



No. S139026
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF SECTION 288 OF *THE BUSINESS CORPORATIONS ACT*,
S.B.C 2002, CHAPTER 57, AS AMENDED
AND
IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING
EMEDIA NETWORKS INTERNATIONAL CORPORATION and its SHAREHOLDERS

EMEDIA NETWORKS INTERNATIONAL CORPORATION

PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE)
) THE HONOURABLE JUSTICE DAVIES)
)) 23 January 2014
)

ON THE APPLICATION of the Petitioner, eMedia Networks International Corporation, coming on for hearing at the Courthouse, 800 Smithe Street, at Vancouver, British Columbia, on January 23, 2014, and on hearing John R. Shewfelt, counsel for the Petitioner; and no one appearing on behalf of any shareholders of the Petitioner or any other person affected; AND UPON READING the Petition dated December 4, 2013 and the other material filed herein; AND UPON READING the Interim Order of Master Taylor pronounced on December 6, 2013, in this proceeding; AND UPON IT APPEARING that notice of the time and place of hearing of this application was given to each of the holders of common shares of the Petitioner (the "Shareholders"); AND UPON CONSIDERING the fairness to the parties affected thereby of the terms and conditions of a plan of arrangement (the "Arrangement"), the full text of which is attached as Appendix B to the Notice of Special Meeting and Information Circular of the Company, dated December 9, 2013, a copy of which is found at pages 35 to 43 of Exhibit "A" to the Affidavit #2 of Darren Reiter filed in this proceeding;

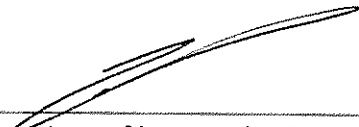
THIS COURT DECLARES that:

1. pursuant to section 291(4)(c) of the *Business Corporations Act*, S.B.C. 2002, c.57, the terms and conditions of the Arrangement are fair and reasonable;

THIS COURT ORDERS that:

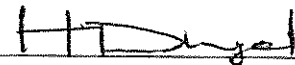
2. the Arrangement be and hereby is approved pursuant to the provisions of Section 291(4)(a) of the *Business Corporation Act*, S.B.C. 2002, c.57 and may be implemented in the manner and on the terms approved by the special resolution of the Shareholders passed on January 13, 2014;
3. upon implementation of the Arrangement, the Arrangement shall be binding upon the Petitioner, the Shareholders and their respective successors and assigns; and
4. the Petitioner shall be entitled at any time to seek leave to vary this order, to seek the direction of this Court as to the implementation of this order, or to apply for such further orders as may be appropriate.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT.



Signature of Lawyer for the Petitioner
John R. Shewfelt

By the Court



Registrar

Handwritten notes: MS, J ✓nd

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