

7 September 2016

Dear Shareholder

NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of Shareholders of Snakk Media Limited (the **Company**) will be **held on Monday 26 September 2016** at the **Heritage Hotel, Tass Williamson Room, 35 Hobson St, Auckland** at **10.00am**.

Business

Resolution 1 - Election of Mr. Martin Riegel as a Director of the Company.

Mr. Riegel retires in accordance with NXT Market Rule 9 and, being eligible, offers himself for election. Accordingly, the Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Martin Riegel be elected as a Director of the Company.”

Resolution 2 - Election of Mr. Robert Antulov as a Director of the Company.

Mr. Antulov retires in accordance with NXT Market Rule 6 and, being eligible, offers himself for election. Accordingly, the Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Robert Antulov be elected as a Director of the Company.”

Resolution 3 – Auditor’s Remuneration

The Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Board of Directors of the Company be authorised to fix the auditor’s (Staples Rodway) remuneration for the forthcoming year.”

By Order of the Board
SNACK MEDIA LIMITED



Chair
Peter James

POSTAL VOTING, PROXIES AND REPRESENTATIVES

Shareholders may exercise their right to vote at the Meeting by being present in person, casting a postal vote or by appointing a proxy to attend and vote in their place. A proxy need not be a Shareholder of the Company. A body corporate Shareholder may appoint a representative to attend the meeting on its behalf. A combined admission card and proxy/voting form is enclosed with this Notice of Meeting. If you wish to attend the Meeting and vote, please bring this admission card with you to the meeting.

You can submit your postal vote or appoint a proxy (and give that proxy your voting instructions) online at www.investorvote.co.nz. You will be required for security purposes to enter your CSN/Securityholder Number and post code or country of residence (if outside New Zealand) to complete your online postal vote or proxy appointment.

If you wish to cast a postal vote or appoint a proxy you must complete your online vote or appointment, or complete and sign the enclosed proxy/voting form and send it to the Company's share registrar, Computershare Investor Services Limited, no later than 48 hours prior to the commencement of the Meeting. A reply paid envelope is enclosed if mailing the proxy/voting form from within New Zealand. If you wish to deposit your proxy/voting form by fax, please send it to Computershare on fax (09) 488 8787.

Heidi Aldred, as the Company Secretary, has been authorised by the Board to receive and count postal votes at the Annual Meeting.

VOTING PROCEDURES

Resolutions 1, 2 and 3 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

EXPLANATORY NOTES

RESOLUTION 1: ELECTION OF MR. MARTIN RIEGEL AS A DIRECTOR

Mr. Riegel was first appointed to the Board in June 2015 as a Non-Executive Independent Director and in accordance with Market Rule 9 retires and offers himself for re-election.

Martin has a successful and diverse background working with technology and its commercialisation. Throughout his career Martin has held both financial and operational roles developing strong leadership skills and the ability to harness and grow technology ventures. Martin is currently a principal at Broadfield Advisory which helps companies develop and implement business plans and strategies from growth phase through to exit. More specifically, Martin works as CEO/Director of UbiquiOS Technology, Director/ARC member of Wynyard Group, Director of Cemplicity, Chairman of Mixquake, Director of Vizzybell, and with FarmlQ, Adherium, Foster Moore and as an external reviewer for Callaghan Innovation. Prior to founding Broadfield, Martin served as CEO at Biotelliga (sustainable biocontrols) and as COO/CFO at NextWindow, the global industry leader in optical touch screens. Martin helped NextWindow grow to over \$46M (USD) in revenue and to a well-structured, highly profitable and efficient enterprise. Martin played a lead role in engineering the sale and successful exit of NextWindow. In his career Martin has worked across the technology sector, starting with a stint as a software developer, and working ten years at Intel and 15 years in smaller organizations (\$0-50M US). To date he has successfully raised approximately \$100M US in debt and equity from venture capital, strategic investors, banks and other sources. Martin holds a BBA from the University of Notre Dame and an MBA from Indiana University. Born in Washington D.C, Martin moved to New Zealand with his family in 2006.

RESOLUTION 2: ELECTION OF MR. ROBERT ANTULOV AS A DIRECTOR

Mr. Antulov was appointed to the Board in January 2016 as a Non-Executive Independent Director and in accordance with Market Rule 6 retires and offers himself for re-election.

Mr Antulov is a highly accomplished Director with experience ranging across listed, private and not for profit enterprises, including a number of technology and media companies. He has extensive digital media expertise with strong capabilities in the implementation of technology-oriented growth strategies, most recently in programmatic advertising and online marketplaces. He also brings to Snakk specific M&A skills, having participated in over forty corporate transactions as either principal or advisor.

Currently Mr Antulov provides corporate advisory services with Venture Advisory, a specialist technology and media advisory firm operating in Australia and Asia. He is also a General Partner in 3eep Ventures, a boutique digital media incubator and investment fund. Previous corporate experience has included senior executive roles with Fairfax, Coca-Cola and Booz & Co.

RESOLUTION 3: AUDITOR'S REMUNERATION

It is intended that Staples Rodway will be automatically reappointed as the Company's auditor under section 207T of the Companies Act 1993 (**Act**). The Company proposes that the directors be authorised by way of ordinary resolution to fix Staples Rodway's remuneration as auditor for the following year for the purposes of section 207S of the Act.