OVERACTIVE MEDIA CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 29, 2026

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of OverActive Media Corp. (the "**Company**" or "**OAM**") will be held virtually through the platform of AGM Connect at www.AGMCMeeting.com, on June 29th 2026 at 09:00 a.m. (Toronto time), for the following purposes, as more particularly described in the accompanying management information circular (the "**Circular**"):

1. to receive and consider the financial statements for the fiscal year ended December 31, 2025 and the auditor's report thereon;

2. to set the number of directors of the Company for the ensuing year at seven;

3. to elect the directors of the Company for the ensuing year;

4. to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;

5. to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution approving the Company's omnibus equity incentive plan, the full text of which is set out in the Circular; and

6. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this notice of meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

Holders of common shares registered on the books of the Company at the close of business on May 25, 2026 (the "**Record Date**") are entitled to notice of and to vote at the Meeting.

A registered shareholder may attend the Meeting directly or may be represented by proxy. Registered shareholders who are unable to attend the Meeting or any adjournment thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.

To access the Meeting, shareholders and duly appointed proxy holders can visit https://portal.agmconnect.com/pxlogin, and login using their control number (provided on the accompanying form of proxy or voting instruction form). To be effective, the enclosed proxy must be mailed or faxed so as to reach or be deposited with the Company's transfer agent, Olympia Trust Company at PO Box 128, STN M, Calgary, AB T2P 2H6, Attn: Proxy Dept. not later than 09:00 a.m. (Toronto time) on June 25, 2026 (or at least 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof). Late proxies may be accepted or rejected by the chair of the Meeting (the "**Chair**") at his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy. The deadline for the deposit of proxies may be waived or extended at the sole discretion of the Chair, without notice. The Circular explains how to complete the form of proxy and how the voting process works.

Non-registered beneficial shareholders, whose shares are registered in the name of a broker, securities dealer, bank, trust company or similar entity (an "**Intermediary**"), should carefully follow the voting instructions provided by their Intermediary.

DATED this 28th day of May, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Sheldon Pollack*"
Sheldon Pollack
Chairman