

ZOOMERMEDIA LIMITED

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of ZoomerMedia Limited (the “**Corporation**”) will be held at 550 Queen Street East, Suite 150, Toronto, Ontario, M5A 1V2 on June 10, 2010, at the hour of 3:30 pm (Toronto time) for the following purposes:

1. To consider, and if deemed appropriate, to pass with or without variation a resolution to amend the articles of the Corporation to create non-voting Series 1 Class A preference shares and non-voting Series 2 Class A preference shares;
2. To consider, and if deemed appropriate, to pass with or without variation a resolution to approve the acquisition of the commercial property located at 64 Jefferson Avenue, Toronto, Ontario, as more particularly described in the accompanying information circular;
3. To consider, and if deemed appropriate, to pass with or without variation a resolution to approve the acquisition of all of the issued and outstanding shares in the capital of MZMedia Inc., as more particularly described in the accompanying information circular;
4. To consider, and if deemed appropriate, to pass with or without variation a resolution to amend the by-laws of the Corporation with respect to the residency of directors, as more particularly described in the accompanying information circular; and
5. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy and a management information circular. Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

DATED at Toronto, Ontario this 28th day of April, 2010.

BY ORDER OF THE BOARD

(Signed): “Moses Znaimer”
MOSES ZNAIMER - PRESIDENT AND
CHIEF EXECUTIVE OFFICER