

## GVIC COMMUNICATIONS CORP.

### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an order (“**Interim Order**”) of the British Columbia Supreme Court, the Board of Directors (the “**Board**”) of GVIC Communications Corp. (“**GVIC**” or the “**Company**”) has called a special meeting (“**Meeting**”) of holders (the “**GVIC B Shareholders**”) of Class B voting common shares in the capital of GVIC (“**GVIC B Shares**”) and holders (the “**GVIC C Shareholders**”, and together with the GVIC B Shareholders, the “**Shareholders**”) of Class C non-voting shares in the capital of GVIC (“**GVIC C Shares**”, and together with the GVIC B Shares, the “**GVIC Shares**” or “**Shares**”) to be held as a virtual-only meeting via live audio webcast using the LUMI meeting platform at <https://web.lumiagm.com/258413564>, password “gvic2021” (case sensitive) on Wednesday, March 17, 2021 at 10:00 a.m. (Vancouver Time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set forth in Appendix A of the accompanying management information circular (the “**Circular**”), to approve an arrangement (the “**Arrangement**”) pursuant to Section 192 of the *Canada Business Corporations Act* (the “**CBCA**”) involving GVIC and Glacier Media Inc. (“**Glacier**”), whereby, among other things, Glacier will acquire all of the issued and outstanding GVIC Shares (other than those held by Glacier, a subsidiary of Glacier and those held by a wholly-owned limited partnership of GVIC) as further described in the Circular; and
2. to transact such other business, including amendments to the foregoing, as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

**If the Arrangement Resolution is not approved by the Shareholders at the Meeting, the Arrangement cannot be implemented.**

The Board unanimously (excluding the votes of those directors of GVIC who are also directors of Glacier) recommends that Shareholders vote **FOR** the Arrangement Resolution. Specific details of the matters proposed to be put before the Meeting are set forth in the Circular, which accompanies this notice of special meeting of Shareholders.

The record date (the “**Record Date**”) for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is February 10, 2021. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date, or their proxies, will be entitled to receive notice of and to vote at the Meeting.

Due to the public health impact and global spread of COVID-19, and to mitigate risks to the health and safety of GVIC’s communities, Shareholders, employees and other stakeholders, GVIC will be holding the Meeting in a virtual-only format, which will be conducted via live audio webcast online using the LUMI meeting platform at <https://web.lumiagm.com/258413564>, password “gvic2021” (case sensitive). During the audio webcast, Shareholders will be able to hear the Meeting live, and registered Shareholders and duly appointed and registered proxyholders will be able to submit questions and vote while the Meeting is being held. GVIC hopes that hosting a virtual meeting helps enable greater participation by Shareholders by allowing Shareholders that might not otherwise be able to travel to a physical meeting to attend online, while minimizing the health risk that may be associated with large gatherings. The accompanying Circular provides important and detailed instructions about how to participate at the virtual Meeting.

Registered Shareholders and duly appointed and registered proxyholders will be able to attend, submit questions and vote at the Meeting virtually at <https://web.lumiagm.com/258413564>, using the password “gvic2021” (case sensitive) along with the individualized “Control Number” issued to such Registered Shareholder or duly appointed and registered proxy holder. Beneficial (non-registered) Shareholders who receive this notice of special meeting of Shareholders and related materials through their broker, investment

dealer, bank, trust company, custodian, nominee, CDS Clearing and Depository Services or other intermediary (“**Intermediary**”), should carefully follow the instructions of such Intermediary to ensure that such Shareholder’s Shares are voted at the Meeting in accordance with their instructions and arrange for their Intermediary to complete the necessary transmittal documents to ensure that they receive payment of the consideration for their Shares if the Arrangement is completed.

Beneficial (non-registered) Shareholders are advised that voting through a proxyholder at the Meeting will include, as a result of the virtual nature of the Meeting, the additional step of registering such proxyholder with GVIC’s transfer agent, Computershare Trust Company of Canada, after submitting their form of proxy or voting instruction form, as applicable. Failure to register the proxyholder with GVIC’s transfer agent will result in the proxyholder not receiving a “Control Number” to participate in the Meeting and only being able to attend as a guest. Beneficial (non-registered) Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or submit questions at the Meeting. Please refer to the instructions provided in the Circular under the heading “*Information Concerning the Meeting – Beneficial Shareholder Voting*”.

Whether or not they are able to attend the Meeting, Shareholders are urged to vote as soon as possible by following the instructions set out on the form of proxy or voting instruction form, as applicable, which accompanies this notice of special meeting of Shareholders. Votes by proxy must be received by Computershare Trust Company of Canada not later than 10:00 a.m. (Vancouver time) on March 15, 2021, or not less than 48 hours (Saturdays, Sundays and statutory holidays excepted) prior to the time any adjourned or postponed Meeting is reconvened or held. Votes by voting instruction form must be received by the applicable Intermediary before the date indicated on the voting instruction form.

Pursuant to the plan of arrangement pertaining to the Arrangement, substantially in the form of Appendix E to the Circular (the “**Plan of Arrangement**”), and the Interim Order in respect of the Arrangement, registered Shareholders have a right to dissent in respect of the Arrangement Resolution and, if the Arrangement is completed and their dissent right has been duly and validly exercised, to be paid an amount equal to the fair value of their Shares in accordance with the dissent rights set out in section 190 of the CBCA, as modified by the Plan of Arrangement and the Interim Order in respect of the Arrangement. This dissent right is described in the Circular. A registered Shareholder who wishes to dissent must ensure that a written notice of objection to the Arrangement Resolution is sent to GVIC, at 389 West 6<sup>th</sup> Avenue, Vancouver, BC V5Y 1L1 , Attention: Orest Smysnuik, with a copy to Farris LLP, 700 West Georgia Street, 25<sup>th</sup> Floor, Vancouver, British Columbia, V7Y 1B3, Attention: Elizabeth Harrison, QC to be received no later than 5:00 p.m. (Vancouver time) on March 15, 2021 or, if the Meeting is adjourned or postponed, on the day which is two days (not counting any day that is a Saturday, Sunday or statutory holiday in the Province of British Columbia) immediately preceding the date that any adjourned or postponed Meeting is reconvened or held, as the case may be, and must otherwise strictly comply with the dissent procedures set out in section 190 of the CBCA, as modified by the Plan of Arrangement and the Interim Order and as described in the Circular.

**Failure to strictly comply with these dissent procedures may result in the loss or unavailability of the right to dissent with respect to the Arrangement.** See the section “*The Arrangement – Dissenting Shareholder Rights*” in the Circular and Appendix K to the Circular.

**Only registered Shareholders are entitled to dissent.** Persons who are beneficial Shareholders (whose Shares are registered in the name of an Intermediary) who wish to dissent should be aware that only registered Shareholders are entitled to dissent. Accordingly, a beneficial (non-registered) Shareholder desiring to exercise the right of dissent must make arrangements for the Shares beneficially owned by such person to be registered in his, her, their or its name prior to the time the written notice of dissent to the Arrangement Resolution is required to be received by GVIC or, alternatively, make arrangements for a registered Shareholder to dissent on his, her, their or its behalf. It is recommended that any Shareholder wishing to exercise a right of dissent seek independent legal advice. The right to dissent is more particularly described in the Circular. A copy of the Interim Order, the Plan of Arrangement and the text of section 190 of the CBCA are set forth in Appendix B, Appendix E and Appendix K, respectively, to the Circular.

**It is strongly suggested that any Shareholder wishing to dissent seek independent legal advice, as the failure to comply strictly with the provisions of section 190 of the *CBCA*, as modified by the Plan of Arrangement and the Interim Order, may prejudice such Shareholder's right to dissent.**

If Shareholders have any questions about the information contained in the Circular or require assistance in completing their form of proxy or letter of transmittal, please contact GVIC's transfer agent and depository for the Arrangement, Computershare Investor Services Inc., by telephone at 1-800-564-6253 (toll free in Canada and the United States) or 514-982-7555 (international direct dial) or by email at [corporateactions@computershare.com](mailto:corporateactions@computershare.com).

DATED at Vancouver, British Columbia, Canada, as of February 8, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

*"Jonathon Kennedy"*

Jonathon J.L. Kennedy  
President and Chief Executive Officer