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January 25, 2019

VIA COURIER AND E-MAIL

Jazz.FM 91 Inc.
4 Pardee Ave #100
Toronto, ON
M6K 3H5

Attention: Charles Cutts, Interim Chief Executive Officer and the Board of Directors of Jazz.FM 91 Inc.

Dear Sirs/Madames:

Re: Requisition of Members Meeting

We act for Brian Hemming who is a donor member ("**Member**") of Jazz.FM 91 Inc. (the "**Corporation**").

General Meeting requisitioned by over 10% of Members

Mr. Hemming and other Members (identified in Appendix "A" hereto) hereby requisition the board of directors (the "**Board**") of the Corporation to call a general meeting of Members pursuant to Section 295 of the *Corporations Act* (Ontario) (the "**Act**"). The general nature of the business to be presented at the meeting is identified in the Member Requisition for a General Meeting of Members, enclosed as Appendix "B". In summary:

1. to consider and, if thought advisable, to approve a resolution to remove all of the directors on the existing Board, to fix the number of directors at ten, and to fill the vacancies created thereby by electing the nominees (the "**Nominees**") set out in Appendix "C" hereto, which appendix also sets forth certain biographical information in respect of the Nominees, to hold office for a term between one and three years as voted on by the Members at the meeting, each such Nominee being represented by Mr. Hemming and the nominating Members (the "**Nominating Members**") as qualified to be elected and to serve as a director of the Corporation as provided under the Act or the constating documents of the Corporation; and
2. to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

In connection with the request stated above and in compliance with Section 295 of the Act, Appendix "B" contains requisitions executed by more than 10% of Members. Please also find attached as Appendix "D" hereto the Nomination and Consent with respect to the Nominees.

Annual and General Meeting should be held together

Since the Corporation's annual meeting is due to be held in the near future, Mr. Hemming proposes that the Board call an annual and general meeting so that the special business being requisitioned pursuant to Section 295 of the Act and the normal course annual matters are transacted together in one meeting. This is consistent with best practise when contested meetings occur near annual meetings, Section 96 of By-Law No. 1 (the "**By-Law**") adopted by the Corporation on June 7, 2007, and common sense.

The Meeting should not be delayed

Pursuant to Subsection 295(3) of the Act, upon receiving this requisition, the Board is obligated to call a meeting of the Members, to be held no later than 21 days after the date of this letter, that will include the transaction of the business set forth above. The period between now and the meeting date will be ample time for the Corporation to prepare and deliver required materials to Members in connection with the meeting and will permit the Corporation to meet the prescribed deadlines for communications with Members under its constating documents and applicable legislation. It will also be sufficient for Mr. Hemming and his supporters to communicate their position to members and solicit proxies in favour of their meeting business.

Mr. Hemming looks forward to prompt confirmation from the Board that the meeting will be called and held within 21 days after receiving this requisition, as required by the Act. Should the Board fail to meet its legal obligations, Mr. Hemming intends to exercise all rights available to him to cause the meeting to be held in accordance with Subsection 295(4) of the Act.

If there are *bona fide* reasons for the meeting to be delayed for a short period of time, Mr. Hemming is willing to work with the Board to determine a reasonable one-time extension.

Defensive Tactics will be challenged

Although Mr. Hemming is requisitioning the meeting to replace the Board, management and the Board continue to be subject to their fiduciary duties to act in the best interests of the Corporation and to treat all Members fairly as part of the process for the meeting. As the meeting has been properly requisitioned, the Corporation's management and the Board should not be introducing any measures to protect their own interests. Specifically, Mr. Hemming expects the Board to promptly confirm that it will not approve any by-law, pass any resolution, or enact any measure concerning the meeting, especially any that may impact Mr. Hemming's and Members' rights generally.

Willingness to cooperate

To avoid creating confusion at the meeting, to ensure that Members are able to make an informed decision and to protect the integrity of the election results, Mr. Hemming is prepared to work constructively with the Corporation, including by agreeing on (i) the wording of resolutions to be considered at the meeting and the wording to be included in the forms of proxy to be used by Mr. Hemming and the incumbent directors, respectively; (ii) the appointment of independent parties to act as scrutineers; and (iii) the appointment of an independent chairman for the meeting. We would appreciate a meeting or call to discuss the foregoing.

Conclusion

We believe Mr. Hemming and the Nominating Members have complied with the Act and the By-Law in connection with this matter. If you require any further information or take the position that the nominations do not comply with the Act, the By-Law or are otherwise ineligible/invalid, please let us know immediately along with particulars for your position. Please also let us know if the Corporation is prepared to engage in constructive discussions with Mr. Hemming to ensure the Meeting is conducted with integrity on the basis described above.

Yours truly,

A handwritten signature in blue ink, appearing to read 'Shane C. D'Souza', with a long horizontal flourish extending to the right.

Shane C. D'Souza

ecc: Deandra Schubert
Gordon F. Willcocks

Encl.