FRANKLY INC.
33 Whitehall Street, 8th Floor,
New York, NY
10004, USA

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of holders of common shares (the "**Frankly Shares**") of Frankly Inc. ("**Frankly**") will be held on April 23, 2020 at 10:00 a.m. (Eastern time) (i) by telephone using a toll free number (with notice of such toll free number and details of how to attend by telephone to be provided by way of press release and on Frankly's website*); (ii) at Frankly's head office at 33 Whitehall Street, 8th Floor, New York, New York, 10004, USA (unless such an in-person meeting is not permitted under applicable law at the time the Meeting is to take place); and (iii) by other communications media that Frankly may decide to employ and provide notice of in a press release and on its website*, for the following purposes:

1. to consider, pursuant to an interim order (the "**Interim Order**") of the British Columbia Supreme Court (the "**Court**") dated March 25, 2020, and, if deemed advisable, pass, with or without variation, a special resolution (the "**Special Resolution**"), the full text of which is attached as Appendix "A" to the management information circular of Frankly dated March 25, 2020 (the "**Circular**"), authorizing and approving, among other things, the arrangement (the "**Arrangement**") under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia), as more particularly set out in the Circular under the heading "*Information Concerning the Business Combination*"; and

2. to act upon such other matters as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Circular contains the full text of the Special Resolution and provides additional information relating to the matters to be addressed at the Meeting, including the Arrangement, and is deemed to form part of this Notice.

Holders of Frankly Shares ("**Frankly Shareholders**") are entitled to vote at the Meeting either in person or by proxy. In light of ongoing concerns related to the spread of COVID-19, we encourage you not to plan to attend the Meeting in person and instead ensure you vote by proxy. Please read, complete, sign, date and return the enclosed form of proxy (the "**Proxy**") in accordance with the instructions set out in the Proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by TSX Trust Company ("**TSX Trust**") (by mail or hand delivery to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by fax to (416) 595-9593 or via the internet at www.voteproxyonline.com) at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment or postponement thereof. Notwithstanding the foregoing, the Chairman of the Meeting has the sole discretion to accept proxies received after such deadline but is under no obligation to do so. Please advise TSX Trust of any change in your mailing address.

If you are a non-registered Frankly Shareholder, please refer to the section in the Circular entitled "*General Proxy Information — Non-Registered Holders*" for information on how to vote your Frankly Shares.

Take notice that registered Frankly Shareholders who validly dissent from the Special Resolution will, if the Arrangement becomes effective, be entitled to be paid by Frankly out of its separate assets, the fair value of the their Frankly Shares, subject to strict compliance with Sections 237 to 247 of the *Business Corporations Act* (British Columbia), as may be modified by the Interim Order, the final order of the Court pursuant to Section 291 of the *Business Corporations Act* (British Columbia) (the "**Final Order**") and the plan of arrangement substantially in the form attached as Appendix "B" to the Circular (the "**Plan of Arrangement**"). The right to dissent is described in the Circular under the heading "*Rights of Dissenting Shareholders*". **Failure to strictly comply with the dissent procedures set out in Sections 237 to 247 of the *Business Corporations Act* (British Columbia), as may be modified by the Interim Order, the Final Order and the Plan of Arrangement, may result in the loss of any right of dissent.**

Persons who are beneficial owners of Frankly Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Frankly Shareholders are entitled to dissent. Accordingly, a beneficial owner of Frankly Shares desiring to exercise dissent rights must make arrangements for beneficially owned Frankly Shares to be registered in his, her or its name prior to the time written notice of dissent is required to be received by Frankly, or make arrangements for the registered holder to dissent on his, her or its behalf in accordance with the dissent provisions set out in Sections 237 to 247 of the *Business Corporations Act* (British Columbia), as may be modified by the Interim Order, the Final Order and the Plan of Arrangement.

Only Frankly Shareholders of record at the close of business on March 20, 2020 will be entitled to vote at the Meeting.

DATED at Atlanta, Georgia, on March 25, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Louis Schwartz"

Chief Executive Officer and Director
Frankly Inc.

* Frankly will issue a press release with, and post on its website, (i) notice of the toll free number and details of how to attend the Meeting by telephone and (ii) information regarding other communications media that Frankly may decide to employ, at least 10 days prior to the Meeting.