

REPORT PURSUANT TO  
PART 5 OF MULTILATERAL INSTRUMENT 62-104 TAKE-OVER BIDS AND ISSUER BIDS  
AND  
PART 7 OF OSC RULE 62-504 TAKE-OVER BIDS AND ISSUER BIDS

**1. Name and Address of Offeror:**

Fairfax Financial Holdings Limited  
95 Wellington Street West, Suite 800  
Toronto Ontario M5J 2N7

**2. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:**

Fairfax Financial Holdings Limited ("**Fairfax**") has agreed to amend the terms of its agreement (the "**Agreement**") with ZoomerMedia Limited ("**Zoomer**") announced on June 15, 2009 pursuant to which Fairfax would have acquired 176 million common shares of Zoomer. Pursuant to the amendment, Fairfax has agreed to acquire 44,025,901 common shares representing ownership of 17.67% of the total common shares that will be outstanding on closing and 131,974,099 non-voting Series 1 Class A Preference Shares (the "**Series 1 Shares**") representing ownership of 100% of the total Series 1 Shares, and 34.02% of the total Class A Preference Shares, that will be outstanding on the closing (the "**Transaction**"). The Transaction will close once all conditions have been met, which is expected to occur in the spring of 2010.

All Class A Preference Shares are non-voting. The Class A Preference Shares can be exchanged at the option of Fairfax or Zoomer into common shares of Zoomer at any time provided that upon such conversion Zoomer will continue to satisfy the requirements of the Canadian Radio-television Telecommunications Commission (the "**CRTC**") relating to foreign ownership. Each Class A Preference Share is exchangeable for 1 common share.

**3. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation:**

Fairfax currently does not own any common shares or Series 1 Shares of Zoomer. On closing of the Transaction (including concurrent transactions with Zoomer's President, Chief Executive Officer and majority shareholder, Moses Znaimer, which will result in the issuance of 24,094,970 common shares and 255,905,030 non-voting Series 2 Class A Preference Shares ("**Series 2 Shares**") to Mr. Znaimer), Fairfax would beneficially own and control 44,025,901 million common shares, representing 17.67% of the outstanding common shares of Zoomer (or 19.6% excluding from the number of outstanding common shares those shares to be issued to Mr. Znaimer on closing) and 131,974,099 Series 1

Shares representing 100% of the outstanding Series 1 Shares and 34.02% of the outstanding Class A Preference Shares. Upon conversion of all the Series 1 Shares (and assuming no conversion of any Series 2 Shares), Fairfax would beneficially own and control an aggregate of 176,000,000 common shares representing 46.21% of the outstanding common shares (or 49.3% excluding from the number of outstanding common shares those shares to be issued to Mr. Znaimer on closing).

**4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3, above, over which:**

- (a) **the Offeror, either alone or together with any joint actors, has ownership and control;**

See item 3 above.

- (b) **the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

N/A

- (c) **the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

N/A

**5. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place:**

The common shares and Series 1 Shares will be acquired from treasury by way of private placement.

**6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the reporting obligation:**

\$0.10 per common share and \$0.10 per Series 1 Share

**7. Purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

Fairfax is acquiring the common shares and Series 1 Shares for investment purposes. Fairfax continually reviews its investment alternatives and may purchase additional common shares or Series 1 Shares of Zoomer from time to time in accordance with applicable laws.

- 8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

The Agreement in connection with the Transaction provides for a number of conditions to the Transaction including amongst other things, the signing of a definitive subscription agreement, obtaining all necessary regulatory and other approvals, including approval by Zoomer's shareholders, and the concurrent closing of (i) the acquisition by Zoomer of certain television broadcast businesses of Vision TV: Canada's Faith Network/Réseau Religieux Canadian; and (ii) the sale to Zoomer of several media and real estate assets currently owned directly or indirectly by Mr. Znaimer (the "MZ Sale").

The Agreement was amended to ensure that the investment by Fairfax complies with the requirements of the CRTC relating to foreign investment. The amendments provide for the acquisition of securities of Zoomer by Fairfax as set forth in item 1 above.

- 9. Names of any joint actors in connection with the disclosure required herein:**

N/A

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the Offeror:**

\$17.6 million

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

See items 1-8 and 10 above.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:**

The common shares and Series 1 Shares will be acquired by Fairfax on the basis of an "accredited investor" exemption under National Instrument 45-106 – Prospectus and Registration Exemptions.

Dated at Toronto, Ontario the 6th day of November, 2009.

**FAIRFAX FINANCIAL HOLDINGS LIMITED**

*“Paul Rivett”*

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Name: Paul Rivett

Title: Vice President and Chief Legal Officer