

STINGRAY GROUP INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF PROXY MATERIALS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the holders (collectively, “**Shareholders**”) of (i) multiple voting shares, (ii) subordinate voting shares, and (iii) variable subordinate voting shares (collectively, “**Shares**”) of Stingray Group Inc. (the “**Corporation**”), allowing participation online by live audio webcast, will be held on August 4, 2021, at 11:00 a.m. (Montréal time) at <https://web.lumiagm.com/407640927>, for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of the Corporation for the fiscal year ended March 31, 2021 together with the report of the independent auditor thereon (for details, see subsection “Reception of Financial Statements and Independent Auditor’s Report” under the “Meeting Agenda” section of the management information circular of the Corporation dated June 8, 2021 (the “**Circular**”));
2. **TO ELECT** ten (10) directors of the Corporation (for details, see subsection “Election of Directors” under the “Meeting Agenda” section of the Circular);
3. **TO APPOINT** the independent auditor and authorize the directors of the Corporation to fix its remuneration (for details, see subsection “Appointment of Independent Auditor” under the “Meeting Agenda” section of the Circular); and
4. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Due to the public health impact of the coronavirus (COVID-19) pandemic and to support the health and well-being of Shareholders, employees and other Meeting attendees, the Meeting will be held in a virtual-only format. You will not be able to attend the Meeting physically. A virtual-only meeting format is being adopted to enfranchise and give all Shareholders an equal opportunity to attend, participate and vote at the Meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19. The Meeting can be accessed by logging in online at <https://web.lumiagm.com/407640927>.

Items 2 and 3 above require the approval of a majority of the votes cast at the Meeting. As permitted by Canadian securities regulators and pursuant to exemptions obtained by the Corporation under the *Canada Business Corporations Act*, you are receiving this notification as the Corporation has decided to use the “notice-and-access” mechanism for delivery to Shareholders of this notice of annual meeting of Shareholders, the Circular prepared in connection with the Meeting and other proxy-related materials (together, the “**Meeting Materials**”), as well as the annual audited consolidated financial statements of the Corporation for the financial year ended March 31, 2021, the independent auditor’s report thereon, and related management’s discussion and analysis (together, the “**Financial Statements**”). This year, the Corporation has adopted notice-and-access for both registered and non-registered Shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR (www.sedar.com) and one other website, rather than mailing paper copies of such materials to Shareholders. Under notice-and-access, Shareholders still receive a proxy form or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials and of the Financial Statements, Shareholders receive this notice which contains information on how they may access the Meeting Materials and the Financial Statements online and how to request paper copies of such documents. The use of notice-and-access will directly benefit the Corporation by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use.

You can access the Meeting Materials and the Financial Statements electronically by visiting www.stingray.com, www.meetingdocuments.com/ASTCA/RAY or the Corporation’s SEDAR profile at www.sedar.com. Shareholders are reminded to review the Circular and other proxy-related materials prior to voting.

The Corporation will provide a paper copy of the Meeting Materials or the Financial Statements to any Shareholder, free of charge, for a period of one (1) year from the date the Circular is filed on SEDAR (www.sedar.com). You may request a paper copy at any time before the Meeting online at fulfilment@astfinancial.com or by contacting AST Trust Company (Canada) at 1-888-433-6443 (toll free in Canada and the United States) or 1-416-682-3801 (other countries), in which case your request will be processed within three (3) business days and the requested documents will be sent by first class mail, courier or equivalent. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, we estimate that your request must be received by no later than 5:00 pm (Montréal time) on July 20, 2021. **Please note that you will not receive another form of proxy or voting instruction form, so please keep the one you received with this notice.** After the Meeting, requests may be made by calling the same numbers, and each request will be processed within ten (10) calendar days.

The Board of Directors of the Corporation (the “**Board**”) has set June 7, 2021, as the record date for determining those Shareholders entitled to receive notice of and vote at the Meeting.

To assure your representation at the Meeting as a registered holder of Shares (a “**Registered Shareholder**”), please vote using one of the methods described in the enclosed form of proxy (online, by telephone, by mail, by fax or by e-mail) in accordance with the instructions set out therein, whether or not you plan to virtually attend the Meeting. Sending your proxy will not prevent you from voting at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation’s transfer agent, AST Trust Company (Canada), no later than 5:00 p.m. (Montréal time) on July 30, 2021, or, if the Meeting is adjourned or postponed, the last business day preceding the day of any adjourned or postponed meeting.

Non-registered holders of Shares (“**Non-Registered Shareholders**”) whose Shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary or as described elsewhere in the Circular. You may vote your shares by completing the voting instruction form as directed on the form and returning it in the business reply envelope provided for receipt before 5:00 p.m. (Montréal time) on July 29, 2021. If you vote online, you must do so prior to 11:59 p.m. (Montréal time) on July 29, 2021. A more detailed description on returning voting instruction forms by Non-Registered Shareholders can be found in the Circular.

If you have any questions regarding this notice, the notice-and-access mechanism or the Meeting, whether you are a registered or non-registered shareholder, please call the Corporation’s transfer agent, AST Trust Company (Canada), at 1-800-387-0825.

SIGNED in Montréal, Québec, on the 8th day of June, 2021.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) Lloyd Perry Feldman

Senior Vice-President, General Counsel and Corporate Secretary