act as the Chief Executive Officer and the Chairman of the

Corporation (the "**Hirsh Agreement**") for a term of three (3) years (which may be extended without further written agreement of the parties), in return for consideration comprising an annual salary of \$60,000, participation in benefit and incentive-based plans established by the Corporation and a grant of an Option to acquire 0.38% of the outstanding Shares as at the date of the employment agreement, which Options shall vest equally over a three (3) year period. The Hirsh Agreement also provided for a conditional grant of an Option to acquire 2% of the outstanding Shares if, and on the date that, the Corporation enters into a binding agreement with a material strategic business partner; such grant of Options occurred during the 2017 fiscal year.

Further, the Hirsh Agreement provides that if Mr. Hirsh's employment is terminated by the Corporation without cause, the Corporation will be required to provide twenty-four (24) months' notice or payment in lieu thereof. Further, in the event that Mr. Hirsh terminates the Hirsh Agreement for good reason, Mr. Hirsh will be entitled to receive a payment equal to twenty-four (24) months of the base salary. In addition, in each of the foregoing circumstances, all of the Options held by Mr. Hirsh will automatically vest and eligibility for participation in certain prior period incentive-based plans may be retained. Assuming a triggering event had taken place on the last business day of the year ended December 31, 2019, the total amount payable to Mr. Hirsh would be \$120,000.

In addition to the foregoing, on December 13, 2016, the Corporation entered into a management services agreement ("**MSA**") among the Corporation, a corporation owned by Mr. Hirsh (the "**Consultant**") and Mr. Hirsh pursuant to which the Consultant agreed to provide management consulting services to the Corporation for a period of three (3) years. Pursuant to the MSA, the Corporation pays the Consultant annual compensation of \$265,000 per year. In addition, the Consultant is eligible to receive a performance fee of up to 100% of the annual fee payable to the Consultant.

Further, the MSA provides that if the MSA is terminated by the Corporation for reason other than a breach of the MSA, the Corporation will provide twenty-four (24) months' written notice or pay an amount equal to fee payable to the Consultant in lieu thereof. Further, the Consultant shall be entitled to terminate the MSA as a result of the Corporation effecting: (i) a reduction in the annual fee; (ii) a material diminution of the services to be provided; (iii) a relocation of the Corporation's principal place of business to a place more than fifty (50) kilometers from the Corporation's current office in Toronto, Ontario, or (iv) a material breach by the Corporation of this MSA, in which case the Corporation shall provide the Consultant with twenty-four (24) months' written notice or pay an amount equal to fee payable to the Consultant in lieu thereof. Assuming a triggering event had taken place on the last business day of the year ended December 31, 2019, the total amount payable to the Consultant would have been \$530,000.

On December 14, 2016, the Corporation entered into an executive employment agreement with Frederick Seibert, pursuant to which Mr. Seibert agreed to act as the Chief Creative Officer of the Corporation and Chief Executive Officer of Frederator (the "**Seibert Agreement**") for a term of three (3) years (which may be extended without further written agreement of the parties), in return for consideration comprising an annual salary of US\$250,000, participation in benefit and incentive-based plans established by the Corporation and a grant of an Option to acquire 0.38% of the outstanding Shares as at the date of the employment agreement, which Options shall vest equally over a three year period.

Further, the Seibert Agreement provides that, if Mr. Seibert's employment is terminated by the Corporation without cause, the Corporation will be required to provide twenty-four (24) months' notice or payment in lieu thereof. Further, in the event that Mr. Seibert terminates the Seibert Agreement for good reason, Mr. Seibert will be entitled to receive a payment equal to twenty-four (24) months of the base salary. In addition, in each of the foregoing circumstances, all of the Options held by Mr. Seibert will automatically vest and eligibility for participation in certain prior period incentive-based plans may be retained. Assuming a triggering event had taken place on the last business day of the year ended December 31, 2019, the total amount payable to Mr. Seibert would be US\$500,000.

On December 21, 2016, the Corporation entered into an executive employment agreement with Neil Chakravarti, pursuant to which Mr. Chakravarti agreed to act as the Chief Operating Officer and President of the Corporation (the "**Chakravarti Agreement**") for a term of three (3) years (which may be extended

without further written agreement of the parties), in return for consideration comprising an annual salary of \$325,000, participation in benefit and incentive-based plans established by the Corporation and a grant of an Option to acquire 0.38% of the outstanding Shares as at the date of the employment agreement, which Options shall vest equally over a three year period. The Chakravarti Agreement also provided for a conditional grant of an Option to acquire 2% of the outstanding Shares if, and on the date that, the Corporation enters into a binding agreement with a material strategic business partner; such grant of Options occurred during the 2017 fiscal year.

Further, the Chakravarti Agreement provides that, if Mr. Chakravarti's employment is terminated by the Corporation without cause, the Corporation will be required to provide twenty-four (24) months' notice or payment in lieu thereof. Further, in the event that Mr. Chakravarti terminates the Chakravarti Agreement for good reason, Mr. Chakravarti will be entitled to receive a payment equal to twenty-four (24) months of the base salary. In addition, in each of the foregoing circumstances, all of the Options held by Mr. Chakravarti will automatically vest and eligibility for participation in certain prior period incentive-based plans may be retained. Assuming a triggering event had taken place on the last business day of the year ended December 31, 2019, the total amount payable to Mr. Chakravarti would be \$650,000.

On January 30, 2017, the Corporation entered into an executive employment agreement with Michael Hefferon, pursuant to which Mr. Hefferon agreed to act as the Executive Vice-President of the Corporation and President of Mainframe Studios (the "**Hefferon Agreement**") in return for consideration comprising an annual salary of \$325,000, a minimum annual bonus of \$25,000, participation in benefit and incentive-based plans established by the Corporation and a grant of an Option to acquire 0.28% of the outstanding Shares as at the date of the employment agreement, which Options shall vest equally over a three year period.

Further, the Hefferon Agreement provides that, if Mr. Hefferon's employment is terminated by the Corporation without cause, the Corporation will be required to provide eighteen (18) months' notice or payment in lieu thereof. Further, in the event that Mr. Hefferon terminates the Hefferon Agreement for good reason, Mr. Hefferon will be entitled to receive a payment equal to eighteen (18) months of the base salary. In addition, in each of the foregoing circumstances, all of the Options held by Mr. Hefferon will automatically vest and eligibility for participation in certain prior period incentive-based plans, including the minimum annual bonus of \$25,000, may be retained. Assuming a triggering event had taken place on the last business day of the year ended December 31, 2019, the total amount payable to Mr. Hefferon would be \$525,000.

On August 22, 2017, the Corporation entered into an executive employment agreement with John Vandervelde, pursuant to which Mr. Vandervelde agreed to act as the Executive Vice-President and Chief Financial Officer of the Corporation (the "**Vandervelde Agreement**") for a term of three (3) years (which may be extended without further written agreement of the parties), in return for consideration comprising an annual salary of \$275,000, participation in benefit and incentive-based plans established by the Corporation and a grant of an Option to acquire 71,628 Shares as at the date of the employment agreement, which Options shall vest equally over a three year period.

Further, the Vandervelde Agreement provides that, if Mr. Vandervelde's employment is terminated by the Corporation without cause, the Corporation will be required to provide eighteen (18) months' notice or payment in lieu thereof. Further, in the event that Mr. Vandervelde terminates the Vandervelde Agreement for good reason, Mr. Vandervelde will be entitled to receive a payment equal to eighteen (18) months of the base salary. In addition, in each of the foregoing circumstances, all of the Options held by Mr. Vandervelde will automatically vest and eligibility for participation in certain prior period incentive-based plans may be retained. Assuming a triggering event had taken place on the last business day of the year ended December 31, 2019, the total amount payable to Mr. Vandervelde would be \$412,500.

In addition to the foregoing, each of the foregoing Named Executive Officers above have agreed that if they resign from their employment, they will not compete with the Corporation for an agreed period.

Oversight and Description of Director and NEO Compensation

Objectives and Philosophy of the Compensation Program

The overall compensation program is intended to attract and retain competent, committed individuals who will ensure the long-term success of the Corporation by rewarding performance and contributions to the achievement of corporate goals and objectives. The Corporation strives to maintain alignment between the interests of Shareholders with those of executives and key employees.

Criteria for Compensation

The compensation policy is based largely upon the market value of the type of job the individual performs, the experience, skills, knowledge and responsibilities of the individual and their level of individual performance.

Elements of Compensation and Determination of Amounts for each Element

The Corporation strives to provide a competitive compensation package, with a direct link to corporate performance, by emphasizing the components of cash and stock options to motivate highly qualified personnel. To this end, the Corporation compensates its executive officers through base salary and the award of Options to acquire Shares under the Stock Option Plan, all at levels which the Corporation believes are reasonable in light of the performance of the Corporation under the leadership of the executive officers.

Base Salary

Base salary is intended to compensate core competencies in the executive role relative to skills, level of responsibility, industry experience, individual performance and contribution to the growth of the Corporation. Base salary provides fixed compensation determined by reference to competitive market information. Base salaries for executive officers are reviewed by the Board to ensure they are appropriate to protect the ability of the Corporation to hire and retain key personnel.

Options

Long-term equity-based incentive compensation through the granting of Options is an important element of the compensation policy because it rewards long-term performance by allowing executive officers and employees to participate in the long-term market appreciation of the Shares and the overall growth of the Corporation. The Board believes that the granting of Options is required for the Corporation to be competitive from a total remuneration standpoint and to encourage retention. The granting of Options also promotes the alignment of interests of shareholders and executives.

With respect to the granting of Options, the Board reviews the recommendation of the Chief Executive Officer regarding Option awards. The Chief Executive Officer bases his decision upon the seniority, level of responsibility and the contribution of each individual toward the Corporation's goals and objectives. Consideration is also given to the overall number of Options that are outstanding relative to the number of outstanding Shares in determining whether to make any new grants of Options.

Benefits

The Named Executive Officers are eligible to participate in the same benefits as offered to all full-time employees. The Corporation does not view these benefits as a significant element of its compensation structure but does believe that they can be used in conjunction with base salary to attract, motivate and retain individuals in a competitive environment.

Assessment of Compensation

The compensation of the CEO is determined by the Board and the compensation for all other executive officers is determined by the Board after consideration of the recommendations of the CEO. The Corporation recognizes that past and future success of the Corporation relies on its people and strives to foster compensation packages that promote the attraction, retention and development of quality personnel. Although salaries have historically been significantly below market, total compensation of executive officers is targeted to be competitive against similarly sized companies within the industry.

Director Compensation

The Compensation Committee is responsible for reviewing and recommending the level of non-executive director compensation to the Board for approval, ensuring that director remuneration is reflective of the responsibilities and time commitment required, competitive with the Corporation's peer group, and sufficient to attract and retain qualified directors. The Compensation Committee reviews publicly disclosed compensation and general trends, as well as average director compensation of corporations with similar market capitalization, but does not use a specific benchmark as a guideline.

Pension Plan Benefits

The Corporation does not have any pension plans that provide for payments or benefits to the directors or Named Executive Officers at, following, or in connection with retirement, including any defined benefits plan or any defined contribution plan. The Corporation does not have a deferred compensation plan with respect to any director or Named Executive Officer.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As at the end of the Corporation's most recently completed financial year, the following Shares were authorized for issuance under equity compensation plans:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	3,513,828	\$1.88	588,603
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	3,513,828	\$1.88	588,603

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, there is no indebtedness outstanding of any current or former director, executive officer or employee of the Corporation or any of its subsidiaries which is owing to the Corporation or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise

No individual is, or at any time during the most recently completed financial year of the Corporation was, a director or executive officer of the Corporation, and no proposed nominee for election as a director of the Corporation, or any associate of any such director, executive officer or proposed nominee: (i) is or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to the Corporation or any of its subsidiaries, or (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, the

subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

CORPORATE GOVERNANCE

General

The Board monitors various changes and proposed changes and, where appropriate amends its corporate governance practices to align itself with these changes. In that regard, the Board believes that the Corporation's practices are consistent with most corporate governance rules and guidelines.

Board of Directors

The Board is currently comprised of seven (7) directors, five (5) of whom are independent and two (2) of whom who are not independent.

Marc Bertrand, Lawrence Chernin, Michael Cosentino, David Richards and Stuart Snyder are each independent in that they do not have a direct or indirect material relationship with the Corporation or one which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgement. Michael Hirsh and Frederick Seibert are officers of the Corporation and are not considered to be independent.

Former directors, Messrs. Graham and Ezrin each resigned as directors effective February 19, 2020. Mr. Hendry resigned as a director effective April 30, 2020. In connection with the resignations of these former directors, Messrs. Chernin, Richards and Snyder were each appointed to the Board on February 19, 2020, by the remaining directors of the Corporation and each are standing as nominees for election to the Board at the Meeting; each of these three (3) individuals is independent. If they are elected, the Board will be continue to be comprised of seven (7) directors, five (5) of whom will be independent and two (2) of whom will not be independent.

The Board examines its size annually to determine whether the number of directors is appropriate. In that regard, the Board believes that maintaining the current size of the Board will provide a diversity of views and experience while maintaining efficiency. The Board believes that the proposed composition of the Board fairly represents the interests of shareholders.

Directorships

Certain of the current directors of the Corporation are also directors of other reporting issuers, as follows:

Director	Other Reporting Issuer
Marc Bertrand	The Green Organic Dutchman Holdings Ltd. (TSX)

Mandate of the Board of Directors

The Board has adopted a written mandate, which has been filed under the Corporation's profile on SEDAR at www.sedar.com. The Board carries out its responsibilities both directly and through the Audit Committee, which operates under a written committee mandate approved by the Board. The Board has adopted several governance policies as described elsewhere in this section. The Board meets regularly on a quarterly basis and holds additional meetings as required to deal with the Corporation's business. Independent directors also meet regularly on a quarterly basis, without the presence of management.

Position Descriptions

The Board has not developed written position descriptions for the Chairman or the Chair of any committee of the Board. While the Board has not developed a written position description for each such position, the Board delineates the roles and responsibilities for each such position through ongoing communications among board members that occur with respect to such roles.

Orientation and Continuing Education

New Board members receive an information package which includes reports on operations and results, the Corporation's policies and committee mandates and public disclosure filings by the Corporation. Board committee meetings are sometimes held at the Corporation's offices and are combined with presentations by the Corporation's management and employees to give the directors of the Corporation additional insight into the Corporation's business. In addition, management of the Corporation makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

In addition, the Corporation entered into an agreement that provides, among other things, that for so long as Frederick Seibert directly or indirectly holds at least ten percent (10%) of the issued and outstanding Shares of the Corporation, Frederick Seibert will have the right to nominate one (1) nominee for election to the Board as part of the 'management slate' of nominees at each meeting of the Corporation's shareholders at which directors are to be elected.

In addition, the Corporation entered into an agreement that provides, among other things, that Michael Hirsh shall have the right to nominate one member of the Board as part of the management slate of nominees at each meeting of the Corporation's shareholders at which directors are to be elected for so long as Michael Hirsh acts as the Chief Executive Officer of the Corporation.

Compensation

The Board considers recommendations made by the Compensation Committee in ultimately determining compensation for the directors and officers of the Corporation. To assist the Board in fulfilling its mandate, the Compensation Committee regularly reviews the adequacy and form of director and officer compensation by reviewing peer group benchmarks and compensation trends and also considers the achievement of performance objectives over the performance period.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management of the Corporation and the strategic direction and processes of the Board and committees.

Board Committees

The Board has established the Audit Committee, the Compensation Committee and the Corporate Governance Committee. Membership on the committees is through appointment by the Board.

Audit Committee

The Audit Committee is currently comprised of David Richards (Chair), Marc Bertrand and Stuart Snyder. Each of the three (3) members of the Audit Committee is financially literate and an independent director within the meaning of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

The Audit Committee is responsible for the oversight of financial reporting, internal controls and public disclosure documents. The Audit Committee also recommends the appointment of the Corporation's external auditors, reviews the annual audit plan and auditor compensation, approves non-audit services provided by the external auditor, reviews hiring policies regarding former staff and auditors and evaluates the risk management procedures and systems.

Please see Schedule “B” of this Information Circular for a copy of the Audit Committee's charter.

Mr. Richards is a CPA.CA and, amongst other positions, is Managing Director, Network Capital Inc., an investment company. He has extensive experience as an entrepreneur, Audit Committee Chair as well as a former senior partner with international accounting firms.

Mr. Bertrand is an experienced business executive, recently acting as Chief Executive Officer of MEGA Brands Inc., a Toronto Stock Exchange listed company, from 2002 through 2014. As the Chief Executive Officer of MEGA Brands Inc., Mr. Bertrand was closely involved with the review and evaluation of the financial affairs of MEGA Brands Inc. More recently, Mr. Bertrand has served as President of Phaztoo Inc. Mr. Bertrand has extensive executive level experience in managing and advising businesses.

Mr. Snyder is Founder and President of Snyder Media Group, LLC., providing strategic guidance to media and start-up companies. He was formerly President and COO of the Animation, Young Adults and Kids Media division of Turner Broadcasting. Mr. Snyder has extensive executive level experience in managing and advising businesses, from small businesses to international conglomerates.

(a) Pre-Approval Policies and Procedures of Non-Audit Services

The Audit Committee has within the charter of the Audit Committee, adopted specific responsibilities and duties regarding the provision of services by the registrant's external auditors, currently KPMG LLP. This charter requires Audit Committee pre-approval of all permitted audit and audit-related services. Any non-audit services must be submitted to the Audit Committee for review and approval. Under the charter, all permitted services to be provided by KPMG LLP must be pre-approved by the Audit Committee.

(b) External Auditor Service Fees

The aggregate fees billed for professional services rendered by KPMG LLP for the years ended December 31, 2019 and December 31, 2018 are, as follows:

<i>Years ended December 31</i>	2019	2018
Audit fees ⁽¹⁾	\$333,000	\$456,000
Audit-related fees ⁽²⁾	\$Nil	\$Nil
Tax services	\$105,662	\$71,646
All other fees	\$Nil	\$Nil
Total⁽³⁾	\$438,662	\$527,646

Notes:

- (1) Audit fees were for professional services rendered by the auditors for the audit of the Corporation's annual consolidated financial statements as well as services provided in connection with statutory and regulatory filings.
- (2) Audit-related fees are for services related to performance of limited procedures performed by the Corporation's auditors.
- (3) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Corporation's behalf. These additional costs are not material as compared to the total professional services fees for each year.

The Audit Committee considered and concluded that the provision by the external auditors of such audit, audit-related, tax and other services, as were provided to the Corporation in 2019 and 2018, is compatible with maintaining their independence.

(c) Exemption

In preparing this disclosure, the Corporation is relying on the exemption in section 6.1 of NI 52-110.

Compensation Committee

The Compensation Committee is currently comprised of Stuart Snyder (Chair) and Marc Bertrand. Both members are independent directors of the Corporation.

The role of the Compensation Committee is to: (i) establish a remuneration and benefits plan for directors, and senior management of the Corporation and its affiliates; (ii) review the adequacy and form of compensation of directors and senior management; and (iii) establish a plan of succession for the Chief Executive Officer (CEO); (iv) undertake the performance evaluation of the CEO in consultation with the Chairman of the Board; and (v) make recommendations to the Board.

Corporate Governance Committee

The Corporate Governance Committee is currently comprised of Lawrence Chernin (Chair), Stuart Snyder and David Richards. All three (3) members are independent directors of the Corporation.

The role of the Corporate Governance Committee is to: (i) develop and monitor the effectiveness of the Corporation's system of corporate governance; (ii) establish procedures for the identification of new nominees to the Board and lead the candidate selection process; (iii) develop and implement orientation procedures for new directors; (iv) assess the effectiveness of directors, the Board and the various committees of the Board; and (v) ensure appropriate corporate governance and the proper delineation of the roles, duties and responsibilities of management, the Board, and its committees.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any nominee for election as a director, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors. Certain directors and officers of the Corporation, and their affiliates, own or control, directly or indirectly, Shares. See "*Matters to be Acted on at the Meeting – Election of Directors*". All of the directors and officers may receive Options pursuant to the Stock Option Plan. See "*Matters to be Acted on at the Meeting – Approval of Stock Option Plan*".

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular, management of the Corporation is not aware of any material interest, direct or indirect, of any informed person or proposed director of the Corporation or any associate or affiliate of any such persons in any transaction since the commencement of the most recently

completed financial year or in any proposed transaction, which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of this Information Circular, an "informed person" means: (a) a director or officer of the Corporation; (b) a director or officer of a person or company that is itself an informed person; or (c) any person or company who beneficially owns, directly or indirectly, and/or exercises control or direction over voting securities of the Corporation carrying more than ten percent (10%) of the voting rights attaching to all outstanding voting securities of the Corporation.

Pursuant to the terms and conditions of the Corporation's amended and restated purchase agreement (the "**Bell Purchase Agreement**") and option agreement with Bell Media Inc. ("**Bell Media**"), Bell Media conveyed a broadcasting license for a Category B specialty service to Wow Unlimited Networks Inc., a wholly-owned subsidiary of the Corporation, in exchange for the issuance of an aggregate of 3,433,446 common voting shares in the capital of the Corporation. In connection with entering into the Bell Purchase Agreement, the Corporation and Bell Media entered into, among other things an investor rights agreement (the "**Investor Rights Agreement**") pursuant to which Bell Media was granted the right to nominate one (1) individual to the Board at each annual meeting of Shareholders, until the date on which Bell Media beneficially owns or exercises control or direction over less than five percent (5%) of the Shares then outstanding (calculated on a non-diluted basis and subject to adjustment to reflect any subdivision, stock split or consolidation). In connection with the Investor Rights Agreement, Bell Media named Michael Cosentino as its nominee. On November 15, 2018, Michael Cosentino was appointed to the Board.

REGISTRAR AND TRANSFER AGENT

Computershare is the transfer agent and registrar of the Corporation at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

MANAGEMENT CONTRACTS

Management functions of the Corporation and its subsidiaries are performed by the directors and executive officers of the Corporation and are not to any substantial degree performed by any other person. The Corporation and its subsidiaries has entered into employment and consulting agreements with certain of their respective officers.

GENERAL

All matters referred to herein for approval by the Shareholders require a majority of the votes cast by Shareholders at the Meeting through the teleconference platform or represented by proxy at the Meeting. The contents and the sending of this Information Circular have been approved by the directors of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is filed under the Corporation's profile on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's annual audited consolidated financial statements for the fiscal year ended December 31, 2019, the report of the auditors thereon and the accompanying management's discussion and analysis ("**MD&A**"). Securityholders of the Corporation may request a copy of such financial statements and MD&A by contacting the Corporation at investor@rainmaker.com, telephone number: (604) 714-2600. Copies of documents will be provided free of charge to securityholders of the Corporation who request copies of such documents. The Corporation may require the payment of a reasonable charge from any person or company who is not a securityholder of the Corporation, who requests a copy of any such document.

SCHEDULE "A"

WOW UNLIMITED MEDIA INC.

STOCK OPTION PLAN

1. Purpose

The purpose of the Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation or any of its subsidiaries to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract to and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

2. Definitions and Interpretation

When used in this Plan, unless there is something in the subject matter or context inconsistent therewith, the following words and terms shall have the respective meanings ascribed to them as follows:

- (a) "**Blackout Expiry Date**" has the meaning ascribed thereto in Section 12;
- (b) "**Blackout Period**" means a period of time during which the Optionee cannot exercise an Option, or sell the Common Shares issuable pursuant to an exercise of Options, due to applicable policies of the Corporation in respect of insider trading;
- (c) "**Board of Directors**" means the board of directors of the Corporation;
- (d) "**Common Shares**" means the common shares or, if applicable, the common voting shares, variable voting shares and non-voting common shares, in the capital of the Corporation;
- (e) "**Corporation**" means WOW Unlimited Media Inc. and any successor corporation and any reference herein to action by the Corporation means action by or under the authority of its Board of Directors or a duly empowered committee appointed by the Board of Directors;
- (f) "**Exchange**" means the TSX Venture Exchange or any other stock exchange on which the Common Shares are listed;
- (g) "**Exchange Policies**" means the policies of the Exchange, including those set forth in the Corporate Finance Manual of the Exchange;
- (h) "**Insider**" has the meaning ascribed thereto in Exchange Policies;
- (i) "**Market Price**" means the last per share closing price for the common shares or, if applicable, the common voting shares, of the Corporation, on the Exchange before the date of grant of an Option under the Exchange Policies;

- (j) "**Option**" means an option granted by the Corporation to an Optionee entitling such Optionee to acquire a designated type and number of Common Shares from treasury at a price determined by the Board of Directors;
- (k) "**Option Period**" means the period determined by the Board of Directors (subject to the rules of the Exchange or other regulatory body having jurisdiction) during which an Optionee may exercise an Option, not to exceed a period of ten (10) years from the date the Option is granted;
- (l) "**Optionee**" means a person who is a director, officer, employee, consultant or other personnel of the Corporation or a subsidiary of the Corporation; a corporation wholly-owned by such persons; or any other individual or body corporate who may be granted an option pursuant to the requirements of the Exchange, who is granted an Option pursuant to this Plan;
- (m) "**Plan**" shall mean the Corporation's incentive stock option plan as embodied herein and as from time to time amended; and
- (n) "**Security Based Compensation Arrangements**" means: (i) stock option plans for the benefit of employees, insiders, service providers or any one of such groups; (ii) individual stock options granted to employees, service providers or insiders if not granted pursuant to a plan previously approved by the Corporation's shareholders; (iii) stock purchase plans where the Corporation provides financial assistance or where the Corporation matches the whole or a portion of the securities being purchased; (iv) stock appreciation rights involving issuances by the Corporation of securities from treasury; (v) any other compensation or incentive mechanism involving the issuance or potential issuances of securities of the Corporation; and (vi) security purchases from treasury by an employee, insider or service provider which is financially assisted by the Corporation by any means whatsoever, but for greater certainty does not involve compensation arrangements which do not involve the issuance or potential issuance of securities from the Corporation's treasury.

Capitalized terms in the Plan that are not otherwise defined herein shall have the meaning set out in the Exchange Policies, including without limitation "Consultant", "Employee", "Insider", "Investor Relations Activities", "Management Company Employee", "Tier 1 Issuer" and "Tier 2 Issuer".

Wherever the singular or masculine is used in this Plan, the same shall be construed as meaning the plural or feminine or body corporate and vice versa, where the context or the parties so require.

3. Administration

The Plan shall be administered by the Board of Directors. The Board of Directors shall have full and final discretion to interpret the provisions of the Plan and to prescribe, amend, rescind and waive rules and regulations to govern the administration and operation of the Plan. All decisions and interpretations made by the Board of Directors shall be binding and conclusive upon the Corporation and on all persons eligible to participate in the Plan, subject to shareholder approval if required by the Exchange. Notwithstanding the foregoing or any other provision contained herein, the Board of Directors shall have the right to delegate the administration and operation of the Plan

to a special committee of directors appointed from time to time by the Board of Directors, in which case all references herein to the Board of Directors shall be deemed to refer to such committee.

4. Eligibility

The Board of Directors may at any time and from time to time designate those Optionees who are to be granted an Option pursuant to the Plan and grant an Option to such Optionee. Subject to Exchange Policies and the limitations contained herein, the Board of Directors is authorized to provide for the grant and exercise of Options on such terms (which may vary as between Options) as it shall determine. No Option shall be granted to any person except upon recommendation of the Board of Directors. A person who has been granted an Option may, if he is otherwise eligible and if permitted by Exchange Policies, be granted an additional Option or Options if the Board of Directors shall so determine. Subject to Exchange Policies, the Corporation shall represent that the Optionee is a bona fide Employee, Consultant or Management Company Employee (as such terms are defined in Exchange Policies) in respect of Options granted to such Optionees.

5. Participation

Participation in the Plan shall be entirely voluntary and any decision not to participate shall not affect an Optionee's relationship or employment with the Corporation.

Notwithstanding any express or implied term of this Plan or any Option to the contrary, the granting of an Option pursuant to the Plan shall in no way be construed as conferring on any Optionee any right with respect to continuance as a director, officer, employee or consultant of the Corporation or any subsidiary of the Corporation.

Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director or officer of or a consultant to the Corporation or any of its subsidiaries, where the Optionee at the same time becomes or continues to be a director, officer or full-time employee of or a consultant to the Corporation or any of its subsidiaries.

Options will not be granted to an officer, employee or consultant of the Corporation, unless such Participant is a *bona fide* officer, employee or consultant of the Corporation.

No Optionee shall have any of the rights of a shareholder of the Corporation in respect to Common Shares issuable on exercise of an Option until such Common Shares shall have been paid for in full and issued by the Corporation on exercise of the Option, pursuant to this Plan.

6. Shares Subject to Options

The number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Plan at any time plus the number of Common Shares reserved for issuance under all other Security Based Compensation Arrangements, including outstanding incentive stock options otherwise granted by the Corporation, shall not exceed ten percent (10%) of the issued and outstanding Common Shares on a non-diluted basis at any time, and such aggregate number of Common Shares shall automatically increase or decrease as the number of issued and outstanding Common Shares changes. Unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are listed to exceed such threshold, the Options granted under the Plan together with all of the Corporation's other previously established stock option plans or grants, shall not result at any time in:

- (a) the number of Common Shares issuable to insiders at any time pursuant to the Plan and all other Security Based Compensation Arrangements shall not exceed ten percent (10%) of the issued and outstanding Common Shares;
- (b) the number of Common Shares issued to insiders within a one (1) year period pursuant to the Plan and all other Security Based Compensation Arrangements shall not exceed ten percent (10%) of the issued and outstanding Common Shares; and
- (c) the number of Common Shares issuable within one (1) year pursuant to the Plan and all other established or proposed Security Based Compensation Arrangements, to any one insider and such insider's associates shall not exceed five percent (5%) of the outstanding Common Shares.

Subject to Exchange Policies, the aggregate number of Common Shares reserved for issuance to any one (1) Optionee under Options granted in any twelve (12) month period shall not exceed five percent (5%) of the issued and outstanding Common Shares determined at the date of grant (or two percent (2%) of the issued and outstanding Common Shares in the case of an Optionee who is a Consultant or an Employee conducting Investor Relations Activities (as such terms are defined in Exchange Policies)).

Appropriate adjustments shall be made as set forth in Section 15 hereof, in both the number of Common Shares covered by individual grants and the total number of Common Shares authorized to be issued hereunder, to give effect to any relevant changes in the capitalization of the Corporation.

If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unpurchased Common Shares subject thereto shall again be available for the purpose of the Plan.

7. Option Agreement

A written agreement will be entered into between the Corporation and each Optionee to whom an Option is granted hereunder, which agreement will set out the type and number of Common Shares subject to option, the exercise price and any other terms and conditions approved by the Board of Directors, all in accordance with the provisions of this Plan (herein referred to as the "**Stock Option Agreement**"). The Stock Option Agreement will be in such form as the Board of Directors may from time to time approve, and may contain such terms as may be considered necessary in order that the Option will comply with any provisions respecting options in the income tax or other laws in force in any country or jurisdiction of which the Optionee may from time to time be a resident or citizen or the rules of any regulatory body having jurisdiction over the Corporation.

8. Option Period and Exercise Price

Except as set forth in Section 12 hereof, each Option and all rights thereunder shall be expressed to expire on the date set out in the respective Stock Option Agreement, which shall be the date of the expiry of the Option Period (the "**Expiry Date**"), subject to earlier termination as provided in Sections 10 and 11 hereof.

Subject to Exchange Policies and any limitations imposed by any relevant regulatory authority, the exercise price of an Option granted under the Plan shall be as determined by the Board of Directors

when such Option is granted and shall be an amount at least equal to the Market Price of the Common Shares.

9. Exercise of Options

An Optionee shall be entitled to exercise an Option granted to him at any time prior to the expiry of the Option Period, subject to Sections 10 and 11 hereof, the tax withholding obligations set out below and to vesting limitations which may be imposed by the Board of Directors at the time such Option is granted. Subject to Exchange Policies, the Board of Directors may, in its sole discretion, determine the time during which an Option shall vest and the method of vesting, or that no vesting restriction shall exist.

The exercise of any Option will be conditional upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Common Shares in respect of which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Common Shares with respect to which the Option is being exercised.

Upon exercise of an Option, the Optionee will, upon notification of the amount due and prior to or concurrently with the delivery of the certificates representing the Common Shares, pay to the Corporation amounts necessary to satisfy applicable withholding tax requirements or will otherwise make arrangements satisfactory to the Corporation for such requirements. In order to implement this provision, the Corporation or any related corporation will have the right to retain and withhold from any payment of cash or Common Shares under this Plan the amount of taxes required to be withheld or otherwise deducted and paid in respect of such exercise. At its discretion, the Corporation may require an Optionee receiving Common Shares upon the exercise of an Option to reimburse the Corporation for any such taxes required to be withheld by the Corporation and withhold any distribution to the Optionee in whole or in part until the Corporation is so reimbursed. In lieu thereof, the Corporation will have the right to withhold from any cash amount due or to become due from the Corporation to the Optionee an amount equal to such taxes.

Common Shares shall not be issued pursuant to the exercise of an Option unless the exercise of such Option and the issuance and delivery of such Common Shares pursuant thereto shall comply with all relevant provisions of applicable securities law, and the requirements of any stock exchange or consolidated stock price reporting system on which prices for the Common Shares are quoted at any given time. As a condition to the exercise of an Option, the Corporation may require the person exercising such Option to represent and warrant at the time of any such exercise that the Common Shares are being purchased only for investment and without any present intention to sell or distribute such Common Shares if, in the opinion of counsel for the Corporation, such a representation is required by law.

10. Ceasing to be a Director, Officer, Employee or Consultant

If an Optionee ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than death, the Optionee may, but only within thirty (30) days after the Optionee's ceasing to be a director, officer, employee or consultant (or thirty (30) days in the case of an Optionee engaged in Investor Relations Activities) or prior to the expiry of the Option Period, whichever is earlier, exercise any Option held by the Optionee, but only to the extent that the Optionee was entitled to exercise the Option at the date of such cessation. For greater certainty,

any Optionee who is deemed to be an employee of the Corporation pursuant to any medical or disability plan of the Corporation shall be deemed to be an employee for the purposes of the Plan.

11. Death of Optionee

In the event of the death of an Optionee, the Option previously granted to him shall be exercisable within one (1) year following the date of the death of the Optionee or prior to the expiry of the Option Period, whichever is earlier, and then only:

- (a) by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution, or by the Optionee's legal personal representative; and
- (b) to the extent that the Optionee was entitled to exercise the Option at the date of the Optionee's death.

12. Blackout Periods

Notwithstanding anything else contained herein, if the expiration date for an Option occurs during a Blackout Period applicable to the relevant Optionee, or within ten (10) business days after the expiry of a Blackout Period applicable to the relevant Optionee, then the expiration date for that Option (the "**Blackout Expiry Date**") shall be the date that is the tenth business day after the expiry date of the Blackout Period. This Section 12 applies to all Options outstanding under this Plan. The Blackout Expiry Date for an Option may not be amended by the Board without the approval of the holders of Common Shares in accordance with Section 17 of the Plan.

13. Optionee's Rights Not Transferable

No right or interest of any Optionee in or under the Plan is assignable or transferable, in whole or in part, either directly or by operation of law or otherwise in any manner except by bequeath or the laws of descent and distribution, subject to the requirements of the Exchange, or as otherwise allowed by the Exchange.

Subject to the foregoing, the terms of the Plan shall bind the Corporation and its successors and assigns, and each Optionee and his heirs, executors, administrators and personal representatives.

14. Takeover or Change of Control

The Board of Directors shall have the power, in the event of:

- (a) any disposition of all or substantially all of the assets of the Corporation, or the dissolution, merger, arrangement, reorganization, amalgamation or consolidation of the Corporation with or into any other corporation or of such corporation into the Corporation, or any similar transaction, or
- (b) any change in control of the Corporation,

to make such arrangements as it shall deem appropriate for the exercise of outstanding Options or continuance of outstanding Options, including without limitation, to amend any Stock Option Agreement to permit the exercise of any or all of the outstanding Options prior to the completion of

any such transaction. If the Board of Directors shall exercise such power, the Option shall be deemed to have been amended to permit the exercise thereof in whole or in part by the Optionee at any time or from time to time as determined by the Board of Directors prior to the completion of such transaction.

15. Anti-Dilution of the Option

In the event of:

- (a) any subdivision, re-division or change of the Common Shares at any time during the term of the Option into a greater number of Common Shares, the Corporation shall deliver, at the time of any exercise thereafter of the Option, such number of Common Shares as would have resulted from such subdivision, re-division or change if the exercise of the Option had been made prior to the date of such subdivision, re-division or change;
- (b) any consolidation or change of the Common Shares at any time during the term of the Option into a lesser number of Common Shares, the number of Common Shares deliverable by the Corporation on any exercise thereafter of the Option shall be reduced to such number of Common Shares as would have resulted from such consolidation or change if the exercise of the Option had been made prior to the date of such consolidation or change;
- (c) any reclassification of the Common Shares at any time outstanding or change of the Common Shares into other shares, or in case of the consolidation, amalgamation or merger of the Corporation with or into any other corporation (other than a consolidation, amalgamation or merger which does not result in a reclassification of the outstanding Common Shares or a change of the Common Shares into other shares), or in case of any transfer of the undertaking or assets of the Corporation as an entirety or substantially as an entirety to another corporation, at any time during the term of the Option, the Optionee shall be entitled to receive, and shall accept, in lieu of the number of Common Shares to which he was theretofore entitled upon exercise of the Option, the kind and amount of shares and other securities or property which such holder would have been entitled to receive as a result of such reclassification, change, consolidation, amalgamation, merger or transfer if, on the effective date thereof, he had been the holder of the number of Common Shares to which he was entitled upon exercise of the Option.

Adjustments shall be made successively whenever any event referred to in this section shall occur. For greater certainty, the Optionee shall pay for the number of shares, other securities or property as aforesaid, the amount the Optionee would have paid if the Optionee had exercised the Option prior to the effective date of such subdivision, re-division, consolidation or change of the Common Shares or such reclassification, consolidation, amalgamation, merger or transfer, as the case may be.

16. Costs

The Corporation shall pay all costs of administering the Plan.

17. Termination and Amendment

Subject to the exceptions set out below, the Board of Directors of the Corporation may at any time or from time to time, in its sole discretion amend, suspend or terminate the Plan or any Option Agreement, or any portion thereof, and may do so without shareholder approval, subject to those provisions of applicable law, if any, that require the approval of shareholders or any governmental regulatory body. Without limiting the generality of the foregoing, the Board of Directors of the Corporation may make the following types of amendments to the Plan or any Option Agreement without seeking shareholder approval:

- (a) amendments of a housekeeping nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Plan or Option Agreement or to correct or supplement any provision of the Plan that is inconsistent with any provision of the Plan or Option Agreement;
- (b) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the Exchange);
- (c) amendments necessary in order for awards to qualify for favourable treatment under applicable taxation laws;
- (d) amendments respecting administration of the Plan;
- (e) any amendment regarding the terms and conditions in which vesting occurs in respect of Options granted pursuant to the Plan, including the acceleration of vesting in any Option Agreement;
- (f) amendments necessary to suspend or terminate Options, Option Agreements or the Plan in accordance with applicable law; and
- (g) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

Shareholder approval will be required for the following types of amendments:

- (h) amendments to the number of Common Shares issuable under the Plan;
- (i) amendments that increase the percentage of Common Shares reserved for issuance and issuable to Insiders of the Corporation as set out in Sections 6(a), 6(b) or 6(c) hereof will require disinterested shareholder approval;
- (j) any amendment regarding the terms and conditions in respect of the Option Price of Options granted pursuant to the Plan, and in the case of a reduction of the Option Price of outstanding Options disinterested shareholder approval will be required;
- (k) any amendment regarding the extension of the Expiry Date as set out in the applicable Option Agreement in respect of Options granted pursuant to the Plan;
- (l) any amendment that permits Options granted pursuant to the Plan to become transferrable or assignable, other than for normal estate planning purposes;
- (m) any amendment to the amendment provisions of the Plan as set out in this Section 17; and

- (n) amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the Exchange).

18. Applicable Law

This Plan shall be governed by, administered and construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

19. Effective Date

This Plan shall become effective as of and from, and the effective date of the Plan shall be the date approved at a meeting of shareholders, subject to receipt of all necessary regulatory approvals.

SCHEDULE "B"
AUDIT COMMITTEE CHARTER
OF
WOW UNLIMITED MEDIA INC.

Approved by the Board of Directors on
August 11, 2008

AUDIT COMMITTEE CHARTER

The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of WOW Unlimited Media Inc. (the "**Company**"). The role of the Committee is to provide oversight of the Company's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company's external auditor is ultimately accountable to the Board and the Committee as representatives of the Company's shareholders.

(i) Duties and Responsibilities

External Auditor

- To recommend to the Board, for shareholder approval, an external auditor to examine the Company's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.
- To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
- To obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.
- To review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company's financial statements:

- (1) no member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - (2) no former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 - (3) the Chief Financial Officer (the "**CFO**") must approve all office hires from the external auditor; and,
 - (4) the CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
- To ensure that the head audit partner assigned by the external auditor to the Company, as well as the audit partner charged with reviewing the audit of the Company, are changed at least every five (5) years.
 - To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.

Financial Information and Reporting

- To review the Company's annual audited financial statements with the Chief Executive Officer (the "**CEO**") and CFO, and then the full Board. The Committee will review the interim financial statements with the CEO and CFO.
- To review and discuss with management and the external auditor, as appropriate:
 - (1) the annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and,
 - (2) earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.
- To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
- To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CEO or CFO must review with the Committee the substance of any presentations to analysts, investors or rating agencies that contain a change in strategy or outlook.

Oversight

- To review the internal audit staff functions, including:

- (1) the purpose, authority and organizational reporting lines;
 - (2) the annual audit plan, budget and staffing; and
 - (3) the appointment and compensation of the controller, if any.
- To review, with the CFO and others, as appropriate, the Company's internal system of audit controls.
 - To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
 - To meet at least annually with management (including the CFO), and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
 - In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

Whistleblower Policy

- To establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(ii) Membership

- The Committee shall consist solely of three (3) or more persons, each of whom the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.
- Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

(iii) Procedures

- The Board shall appoint one of the members of the Committee as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- The Chair will appoint a secretary (the "**Secretary**") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all of the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
- The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.
- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of Amalgamation of the Company or otherwise determined by resolution of the Board.
- The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
- The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- The Committee has the authority to communicate directly with the external auditors.

Reports

The Committee shall produce the following reports and provide them to the Board:

- (1) An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form

of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report; and

- (2) A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.