

**AMCOMRI ENTERTAINMENT INC.**  
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE THAT** the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (each, a “**Common Share**”) of Amcomri Entertainment Inc. (the “**Corporation**”) will be held in person on August 28, 2024, at 1:00 p.m. (Toronto time) at the offices of Norton Rose Fulbright Canada LLP at 222 Bay Street, Suite 3000, Toronto, ON M5K 1E7. At the Meeting, registered Shareholders and duly appointed proxyholders will have the opportunity to ask questions and vote on matters properly brought before the Meeting.

The Meeting is being held for the following purposes:

1. to receive and consider the audited consolidated annual financial statements of the Corporation as at and for the financial year ended December 31, 2023, together with the report of the auditors thereon and the interim consolidated financial statements of the Corporation as at and for the three (3) month period ended March 31, 2024;
2. to set the number of directors of the Corporation at eight (8) and to elect the directors of the Corporation to hold office until the earlier of the next annual meeting of the Corporation or the completion of the proposed Television Sale Transaction (as defined below);
3. conditional on and effective upon the completion of the Television Sale Transaction, to set the number of directors of the Corporation at three (3), as more particularly described in the accompanying management information circular dated July 28, 2024 (the “**Information Circular**”);
4. to elect the directors of the Corporation for the ensuing year;
5. to re-appoint MNP LLP as the auditors of the Corporation, to hold office until the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors;
6. to consider and, if thought advisable, pass, with or without variation, a special resolution (the “**Television Sale Transaction Resolution**”), the full text of which is set out under “*Approval of the Television Sale Transaction Resolution – Special Resolution Relating to the Television Sale Transaction*” in the Information Circular, approving the sale of all or substantially all of the assets of the Corporation to certain affiliates of Sphere Media Inc. in accordance with the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), as more particularly described in the Information Circular (the “**Television Sale Transaction**”);
7. to consider and, if thought advisable, pass, with or without variation, a special resolution (the “**Film Sale Transaction Resolution**”), the full text of which is set out under “*Approval of the Film Sale Transaction Resolution – Special Resolution Relating to the Film Sale Transaction*” in the Information Circular, approving, subject to and following the completion of the Television Sale Transaction, the sale by Trinity Pictures Distribution Limited (“**Trinity**”), a wholly-owned subsidiary of the Corporation, to Tropico Limited of: (i) the outstanding shares of 101 Films Limited, a wholly-owned subsidiary of Trinity; (ii) certain motion picture distribution assets of 101 Films International Limited, a wholly-owned subsidiary of Trinity; (iii) certain motion picture distribution assets related to the feature film distribution business of Amcomri Productions Limited (“**APL**”), a wholly-owned subsidiary of Trinity; and (iv) APL’s interest in Positivor Limited (collectively, the “**Film Business**”), as more particularly described in the Information Circular (the “**Film Sale Transaction**”);
8. to consider and, if thought advisable, pass, with or without variation:
  - (a) a special resolution, the full text of which is set out under “*Approval of the Return of Capital Resolution and the Dissolution Resolution – Special Resolution relating to the Return of*

*Capital*” in the Information Circular, approving, subject to the completion of the Television Sale Transaction, the distribution of the remaining assets of the Corporation, following the satisfaction of the liabilities of the Corporation, by way of a reduction of the stated capital of the Common Shares, as more particularly described in the Information Circular;

- (b) a special resolution, the full text of which is set out under “*Approval of the Return of Capital Resolution and the Dissolution Resolution – Special Resolution relating to the Dissolution*” in the Information Circular, approving, subject to the completion of the Television Sale Transaction, the voluntary dissolution of the Corporation in accordance with the BCBCA, as more particularly described in the accompanying Information Circular;
9. to consider and, if thought advisable, pass, with or without variation, a special resolution, the full text of which is set out under “*Approval of the Delisting Resolution – Special Resolution relating to the Delisting*” in the Information Circular, approving, subject to the completion of the Television Sale Transaction, the voluntary delisting of the Common Shares from Cboe Canada Inc., as more particularly described in the Information Circular; and
10. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Terms not defined herein are defined in the Information Circular. Shareholders should refer to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

A registered Shareholder may attend the Meeting in person or may be represented by a proxyholder. Shareholders who are unable to attend the Meeting are requested to date, sign and return the accompanying form of proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the proxy (or other form of proxy) and the accompanying Information Circular. The accompanying form of proxy will not be valid unless it is properly executed and deposited at the offices of Odyssey Trust Corporation, Trader’s Bank Building, 702, 67 Yonge Street, Toronto ON M5E 1J8 (Attention: Proxy Department), no later than 1:00 p.m. (Toronto time) on August 26, 2024 (or 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the commencement of the reconvened Meeting if the Meeting is adjourned or postponed). A person appointed as proxyholder need not be a Shareholder. The time limit for the deposit of proxies may be waived or extended by the chairman of the Meeting at his sole discretion, without notice.

A proxyholder has discretion under the accompanying form of proxy in respect of amendments or variations to matters identified in this Notice of Meeting and with respect to other matters that may properly come before the Meeting, or any adjournment(s) or postponement(s) thereof. As of the date hereof, management of the Corporation know of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through an intermediary, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on July 19, 2024 (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote their Common Shares at the Meeting on the basis of one (1) vote for each Common Share held.

To assist in making its recommendation regarding the Film Sale Transaction Resolution, the Corporation engaged Grant Thornton LLP (“**Grant Thornton**”) to prepare an independent formal valuation of the Film Business (the “**Valuation**”) in the manner prescribed by Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, which valuation, as at June 30, 2024, is in the range of

US\$760,000 to US\$950,000, with a mid-point value of US\$855,000. In addition to the Valuation, Grant Thornton has provided the Corporation with an independent fairness opinion (the “**Fairness Opinion**”) to the effect that, as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications set forth therein, the consideration to be received by Trinity in respect of the Film Business pursuant to the Film Purchase Agreement (as defined in the Information Circular) is fair, from a financial point of view, to the Shareholders.

Copies of the Valuation and the Fairness Opinion, which in each case should be read carefully and in their entirety, along with other relevant background information related to the involvement of Grant Thornton, have been included in the Information Circular.

Registered Shareholders have the right to dissent with respect to each of the Television Sale Transaction Resolution and the Film Sale Transaction Resolution (the “**Dissent Rights**”). Those registered Shareholders who validly exercise their Dissent Rights will be entitled to be paid fair value of their Common Shares. In order to validly exercise the Dissent Rights, registered Shareholders must strictly comply with the dissent procedures as set out in sections 237 to 247 of the BCBCA, a copy of which is attached to Information Circular as Appendix “A” and as more particularly described in the Information Circular.

**DATED** this 28<sup>th</sup> day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

*“Michèle Maheux”*

---

Michèle Maheux  
Lead Director