

SWARMIO MEDIA HOLDINGS INC.

**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS NOTICE-AND-ACCESS
NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as Swarmio Media Holdings Inc. (the “**Corporation**”) has decided to use the “notice-and-access” method for delivery of meeting materials for its 2022 Annual General Meeting (“**Meeting**”) to its shareholders. This Notice of Meeting is prepared under the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under notice-and-access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the “**Circular**”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and will also reduce the cost of printing and mailing Meeting materials to shareholders.

MEETING DATE AND LOCATION

Date & Time: September 27, 2022 at 1:00 p.m. (Eastern)

Place: Virtual via Zoom Webinar
Registration required:
https://us02web.zoom.us/webinar/register/WN_4VKnOqTLQMWh87gR_06dhg

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

Number of Directors: Shareholders will be asked to set the number of directors of the Corporation at three (3). Additional information may be found in the “*Particulars of Matters to Be Acted Upon – 1. Number of Directors*” section of the Circular.

Election of Directors: Shareholders will be asked to elect the directors of the Corporation for the ensuing year. Additional information may be found in the “*Particulars of Matters to Be Acted Upon – 2. Election of Directors*” section of the Circular.

Appointment of Auditor: Shareholders will be asked to appoint Clearhouse LLP, Chartered Professional Accountants as the Corporation’s auditor for the fiscal year ending March 31, 2023, and to authorize the Corporation’s directors to fix the auditor’s remuneration. Additional information may be found in the “*Particulars of Matters to Be Acted Upon – 3. Appointment of Auditor*” section of the Circular.

Amendment of Stock Option Plan: Shareholders will be asked to consider, and if thought fit, to pass an ordinary resolution approving amendments to the Corporation’s Stock Option Plan. Additional information may be found in the “*Particulars of Matters to be Acted Upon – 4. Amendment to Stock Option Plan*” section of the Circular.

Amendment of RSU Plan: Shareholders will be asked to consider, and if thought fit, to pass an ordinary resolution approving amendments to the Corporation’s RSU Plan. Additional information may be found in the “*Particulars of Matters to be Acted Upon – 5. Amendment to RSU Plan*” section of the Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting.

Reference is made to the Circular of the Corporation dated August 19, 2022, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO VIEW THE CIRCULAR FOR THE MEETING PRIOR TO VOTING

WEBSITE WHERE MEETING MATERIALS ARE POSTED:

Materials for the Meeting may be viewed on the Corporation's website at:
<https://swarmio.media/investors/notice-and-access/>

Materials for the Meeting may also be viewed online at: www.sedar.com

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. Requests may be made up to one (1) year from the date the Circular was filed on SEDAR through the internet by going to:

Internet: www.odysseycontact.com

Telephone: Toll-free in North America at 1-888-290-1175 or

Direct from Outside North America 1-587-885-0960

Requests should be received at least seven (7) business days in advance of the proxy cut-off date set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of the date of the Meeting.

VOTING:

Registered shareholders are asked to return their proxies using one of the following methods at least one (1) business day in advance of the proxy cut-off date as set out in the accompanying proxy:

Internet: <https://login.odysseytrust.com/pxlogin> (using the 12-digit control number provided)

Mail: 702, 67 Yonge Street, Toronto, ON M5E 1J8, Canada

Email: proxy@odysseytrust.com

Non-registered holders are asked to use the voter instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about this Notice-and-Access Notification can email the Corporation at contact@swarmio.media.