WILDBRAIN LTD.
2024 ANNUAL INFORMATION FORM

September 17, 2024

WILDBRAIN LTD.

2024 ANNUAL INFORMATION FORM

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The information following is given as of June 30, 2024, unless otherwise indicated. All amounts following are expressed in Canadian dollars, unless otherwise indicated. Certain totals, subtotals or percentages herein may not reconcile due to rounding. This Annual Information Form contains certain trademarks and trade names such as "*WildBrain*", "*Peanuts*", "*Strawberry Shortcake*", "*Teletubbies*" and "*Degrassi*", among others, which are protected under applicable intellectual property laws and are the property of the Company. For convenience only, such trademarks or trade names may appear herein without an ® or ™ symbol, but such appearances are in no way whatsoever intended to suggest that the Company will not assert, to the fullest extent available under applicable law, its rights to such trademarks and trade names. Any other trademarks used herein are the property of their respective owners.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Information Form and documents referenced herein constitute "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation (collectively herein referred to as "**forward-looking statements**"), including the provincial securities legislation in Canada. These statements relate to future events or future performance and reflect the Company's expectations and assumptions regarding the growth, results of operations, performance, and business prospects and opportunities of the Company and its subsidiaries. Forward-looking statements are often, but not always, identified by the use of words such as "may", "would", "could", "will", "should", "expect", "expects", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "pursue", "continue", "seek", "intend", or the negative of these terms or other similar expressions concerning matters that are not historical facts. In particular, statements regarding the Company or any of its subsidiaries' objectives, plans, and goals, including those related to future operating results, financial performance, and the markets and industries in which the Company operates are or involve forward-looking statements. Specific forward-looking statements in this document include but are not limited to:

- the business strategies, operational activities, and strategic priorities of WildBrain and its subsidiaries;
- management's financial targets and priorities, and the future financial and operating performance, projections, and goals of the Company and its subsidiaries;
- the Company's leverage and its ability to service debt;
- the timing for implementation of certain business strategies and other operational activities of WildBrain;
- the markets and industries, including competitive conditions, in which WildBrain operates, including the market and demand for content and strategies of streaming platforms;
- legal and regulatory changes and potential impacts on WildBrain and the markets and industries in which it operates;
- the value, prospects, and opportunities of the Company and its assets and businesses;
- WildBrain's production and deal pipeline and projects in development;
- the ability of the Company to license its content into numerous markets repeatedly;
- the positioning and ability of the Company to monetize its library, content, assets, and other business lines;
- the growth, and strategies to drive growth of, the Company's network of YouTube channels and digital advertising and marketing business, including, but not limited to, initiatives to monetize and realize the value of the large user base thereof;
- changes in YouTube's approach to advertising and expected results therefrom, including the impact on the financial and operating performance of the Company's YouTube business;
- the growth and proliferation of digital/non-linear distribution of media content;
- the activation of the Company's IP and results and benefits therefrom;
- benefits provided from the Company's Canadian broadcasting assets, including cash flows and content funding;
- investments, acquisitions and other growth opportunities, use of capital for such opportunities, and expected returns and benefits therefrom; and
- regulatory changes, including the *Online Streaming Act*, and potential impacts on the Company.

Forward-looking statements are based on factors and assumptions that management believes are reasonable at the time they are made, but a number of assumptions may prove to be incorrect, including, but not limited to, assumptions about: (i) the Company's future operating results, (ii) the expected pace of expansion of the Company's operations, (iii) future general economic and market conditions, including debt and equity capital markets and the availability of financing on acceptable terms, (iv) the impact of increasing competition and industry mergers and acquisitions on the Company, (v) changes in the industries, and changes in laws and regulations related to the industries, in which the Company operates, (vi) consumer and customer preferences, (vii) the ability of the Company to execute on and integrate acquisition and other growth strategies and opportunities and realize the expected benefits therefrom, (viii) the ability of the Company to execute and obtain favourable terms on production, distribution, licensing and other revenue-generating arrangements, (ix) the availability of investment opportunities at acceptable valuations and the ability of the Company to execute on such investment opportunities, (x) interest and foreign exchange rates, (xi) the timing for commencement and completion of productions, (xii) the ability of the Company and its partners to execute on its brand plans and consumer products programs, (xiii) changes in the markets and industries in which the Company operates and the ability of the Company to adapt to such changes, (xiv) changes to YouTube and in advertising markets, (xv) the ability of the Company to commercialize consumer products related to its brands, (xvi) the current geopolitical landscape, (xvii) general economic and industry growth rates, and (xviii) the economic impact of any potential recession on consumer behaviour and advertising sales. Although the forward-looking statements contained in this Annual Information Form and any documents incorporated by reference herein are based on what the Company considers to be reasonable assumptions based on information currently available to the Company, there can be no assurances that actual events, performance, or results will be consistent with these forward-looking statements and these assumptions may prove to be incorrect.

Forward-looking statements are inherently subject to risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections, or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A number of known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, could cause actual events, performance, or results to differ materially from what is projected in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to, the Company's leverage and indebtedness and failure to meet covenant requirements under the senior credit facility of the Company (as and where applicable), product development and acceptance, the ability of the Company to acquire, develop, and exploit entertainment properties, dependence on key third party relationships including broadcast distribution undertakings and partnerships with buyers, the Company's ability to source IP and creative talent who can develop IP, consumer and customer preferences and audience acceptance of the Company's shows and other IP, competition and competitor activities, the potential impact of industry mergers and acquisitions, the ability of the Company to execute on its strategy, the ability of the Company to identify and execute production, distribution and licensing arrangements, termination or renegotiation of contracts, and contractual counterparty risk, litigation or regulatory or arbitral action, unauthorized disclosure of confidential, proprietary or sensitive information, cybersecurity and informational technology incidents and issues, internal conflicts of interest, financial reporting and other public company regulatory obligations and potential errors therein, the ability of the Company to attract and retain talent, reliance on key personnel, risks relating to the Company's exposure to advertising revenues through YouTube and the ability of the Company to attract and realize on advertising revenues, including through YouTube and on other platforms, adverse publicity, risks related to doing business internationally, interest rate risk and interest and foreign exchange rate fluctuations, the reliance of the Company on the Internet and other technologies to continue to conduct its business, technology changes, intellectual property infringement and other claims, the ability of the Company to exploit its content library, access to capital, maintaining effective internal controls, equity capital markets risk and market share price fluctuations, loss of Canadian status, access to and existence of tax credits, subsidies, co-production treaties and other government incentives, loss of television licenses, the availability of acquisition and investment opportunities at acceptable valuations and the ability to execute on and integrate such opportunities, production risks, financial risks and dilution from the Company's capital requirements, strikes and labour relations, changes in the regulatory environment, general economic and market segment conditions, market factors, and catastrophic events and circumstances including epidemics, pandemics or other public health crises, including impacts on the consumer products and retail sectors through supply chain disruptions. In evaluating these forward-looking statements, investors, and prospective investors should specifically consider these and various other risks, uncertainties and other factors which may cause actual events, performance, or results to differ materially from any forward-looking statement.

This is not an exhaustive list of the factors that may affect any of the Company's forward-looking statements. Please refer to a discussion of the above and other risk factors related to the business of the Company and the industry in which it operates that will continue to apply to the Company, which are discussed in the Company's Management Discussion and Analysis ("**MD&A**") for the year ended June 30, 2024 which is on SEDAR+ at www.sedarplus.ca and under the heading "Risk Factors" contained in this Annual Information Form.

These forward-looking statements are made as of the date of this Annual Information Form or, in the case of documents referenced herein, as of the date of such documents, and the Company does not intend, and does not assume any obligation, to update or revise them to reflect new events or circumstances, except in accordance with applicable securities laws. Investors and prospective investors are cautioned not to place undue reliance on forward-looking statements.

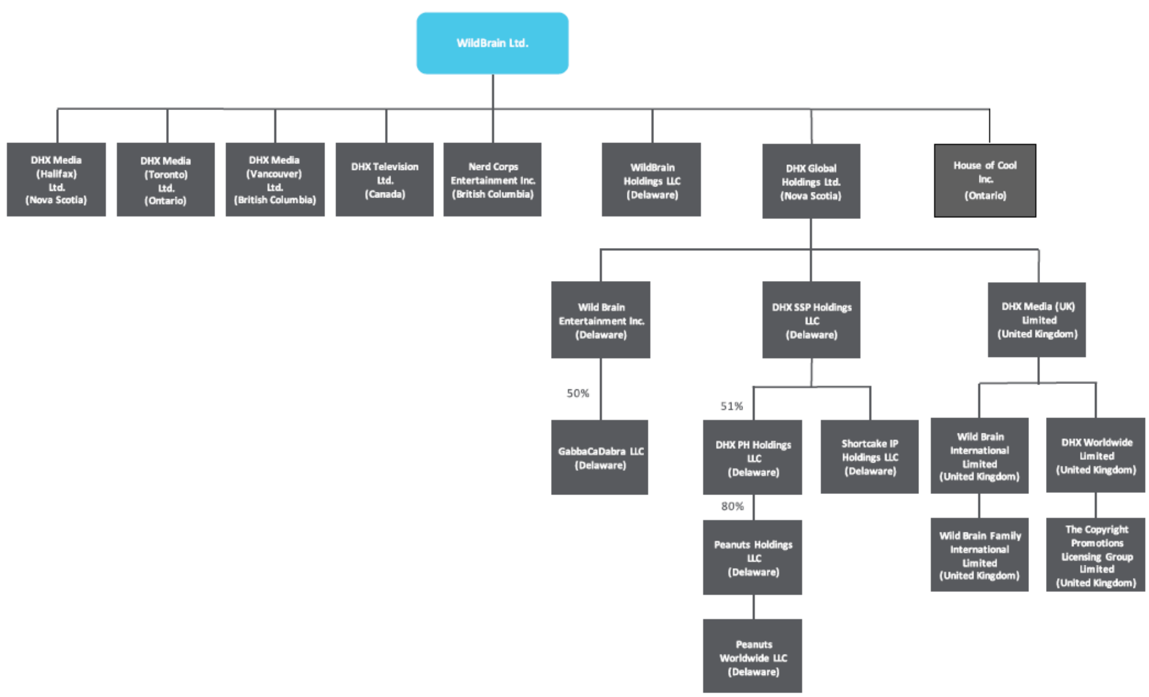
CORPORATE STRUCTURE

WildBrain Ltd. (the "**Company**" or "**WildBrain**") was incorporated in Nova Scotia, Canada, under the *Companies Act* (Nova Scotia) on February 12, 2004 under the name Slate Entertainment Limited. The Company's name was changed following incorporation to The Halifax Film Company Limited on April 20, 2004 and to DHX Media Ltd. on March 17, 2006. On April 25, 2006, the Company was continued federally as a corporation under the *Canada Business Corporations Act* (the "**CBCA**"). On December 18, 2019, the Company's name was changed to WildBrain Ltd. and the Company was rebranded as "WildBrain".

On October 6, 2014, WildBrain's articles of continuance were amended to reorganize its share capital structure (the "**Share Capital Reorganization**"). The Share Capital Reorganization resulted in three new classes of shares, common voting shares (the "**Common Voting Shares**"), variable voting shares (the "**Variable Voting Shares**", and together with the Common Voting Shares, the "**Shares**"), and non-voting shares (the "**Non-Voting Shares**"). For additional information on WildBrain's share capital refer to "Description of Capital Structure" below.

WildBrain's head and registered office is located at 25 York Street, Suite 1201, Toronto, Ontario, Canada M5J 2V5.

The following chart depicts the corporate organizational structure of the Company and its principal subsidiaries, including the jurisdiction of formation of each subsidiary, and the percentage of votes attaching to all voting securities beneficially owned or over which control or direction is exercised by the Company:[1]



GENERAL DEVELOPMENT OF THE BUSINESS

As a content producer, distributor, and intellectual property ("**IP**") owner, WildBrain is focused on creating and building brands and managing them throughout their life cycles by developing and producing shows, creating consumer awareness for these brands and engaging audiences across all media platforms, and generating royalties from the sale of consumer products

[1] Certain entities depicted are indirectly held through other 100% owned subsidiaries which are not depicted. Unless indicated otherwise, ownership of each entity is equal to 100%. The Company indirectly owns 51% of DHX PH Holdings LLC which owns 80% of Peanuts Holdings LLC ("**Peanuts Holdings**"). Peanuts Holdings owns 100% of Peanuts Worldwide LLC. Accordingly, on an aggregate basis, WildBrain owns an indirect interest in Peanuts Holdings and Peanuts Worldwide LLC of approximately 41%.

based on its shows and brands. Refer to "Business of the Company" below for additional information regarding the Company's business.

A description of how the Company's business has developed over the last three financial years is set out below.

Fiscal 2022

Strawberry Shortcake Global Franchise Program

On September 9, 2021, the Company announced the relaunch of the *Strawberry Shortcake* franchise, including a new original animated YouTube series, *Berry in the Big City*, premium SVOD specials, the first-ever *Strawberry Shortcake* Roblox game, and a global franchise program including toys, games, books, music, and other experiences.

Yo Gabba Gabba!

On September 10, 2021, the Company announced that it had entered into an agreement with Apple TV+ for *Yo Gabba Gabba!*, including a brand-new original series and the entire *Yo Gabba Gabba!* classic series and specials.

Board of Directors Changes

Youssef Ben-Youssef and Rita Middleton were appointed as independent directors of the board of directors of the Company ("**Board**"), as of May 5, 2022, and June 27, 2022, respectively. Steven Landry resigned from the Board as of May 5, 2022, and Alan Hibben resigned from the Board effective as of September 1, 2022. For additional information concerning members of the Board, refer to "Directors and Officers" below and the Company's website at www.wildbrain.com.

Degrassi and HBO Max Partnership

On January 13, 2022, the Company announced the greenlight of a new original *Degrassi* series to be produced by WildBrain Studios in partnership with WarnerMedia and launched on HBO Max. HBO Max also picked up WildBrain's entire fourteen-season library of Degrassi: The Next Generation. On November 4, 2022, the Company announced that the previously announced new original *Degrassi* series would not proceed, though HBO Max would continue to stream Degrassi: The Next Generation. New production rights to the property have been returned to the Company.

Caillou Series with Peacock

On June 24, 2022, the Company announced its partnership with NBCUniversal's streaming platform, Peacock, to produce a new CG-animated series of *Caillou* and distribute five previously announced *Caillou* specials.

Fiscal 2023

WildBrain CPLG APAC Expansion

On July 6, 2022, the Company announced the appointment of WildBrain CPLG as exclusive consumer products licensing agent for the Peanuts brand across Mainland China, Hong Kong, Indonesia, South Korea, Malaysia, the Philippines, Singapore, Taiwan, and Thailand, expanding on WildBrain CPLG's longstanding Peanuts licensing relationship across Europe, the Middle East, Africa and India. The appointment augments WildBrain CPLG's robust growth plan in the APAC region, and follows the opening of dedicated offices in Seoul, Taipei and Singapore, as well as an expansion of the existing Shanghai office team, announced in April 2022.

Revolving Facility Increase

On October 21, 2022, the Company announced it had amended its credit agreement to increase its existing revolving facility from US$30 million to US$40 million, with an interest rate of SOFR (Secured Overnight Financing Rate) plus 4% based on the applicable form of borrowing, replacing the discontinued LIBOR rate. Maturity of the revolving facility was the earlier of March 2026 or three months prior to the maturity of the Company's senior unsecured convertible debentures ("**Convertible Debentures**"), except where converted. The revolving facility was part of the Company's March 2021 refinancing of its corporate debt, which also included a seven-year, US$285 million senior secured term loan facility maturing in March 2028, and which has been further refinanced as of the date of this AIF.

For additional information concerning the Company's corporate debt and refinancing thereof, refer to "Material Contracts" below.

Management Changes and Board of Directors Appointments

On May 9, 2023, the Company announced the promotion of Josh Scherba to the role of President & Chief Executive Officer ("**CEO**"), and member of the Board, replacing Eric Ellenbogen who stepped down as CEO and Vice Chair. Mr. Scherba has been with the Company since 2006 and has served as its President since 2018.

For additional information concerning members of management and the Board, refer to "Directors and Officers" below and the Company's website at www.wildbrain.com.

Repayment of Exchangeable Debentures

The Company's wholly owned subsidiary, WildBrain Holdings LLC ("**WildBrain Holdings**"), repaid the outstanding principal amount of US$18.5 million in outstanding exchangeable secured debentures (the "**Exchangeable Debentures**") along with all accrued and unpaid interest thereon, on June 24, 2023, the Exchangeable Debentures' date of maturity ("**Maturity**"). WildBrain Holdings originally issued the Exchangeable Debentures to certain funds managed by Fine Capital Partners L.P. (collectively, "**Fine Capital**") in June 2020 and March 2021, pursuant to a financing agreement (the "**Exchangeable Debenture Financing**").

To complete the settlement, WildBrain Holdings exercised its right to satisfy its obligation to pay the outstanding principal and accrued and unpaid interest in respect of the Exchangeable Debentures to Fine Capital by delivering Variable Voting Shares of the Company in lieu of cash. The Company issued 19,977,277 Variable Voting Shares to Fine Capital in satisfaction of its obligations under the Exchangeable Debenture Financing.

The material documents entered into in connection with the Exchangeable Debenture Financing have been filed on SEDAR+ and are available at www.sedarplus.ca.

Fiscal 2024

House of Cool Acquisition

On July 19, 2023, the Company announced the closing of its previously announced acquisition of House of Cool, one of the top pre-production studios in the global animation industry. The Company acquired full ownership of House of Cool for consideration of $15.5 million comprised of a $10.25 million share issuance with the balance paid in cash, subject to a customary working capital adjustment. The agreement includes a potential earn-out of up to $6 million based on collection of certain tax credits earned by House of Cool prior to closing.

Management Changes

On November 7, 2023, the Company announced the appointment of experienced media executive Nicholas Gawne as Chief Financial Officer ("**CFO**"). On the same date, the Company also announced the realignment of its senior management team, including the promotion of Stephanie Betts to the role of Executive Vice President, Content Creation, Kate Smith to the role of Executive Vice President, Audience Engagement, and Maarten Weck to the role of Executive Vice President, Global Partnerships and Licensing.

On April 22, 2024, the Company announced the appointment of leading entertainment and securities lawyer Mark Trachuk to the role of General Counsel.

For additional information concerning Company management, refer to "Directors and Officers" below and the Company's website at www.wildbrain.com.

Refinancing of Credit Facilities

On July 23, 2024, the Company announced the completion of the refinancing of its existing credit agreement with a new five-year, US$375 million term loan facility and a US$40 million revolving facility for a total of US$415 million in senior secured credit, maturing in July 2029, which extends the Company's corporate debt maturities by over a year.

Proceeds from the refinancing were used to fully repay the Company's existing term facility, due March 2028, and revolving facility, due July 2024. In addition, proceeds from the refinancing, along with working capital and proceeds of $7.25 million from the exercise of the Warrants (defined below), were deposited in escrow to be used to fully repay the Company's Convertible Debentures, due September 30, 2024.

For additional information concerning the existing credit agreement and refinancing thereof refer to "Material Contracts" below.

BUSINESS OF THE COMPANY

Business Overview

WildBrain is a leading independent kids' and family entertainment company, recognized globally for high-profile properties including *Peanuts, Strawberry Shortcake, Teletubbies, Degrassi, Inspector Gadget,* and *Yo Gabba Gabba!*. WildBrain focuses on kids' and family content, given the international reach and longer lifespan of this genre of programming and the potential to monetize this content across multiple revenue streams. Kids' and family content travels across cultures and geographies and consists largely of animated series, which can be easily dubbed into multiple languages. Such content is evergreen and therefore can be licensed into numerous markets repeatedly for many years.

In addition to producing award-winning series, WildBrain owns what management estimates to be one of the world's most extensive independent libraries of children's and family content of approximately 14,000 half-hours.

WildBrain takes a 360° approach to growing brands by managing and monetizing content and IP across its business through the following core capabilities:

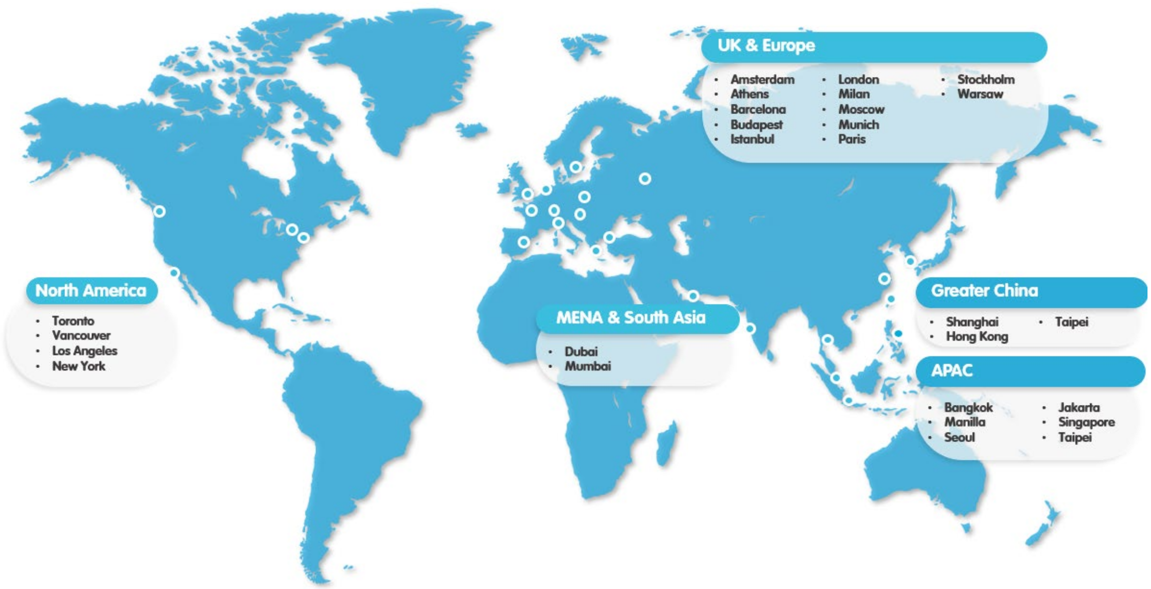
1. Content Creation – comprising all of the Company's development and production capabilities, including its animation studio, its digital studio (formerly the WildBrain Spark digital studio) and its animation pre-production business, House of Cool, bringing creative excellence across all formats for WildBrain's proprietary content as well as partner projects ("**Content Creation**");

2. Audience Engagement – comprising the Company's extensive capabilities in delivering entertainment content to audiences around the world, including its global distribution business, its YouTube network, its digital marketing expertise and its digital advertising business ("**Audience Engagement**"); and

3. Global Licensing – comprising the Company's activities across consumer products licensing, franchise management, global partnerships, location-based entertainment and direct-to-consumer e-commerce, including the activities of the Company's leading global licensing agency, WildBrain CPLG, the Company's franchise management activities for key owned brands such as Teletubbies and Strawberry Shortcake, and the Company's majority interest in the Peanuts brand ("**Global Licensing**").

WildBrain also owns and operates its television broadcasting business ("**WildBrain Television**"), consisting of the Family suite of linear specialty kids' channels in Canada, which has been a trusted broadcaster for over 35 years.

The graphic below depicts WildBrain's global offices and operations:



Revenue Model

Wildbrain operates through the following three reportable segments: (i) revenue from its Content Creation and Audience Engagement businesses ("**Content Business**"); (ii) revenue from its Global Licensing businesses ("**Licensing Business**"); and (iii) revenue from operating WildBrain Television ("**Canadian Television Broadcasting**").

Content Business: Content Creation and Audience Engagement Revenue

Content Creation and Audience Engagement includes revenue generated from: i) production revenue on new proprietary content commissioned by major streaming platforms; ii) service revenue earned when producing animation or live-action programs for third parties (service work does not typically result in the ownership of IP); iii) licensing revenue from selling content from WildBrain's library of approximately 14,000 half-hours – including internally produced proprietary titles, acquired library titles and third-party produced titles for which the Company holds distribution rights – to digital platforms (e.g. Apple TV+, Amazon Prime, and Netflix) and linear broadcast channels across different geographic territories; and iv) revenue share from WildBrain's shows on non-YouTube AVOD and FAST platforms such as those operated by Pluto, Roku, Amazon, LG and Samsung.

Revenue is also generated from WildBrain's platform of kids' and family AVOD channels where the Company distributes both owned content and third-party content on YouTube. Revenues are earned primarily through third-party algorithmic advertising on the platform. Other sources of revenue include producing original short-form content (animation, toy play, stop motion and live action), running paid media advertising campaigns and direct advertising sales on AVOD platforms, and digital marketing partnerships for brands on gaming platforms such as Roblox and Fortnite.

Licensing Business: Global Licensing Revenue

Global Licensing revenue is earned from generating licensing royalties on WildBrain's proprietary brands (including, among others, *Peanuts*, *Strawberry Shortcake* and *Teletubbies*), from merchandising, publishing, music rights, live tours and themed events, interactive games and apps, and from consumer products royalties earned through strategic brand partnerships, such as with SEGA and Mattel.

Global Licensing also includes revenue earned through the WildBrain CPLG agency business. WildBrain CPLG earns commissions as agents by licensing owned brands and third-party brands from lifestyle brand owners, film studios and other independent IP owners.

Canadian Television Broadcasting: WildBrain Television Revenue

Canadian Television Broadcasting revenue is earned primarily through monthly subscriber fees and advertising, promotion and other revenues through WildBrain's four owned broadcast channels: *Family Channel, Family Jr, Télémagino*, and *WildBrain TV*. Subscription fees are earned monthly through partnerships with Canadian cable and satellite television distributors. In addition, all four channels comprising WildBrain Television have multi-platform applications, which allow their content to be distributed both on-demand and via streaming.

Through its diversity of partners across the three core capabilities, the Company is able to spread risk across multiple areas of the industry, without relying on any one partner for the majority of its revenue.

The breakdown of revenues by reportable segment for the two most recently completed fiscal years is as follows (amounts are expressed in thousands):

Year ended June 30	**2023**	**2024**
Content Business	$280,617	$212,765
Licensing Business	$212,187	$213,598
Canadian Television Broadcasting	$40,067	$35,457
Total	**$532,871**	**$461,820**

Business Lines

As noted above, WildBrain's operations are comprised of the following integrated business lines, each of which is described in more detail below:

- Content Creation
- Audience Engagement
- Global Licensing
- Canadian Television Broadcasting

Content Creation

Content Creation Strategy

WildBrain's content creation business focuses on programs and specials, primarily animation, targeted at children and families that appeal to worldwide audiences and have the potential to generate multiple revenue streams through exploitation across WildBrain's business lines, from distribution across all media platforms to consumer product licensing opportunities. WildBrain's expertise and capabilities span every step of the production process from development to delivery, and its creative and technical teams can develop, produce, and package productions for all platform types.

Children and family programming travels readily across cultures and geographies as it can be more easily dubbed into other languages and can therefore be sold in numerous markets. Animated children's programming is particularly attractive due to the potential for longer-term revenue streams, including consumer products revenue, as it tends to have a longer shelf life compared to other forms of programming and continues to be relevant and entertaining for future generations of children.

Working with international content partners such as Apple TV+, Netflix, Peacock, LEGO, BBC, Nickelodeon, and more, WildBrain develops and produces award-winning original animated and live-action series for audiences from preschoolers to teens based on its proprietary IP or as a service studio for third-party titles. At its animation studio in Vancouver, WildBrain produces award-winning, fan-favourite series in 2D and CG, including *The Snoopy Show, Snoopy in Space, Sonic Prime, Chip and Potato, Strawberry Shortcake: Berry in the Big City, Carmen Sandiego,* and many more. From preschool to teens to co-viewing and beyond, the internationally renowned live-action properties from WildBrain include *Yo Gabba Gabbaland!,* *Degrassi: Next Class, Teletubbies, I Woke Up A Vampire,* and *Malory Towers*. Based in Toronto, and filming in various studios and locations around the world, the Company's live-action productions range from state-of-the-art virtual production volume screens to digital studios.

Management believes focusing on a targeted production slate, often associated with known IP and brands, will contribute to extending the revenue-generating life of these titles and support the potential for consumer products opportunities and increased profit on production. WildBrain pursues this strategy by focusing on providing both content development on premium, original long-form series to meet demand from major streaming platforms for exclusive programming as well as digital-first content to reach kids wherever they are consuming content.

Production Funding

WildBrain's production funding model is designed to ensure that there is low capital risk associated with developing content while retaining long-term exploitation rights. WildBrain benefits from a Canadian regulatory environment that provides funding to cover a significant portion of the costs of developing and producing Canadian content prior to obtaining "green light" approval for production. The Company believes that this provides a distinct advantage over international peers that may have to self-fund a larger percentage of the cost of its productions.

WildBrain also leverages co-production relationships and other commercial partnerships with international producers to expand output and access to talent to create content that has mass appeal.

Interim production financing is an additional component of the funding model for a typical production produced by the Company. The Company's interim production financing is usually made up of credit facilities with various Canadian financial institutions which are secured by a combination of, among other things, license fees, restricted cash balances, and federal and provincial tax credits and other similar production subsidies. Typically, upon collection of tax credits or other subsidy receivables, the production financing is repaid.

Audience Engagement

WildBrain is a leading distributor of kids' and family content to streaming services, major broadcasters, on-demand services, and home entertainment companies worldwide. WildBrain owns a library of globally recognized kids' and family content and brands with substantial scale and diversity. The Company's library is comprised of approximately 14,000 half-hours of primarily animated programming across more than 500 titles making it, based on management's estimates, one of the world's most extensive independent libraries of kids' and family content. The titles appeal to a broad cross-section of audiences and include classic preschool properties, animated comedies and live-action drama titles for teen and family viewing. WildBrain believes the breadth and depth of its library is difficult to replicate and estimates that replacement could take several decades with no assurances of creating similar brand strength. With strong viewership continuing from children, teens, and families worldwide, management believes that WildBrain is well positioned to continue to monetize its library through existing content customers as well as new entrants and emerging digital platforms. Select assets in WildBrain's extensive library include *Peanuts, Strawberry Shortcake, Teletubbies, Yo Gabba Gabba!, Degrassi, Bob the Builder, Cloudy with a Chance of Meatballs, Fireman Sam, In the Night Garden, Inspector Gadget, Slugterra,* and *Polly Pocket*.

WildBrain's distribution business licenses rights in new proprietary series or pre-sells shows that are in development to individual streaming services, broadcasters, and other media platforms representing different "windows" of licensed rights in their respective territories for specific periods of time. WildBrain also re-licenses rights of existing series in the library or packages of programs ("library" sales) of its own proprietary titles as well as third-party produced titles.

WildBrain has long-standing relationships with many of the world's major media companies, with its shows seen in more than 150 countries and distributed through over 500 streaming services and linear broadcasters worldwide. WildBrain's content is primarily distributed through its international sales team in Toronto, Paris, and Shanghai, who manage content licensing rights on a territory-by-territory basis. The Company's distribution and production customers worldwide include: Apple TV+, Amazon Prime Video, BBC, Netflix, Nickelodeon, Paramount+, ABC Australia, Alibaba, ByteDance, CCTV, YouTube, Roku, Pluto, LG, and Samsung TV, among many others. WildBrain is one of the largest independent producers of children's content in Canada, is one of the largest international suppliers in the US market and has a significant presence in key markets worldwide, including Europe, Asia, and South America.

WildBrain's Audience Engagement team is fully integrated with its Content Creation division and can provide valuable market feedback at all stages of production. Through this feedback, WildBrain can develop new content, including new titles and new seasons of existing titles, with broad appeal and significant market opportunity. WildBrain's world-class content operations team manages all business aspects of distribution and facilitates maximizing the monetization of content and IP, including through its content rights management systems.

WildBrain maintains a strong global presence at pre-eminent industry events, including MIPJUNIOR, MIPCOM, Kidscreen Summit, Licensing Expo, Brand Licensing Europe, MIFA Annecy, New York Toy Fair, and others to identify opportunities to monetize its library continuously throughout the world.

With the shift in patterns of kids' content consumption to online platforms, YouTube has emerged as the most popular destination for kids' entertainment and has become a key distribution channel for WildBrain to monetize its library and grow brands through AVOD. Across 500 kids' channels in over 40 languages and 245 territories, WildBrain's network of YouTube channels allows the Company to build brand awareness and engagement across audiences for both owned and third-party brands. WildBrain has leveraged its extensive content catalogue to build one of the largest networks of kids' channels on YouTube, with billions of minutes of watch time each month and hundreds of millions of subscribers. WildBrain uses data-driven insights and platform expertise to connect owned and partner brands to its large audience on YouTube and YouTube Kids, generating advertising revenue for the Company primarily through third-party algorithmic advertising in a kid and brand-safe environment.

WildBrain is committed to maintaining a kid and brand-safe environment and has obtained The Children's Advertising Review Unit ("**CARU**") Safe Harbor Seal of approval, meaning its YouTube network, including YouTube advertising practices, fully complies with CARU's Privacy Guidelines.

Global Licensing

WildBrain's Global Licensing business involves licensing its own IP and brands for royalties as well as acting as an agent representing third-party brands for commissions.

WildBrain's consumer products business focuses on a core slate of high-profile global entertainment properties and includes licensing, brand management, and creative services teams. WildBrain licenses its rights to merchandisers for the manufacture and sale of consumer products, such as toys, games, apparel, publishing, interactive games and apps, and live experiences and events, based on its own IP including *Peanuts, Strawberry Shortcake, and Teletubbies*. WildBrain also derives royalties from brands earned through its strategic brand partnerships with SEGA on *Sonic Prime* and Mattel on *Bob the Builder, Fireman Sam, Little People,* and *Polly Pocket*. Licensing fees for these rights are generally paid as royalties and often include non-refundable minimum guarantees. Additional revenue streams under this business line include publishing, music rights, and live tours.

Through its subsidiary WildBrain CPLG, the Company is one of the world's leading entertainment, sport, and brand licensing agencies for its owned and operated brands, such as *Peanuts, Strawberry Shortcake, Teletubbies,* as well as third-party brands around the world. Headquartered in the UK, it has offices throughout Europe, in the Middle East, India, China, the US, and the Asia Pacific region (including Shanghai, Singapore, Taipei and Seoul). WildBrain CPLG provides its clients with dedicated licensing industry professionals and a fully integrated product development, legal, and accounting service. WildBrain benefits from operational synergies by using WildBrain CPLG as the agent for several of its owned brands.

Canadian Television Broadcasting

WildBrain Television is headquartered in WildBrain's Toronto offices, and comprised of the following four Canadian children's television channels:

- *Family Channel* – launched in 1988 and offers family television entertainment targeting kids and families with a mix of top-rated Canadian and acquired series, movies, and specials;

- *Family Jr.* – launched in 2007 and offers English-language subscribers across Canada preschool television entertainment through a mix of Canadian series and popular preschool brands;

- *Télémagino* – launched in 2010 and offers French-language subscribers preschool and kids' entertainment through a mix of Canadian series and popular preschool brands; and

- *WildBrain TV* – launched in 2011 and features animated and live action programming for kids.

WildBrain Television revenue is earned through monthly subscriber fees, advertising, promotion, and other revenues through its channels. Subscription fees are earned monthly through partnerships with Canadian cable and satellite television distributors. In addition to linear television, each of the four channels also have multiplatform applications which allow for their content to be distributed across a number of platforms (including broadcast distribution undertakings ("**BDUs**"), online, and mobile), both on-demand and via streaming. All of the services are available in high definition. The primary target audience for these services consists of authenticated BDU subscribers, which avoids cannibalizing BDU-generated revenues.

As of August 8, 2023, the CRTC administratively renewed WildBrain Television's broadcasting licenses for the English-language discretionary services *Family Channel* (and its multiplex, *Family Jr*.) and *WildBrain TV*, as well as the French-language discretionary service *Télémagino*, through to August 31, 2026. WildBrain's broadcasting licenses are on a group-based licensing approach.

WildBrain's ownership of broadcast channels provides operating benefits across other business segments, including:

- Reducing dependency on "green-light" approvals from third-party broadcasters to unlock Canadian production funding;
- Increasing the amount of Canadian content production funding directed to its productions; and
- Providing its own platform to build awareness for WildBrain's brands among children and youth across demographics, increasing loyalty, and driving consumer products revenue.

WildBrain Television maintains a content-driven strategy which is built upon the following: (i) commissioning original content, including utilizing the Company's own proprietary animation and production teams, as well as independent third-party producers; (ii) leveraging the Company's 14,000 half-hour library; and (iii) acquiring rights in targeted high-quality content from Canadian and international suppliers.

Industry Overview

Content Creation and Audience Engagement

As the market for content evolves, major streaming platforms, such as Apple TV+, Netflix, Amazon Prime, and Hulu, continue to invest in original content from recognizable brands to attract and retain subscribers. At the same time, YouTube is one of the most popular destinations for kids' entertainment, and additional advertising platforms such as free ad-supported streaming services (FAST channels) are emerging and growing. Management believes that the demand for high-quality content will continue and that WildBrain is well-positioned to benefit from this demand by leveraging its premium full-service studio, portfolio of known IP and brands, established distribution network, and expertise in content programming.

Canada is a favourable jurisdiction for content production due in part to its supportive regulatory environment, including tax credit and other incentive regimes, Canadian content regulations, and international co-production treaties. Major television broadcasting ownership groups (including Rogers Media, and Bell Media,) are required by the CRTC to spend a percentage of their revenues on Canadian content. The *Broadcasting Act* (Canada) (the "***Broadcasting Act***") also encourages independent production including by directing BDU contributions and establishing requirements for Canadian programming expenditures.

The content production industry was impacted by the dual strikes of the Writers Guild of America and Screen Actors Guild-American Federation of Television and Radio Artists in May and July 2023, respectively. The strikes slowed the greenlights across the industry and had a knock-on effect of prolonged timelines for subsequent orders of new commissions. After the resolution of the strikes, greenlights have resumed and projects in WildBrain's studios have begun ramping up.

Global Licensing

The global consumer products licensing industry operates in a mature market and can be highly lucrative given the low risk, high-cash margins, and passive nature of collecting royalty streams. Typically, companies enter licensing arrangements once their brands have achieved a reasonable level of market recognition through a content distribution platform or otherwise.

The sale of licensed entertainment merchandise is a multi-billion-dollar industry. In 2023, global sales of licensed merchandise and services was US$356.5 billion, with the United States and Canada remaining the largest market and accounting for 59.0% of the global total.[2] Royalty revenue from licensed merchandise and services in 2023 increased to US$19.9 billion, representing a 3.6% increase from 2022.[3] Furthermore, entertainment and character licensing continues to be the number one category, accounting for US$147.6 billion or 41.4% of the total global licensing market.[4]

Canadian Television Broadcasting

In recent years, the Canadian television broadcasting sector's revenues and subscribers have experienced declines.[5] In addition, the COVID-19 outbreak caused production delays which impacted the programming plans and timing of content expenditures of WildBrain Television. In connection with these delays, the CRTC granted WildBrain Television an extension to August 2024 to satisfy its Canadian programming expenditure obligations under its current license. Impacts on advertising arising from economic uncertainties due to the COVID-19 outbreak did not have a material effect on WildBrain Television, which derives approximately 90% of its revenue from subscriber fees. Although production has stabilized, the full longer-term impact of such outbreak on viewing patterns (if any), including the accelerated adoption of digital/non-linear providers, such as major international SVOD and AVOD platforms, remains uncertain.

On April 27, 2023, Bill C-11 received royal assent and passed into law as the *Online Streaming Act* (Canada) (the "***Online Streaming Act***"). The CRTC is in the process of conducting various public consultations related to its plan for building a new regulatory framework under Bill C-11 and is targeting implementation in late 2025. The resulting changes are expected to include bringing online streaming services under the Canadian regulatory framework and requiring them to contribute to its policy objectives, imposing rules for better representation of Indigenous and other racialized and diverse communities, and granting the CRTC more flexibility and powers in enforcing regulations. The full impact of these changes on the industries in which the Company operates and the Company's content and television broadcasting businesses is largely unknown at this time.

Competitive Conditions

Content Creation and Audience Engagement

Although there is a multi-billion-dollar children's entertainment market worldwide, the production and distribution of children's, youth, and other genres of television and other media content is highly competitive. The Company competes with numerous Canadian domestic as well as international suppliers of media content, including vertically integrated entertainment companies and studios, television networks, and independent television production and media companies. Many of these competitors are significantly larger than WildBrain and have substantially greater resources, including easier access to capital. Canadian production companies typically also have access to the same favourable production financing environment in Canada employed by the Company and compete with the Company for program commissions from Canadian broadcasters. Additionally, the Company competes with other production and entertainment companies for ideas and storylines created by third parties, as well as for actors, directors, writers, and other key personnel required for a production.

As noted above, the Company believes that the breadth and depth of its library would be extremely difficult to replicate and estimates that replacement could take several decades with no assurances of creating brands of a similar strength, advantageously positioning the Company relative to certain competitors. Further, the Company is well-situated competitively

[2] Source: 2024 Global Licensing Industry Study, Licensing International.
[3] Source: 2024 Global Licensing Industry Study, Licensing International.
[4] Source: 2024 Global Licensing Industry Study, Licensing International.
[5] Source: CRTC Communications Market Reports.

due to its size, as smaller competitors may lack the scale and diversity of operations to adequately mitigate risk, while larger competitors are often affiliated with traditional media platforms which can limit flexibility operationally and with respect to sales.

WildBrain believes the global scale and audience reach of its AVOD distribution network give it a competitive advantage over networks with more limited focus in terms of audience or content. This broad reach allows for data analytics which provide valuable insight regarding viewer habits and preferences, and inform decisions related to future productions and programming while also helping to improve brand awareness and engagement including through bespoke advertising solutions.

Global Licensing

The Company's consumer products activities are also subject to a highly competitive environment. The Company competes with several large entertainment and toy companies as well as smaller domestic and international entertainment and toy developers and producers. The industry's low barriers to entry result in opportunities for existing competitors and new entrants to develop and acquire entertainment and trademark properties that compete with the Company's properties. Competition is based primarily on consumer and customer preferences and extends to the Company's ability to generate or otherwise acquire popular entertainment and trademark properties and secure licenses to exploit, and effectively distribute and market, such properties.

Canadian Television Broadcasting

The competitive environment in the television industry has changed significantly over the past few years following the launch of numerous new streaming services and the changing viewership habits of kids and families, which has resulted in further market fragmentation. WildBrain Television competes for subscribers and programming with several foreign and domestic digital/non-linear providers, including over-the-top and streaming services, such as Netflix, Disney+, Amazon Prime Video, and Apple TV+. The proliferation of digital/non-linear providers and the acceleration of their adoption during the COVID-19 pandemic has increased the demand for, and cost of, high-quality content and increased audience fragmentation and overall competition for subscribers.

WildBrain Television also competes for subscribers against other discretionary service operators such as Corus, Bell Media, Rogers Broadcasting, and Quebecor. Furthermore, WildBrain Television competes for advertising revenues with these operators and conventional Canadian television networks such as CBC, CTV, and Global as well as with other advertising media platforms.

Customers

WildBrain's customers for its Audience Engagement business are comprised of global streaming services, conventional and specialty terrestrial and cable/satellite television broadcasters, as well as other media platforms and digital providers worldwide in over 150 countries. Refer above for a select list of WildBrain's distribution customers.

The Company also provides Content Creation services to large brand owners looking to create content, such as LEGO, SEGA, Netflix, Nickelodeon, and brands such as Minecraft.

WildBrain's customer base also includes brand owners and licensors in various international territories, other licensees, for its Global Licensing activities.

Each of the Company's three English-language children's television channels are carried by major BDUs in Canada, including Bell, Cogeco, Telus, Rogers, Shaw Direct, Eastlink, Shaw, and Videotron. Its French-language channel is carried on Bell, Cogeco, Telus, Shaw Direct and Videotron.

Specialized Skill and Knowledge

WildBrain's management team and employees bring together strong complementary skills, expertise, and experience in various aspects of the production, development, distribution, television broadcasting, programming, consumer products, brands, and digital media industries, including production, financing, sales, and franchise management and have received numerous industry awards of excellence. For additional information concerning certain members of the management team, refer to “Directors and Officers” below and the Company’s website at www.wildbrain.com.

Intangible Properties

WildBrain uses several trademarks, service marks, and official marks for its products and services. Many of these brands and marks are owned and registered by the Company, and the Company believes those trademarks that are not registered are protected by common law. The Company may also license certain marks from third parties. The Company has taken affirmative legal steps to protect its owned and licensed trademarks and believes its trademark position is adequately protected. The exclusive rights to trademarks depend on the Company’s efforts to use and protect such marks, which the Company does so vigorously.

Distribution rights to television programming and other content as well as ancillary rights are granted legal protection under the copyright laws and other laws of Canada, the US, and most foreign countries. These laws impose substantial civil and criminal sanctions for the unauthorized duplication and exhibition of content. The Company believes that it takes, and plans to continue taking, all appropriate and reasonable measures to secure, protect, and maintain or obtain agreements from licensees to secure, protect, and maintain copyright and other legal protections for all of the content produced and distributed by WildBrain under the laws of all applicable jurisdictions.

The Company operates a comprehensive clearance and rights management system to both protect its rights and to ensure that works that WildBrain uses have the requisite clearances or licenses from the owners. A key element of contracts for copyright works is the term or time period of the license granted, which in the content sector can vary, but usually is for a time period such as one to three years. Rights management in a digital business environment is becoming increasingly complex due to challenges with definitions, semantics, and taxonomic issues related to contractual rights.

Cycles and Seasonality

WildBrain’s operating results for any period are subject to cyclical or seasonal fluctuations and are dependent on factors such as the number and timing of programs delivered, the budgets and financing cycles of broadcasters, overall demand for content, general advertising revenues and retail cycles associated with consumer spending activity, and the timing and level of success achieved by consumer products licensed and royalties paid in respect thereof, none of which can be predicted with certainty. Consequently, the Company’s results from operations may fluctuate from period-to-period and the results of any one period are not necessarily indicative of results for future periods. Refer to “Risk Factors” below for additional information.

Employees

On June 30, 2024, the Company had 548 full-time employees which included 4 in Halifax, 190 in Toronto, 10 in Los Angeles, 65 in New York, 40 in Vancouver, 125 in the UK, and 114 in other offices throughout Europe and Asia. In addition, the Company retains individuals on a temporary contract basis, including directors, cast and crew, with the appropriate skills and background as required for particular projects under development or in production. During the year ended June 30, 2024, the Company retained approximately 586 temporary workers which included 558 in the Vancouver studio, 17 in Toronto, and 11 in the Los Angeles studio. Given the extent of the Company’s production portfolio, it is able to maintain its access to skilled animators, artists, lighting crews, directors, and line producers, by being able to provide relatively constant work. There are several independent animation studios across Canada and abroad that may be engaged on a “work for hire” basis to manage production capacity while minimizing fixed overhead costs.

Operations

WildBrain operates out of offices in Toronto, Vancouver, London, Los Angeles and New York with additional locations worldwide as noted under “Business Overview” above. The additional offices worldwide primarily support the Company’s distribution and consumer products activities. The Company maintains an animation studio in Vancouver where it provides services and facilities for both its owned productions as well as for third parties.

A majority of the Company’s consolidated revenue for the fiscal year ended June 30, 2024 was attributable to foreign operations (i.e., attributable to the Company’s entities outside of Canada). These consist primarily of revenues from the Company’s international content distribution (including AVOD), consumer products licensing of owned IP and consumer products representation of third-party brands. As a result of the Company’s operations in foreign jurisdictions worldwide it is subject to certain risks and uncertainties, such as exposure to foreign currencies and legal and regulatory regimes which may not afford similar levels of protection to IP rights, and varying approaches to business practices. For additional information concerning risks associated with the Company's foreign operations refer to "Risk Factors" below.

SOCIAL POLICIES

WildBrain is committed to conducting its business ethically, legally, and safely worldwide and has implemented a Code of Business Conduct and Ethics applicable to all directors, officers, employees, and contractors of the Company which reflects such commitment. WildBrain's Code of Business Conduct and Ethics is available on WildBrain's website at www.wildbrain.com and on SEDAR+ at www.sedarplus.ca.

WildBrain also maintains a range of additional policies and guidelines that address issues which may be of importance to its stakeholders, including, among others, a Privacy Policy, Respect in the Workplace, Accessibility Policy, Inclusion & Diversity in the Workplace, Pregnancy and Parental Leave Top Up Program, Hybrid Work Policy, Disconnecting from Work Policy, Time Off Work Policy, and Social Media Guidelines.

Diversity, Equity and Inclusion

WildBrain is committed to diversity, equity, and inclusion ("**DEI**") throughout the organization. To support the Company's commitment to DEI it has established, with the approval of the Human Resources and Compensation Committee (the "**HRCC**"), a DEI plan (the "**DEI Plan**") which outlines a short-, medium-, and long-term roadmap to evolve and realize on its commitment. The HRCC receives a quarterly report on the DEI Plan and associated DEI initiatives of the Company which is also shared with the Board.

The DEI Plan is based on four pillars: listen, take action, education, and accountability. The DEI Plan includes the creation of various avenues for individuals to share their feedback and suggestions, to enhance global diversity, and provide ongoing training for all employees with leading outside partners (with additional training for people managers and hiring managers), externally facilitated discussions with all senior leaders, a self-audit of all people-related policies, practices, and programs, and a robust focus on voluntary data collection and analysis.

As part of WildBrain's DEI Plan, the Company is committed to increasing the data and integrity of the data being voluntarily collected internally. The ability to utilize the data for succession and development planning, as well as recruitment, retention, and talent strategies will allow the Company to have clear and focused priorities, among other benefits.

WildBrain Studios has also implemented DEI initiatives specific to its operations, including training programs focused on supporting a diverse workforce. WildBrain's development team continues to work with BIPOC TV & Film's Kids' TV Writing Incubator to offer an informational session for aspiring screenwriters and opportunities to join WildBrain writing rooms as paid story editors.

For additional information concerning the Company's commitment to diversity, equity, and inclusion, including on the Board and management, please refer to the Company's management information circular for the meeting of shareholders held on December 14, 2023, which is available on SEDAR+ at www.sedarplus.ca.

Social Initiatives

WildBrain engages in social initiatives aimed at strengthening the communities in which it operates. The Company directly supports groups from across the international kids' and family media community that focus on the advancement of new and inclusive voices, showcase the work of content creators, celebrate achievements, and unite media professionals dedicated to advancing the kids' content landscape, including Women in Film & Television Toronto, Youth Media Alliance, and Women in Animation.

Throughout the year, WildBrain also offers various events and educational programs to promote awareness of social and community issues. These programs focus on themes such as Pride, Indigenous History Month, and Black History Month, and frequently feature guest speaker presentations.

RISK FACTORS

An investment in securities of the Company involves significant risks. Before making a decision to buy securities of the Company, investors should carefully consider the risks described below, the other information described elsewhere in this Annual Information Form and those risks set out in the Company's MD&A for the year ended June 30, 2024 (as updated by subsequent interim MD&A), which, together with the risks described below, do not constitute an exhaustive list. If any of the following or other risks not currently known or anticipated do occur, the Company's business, results of operations, prospects, financial condition, financial performance, and cash flows could be materially adversely impacted. In that case, the trading price of securities of the Company could decline and investors could lose all or part of their investment in such securities. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the below described or other unforeseen risks.

The Company's leverage could affect its ability to obtain financing, restrict operational flexibility, restrict payment of dividends, divert cash flow to interest payments, and make it more vulnerable to competitors and economic downturns.

WildBrain incurred a significant amount of indebtedness in connection with previous acquisitions. As of June 30, 2024, WildBrain had outstanding indebtedness of approximately $590.3 million. The Company's degree of current and future leverage, particularly if increased to complete potential acquisitions, could materially and adversely affect WildBrain in several ways, including:

- limiting the Company's ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, and general corporate or other purposes;
- restricting the Company's flexibility and discretion to operate its business;
- limiting the ability of the Company to complete acquisitions or enter into other strategic transactions;
- limiting the Company's ability to declare dividends on its Shares;
- having to dedicate a portion of the Company's cash flows from operations to the payment of interest on its existing indebtedness and not having such cash flows available for other purposes, including operations, capital expenditures, and future business opportunities;
- exposing the Company to increased interest expense on borrowings at variable rates;
- limiting the Company's flexibility to plan for, or react to, changes in its business or market conditions;
- placing the Company at a competitive disadvantage compared to its competitors that have less debt;
- making the Company vulnerable to the impact of adverse economic, industry and Company-specific conditions; and
- making the Company unable to make capital expenditures that are important to its growth and strategies.

In addition, the Company may not be able to generate sufficient cash flows from operations to service its indebtedness, in which case it may be required to sell assets, reduce capital expenditures, reduce spending on new production, refinance all or a portion of its existing indebtedness or obtain additional financing, any of which would materially adversely affect the Company's operations and ability to implement its business strategy. Rising interest rates may also adversely affect the Company's ability to service its debt obligations. The Company may not be able to refinance all or a portion of its indebtedness as it comes due which could have a material adverse effect on the Company.

The Company's current outstanding indebtedness may limit its ability to incur additional debt, sell assets, grant liens, and pay dividends. In addition, in the event of a default, or a cross-default or cross-acceleration under future credit facilities, the Company may not have sufficient funds available to make the required payments under its debt agreements, resulting in lenders taking possession of collateral.

The terms of the Company's New Credit Facilities (as defined below under "Material Contracts"), Convertible Debentures, and other indebtedness may limit the Company's ability to, among other things:

- incur additional indebtedness or contingent obligations;
- acquire companies, assets or businesses or enter into other strategic transactions;
- sell significant assets;
- grant liens; and
- pay dividends in excess of certain thresholds.

The New Credit Facilities require the Company to maintain certain financial ratios where amounts are drawn on the revolver and comply with other non-financial covenants. Compliance with these covenants and financial ratios, as well as those that may be contained in future debt agreements may impair the Company's ability to finance its future operations or capital needs or to take advantage of favourable business opportunities. The Company's ability to comply with these covenants will depend on future performance, which may be affected by events beyond the Company's control. The Company's failure to comply with any of these covenants may result in a default under the New Credit Facilities and, in some cases, the acceleration of indebtedness under other instruments that contain cross-default or cross-acceleration provisions. In the event of a default, or a cross-default or cross- acceleration, the Company may not have sufficient funds available to make the required payments under its debt agreements. If the Company is unable to repay amounts owed under the terms of the New Credit Facilities or the credit agreement governing any credit facility that it may enter into in the future those lenders may be entitled to take possession of the collateral securing that facility to the extent required to repay those borrowings. In such event, the Company may not be able to fully repay the New Credit Facilities or any credit facility that it may enter in the future, if at all. For additional information concerning the Company's New Credit Facilities refer to "General Development of the Business" and "Material Contracts".

The Company's entertainment programming may not be accepted by the public which would result in a portion of the Company's costs not being recouped or anticipated profits not being realized and impact the Company's relationships with buyers content.

The entertainment industry involves a substantial degree of risk. Acceptance of entertainment programming represents a response not only to the production's artistic components, but also the quality and acceptance of other competing programs released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, public tastes generally, and other intangible factors, all of which could change rapidly or without notice and cannot be predicted with certainty. There is a risk that some or all of the Company's programming will not be accepted by the public generally, resulting in a portion of costs not being recouped or anticipated profits not being realized. Further, a lack of public acceptance would in turn have a negative impact on the Company's relationships with major partners and buyers including streaming services and broadcasters, which would materially impact the Company's ability to fund, produce, and distribute existing and new programming. There can be no assurance that revenue from existing or future programming will replace loss of revenue associated with the cancellation or unsuccessful commercialization of any production.

The Company depends on key relationships with buyers of content and uncertainty with, or a limited number of, buyers may impact the Company's performance.

A critical component of the Company's success is its relationships with buyers both at the pre-sale stage and after production is complete. The loss or fracture of these relationships with key buyers, whether from industry shifts resulting in decreased buyer demand, departure of key sales personnel at the Company, or transitions of key buying executives, or other reasons, could impact the Company's ability to sell its content resulting a material impact on its performance and operations.

The media and content industry in which the Company operates is rapidly evolving, including the market and demand for content with the entrance of new major streaming platforms. While management believes that the demand for high-quality content will continue, industry trends may change and the Company may be adversely affected by such changing industry trends, including potential impacts of mergers and acquisitions in the industry. It is not certain that demand for content will be sustained over the long term or that the Company will benefit from consumer appetite for programming.

The Company sells its content to a global and growing set of content buyers, however, it is possible in future years that revenue from production and distribution of content may originate disproportionately from fewer buyers, in particular buyers of content that will consider pre-licensing content (i.e., agreeing to provide substantial funding upfront to the cost of producing programming, rather than acquiring rights after the video content is completed). If the Company is dependent on one or a few buyers for a high percentage of its revenue, the Company's business results may be negatively impacted if those buyers cease to buy content from the Company or if the business, results of operations or financial condition of those buyers are adversely affected in the future.

The Company may not be able to acquire or develop products and rights to entertainment properties, or enhance existing products, brands, and entertainment properties, that satisfy consumer sentiments, which could have a material adverse effect on its business, results of operations or financial condition.

The Company depends on its ability to develop and identify third-party entertainment properties and brands which are responsive to consumer sentiments and expected to be popular with consumers. The Company's ability to maintain its current revenues and increase revenues will depend on its ability to develop or acquire, introduce, and achieve market and audience acceptance of its entertainment properties, brands, and products (including television and other content). If the Company is unable to anticipate consumer and customer preferences, its entertainment properties, brands, and products may not be accepted by children, parents, or families, and demand for the Company's entertainment properties, brands, and products could decrease and the Company's business, financial condition, and performance could be materially and adversely affected.

The Company's business and financial performance depend largely upon the appeal of its entertainment properties, brands, and products. Failure to anticipate, identify, and react to changes in children's interests and consumer and customer preferences could significantly lower sales of its entertainment properties, brands, and products and harm its revenues and profitability. This challenge is more difficult with the ever-increasing utilization of technology and digital media in entertainment offerings, and the increasing breadth of entertainment available to consumers. Evolving consumer tastes and shifting interests, coupled with changing and expanding sources of entertainment and consumer products and properties which compete for children's and families' interest and acceptance, create an environment in which some products and properties can fail to achieve consumer acceptance, and other products and properties can be popular during a certain period of time but then be rapidly replaced. The preferences and interests of children and families evolve quickly, can change drastically from year to year and season to season and are difficult to anticipate. Significant, sudden shifts in demand are caused by "hit" entertainment properties and brands, which are often unpredictable. A decline in the popularity of the Company's existing brands and entertainment properties or the failure of the Company's original content, entertainment properties, and brands to achieve and sustain market acceptance with consumers, could significantly lower the Company's revenues and operating margins, which would harm the Company's business, financial condition, and performance.

Additionally, the Company depends on a limited number of titles for a significant portion of the revenues generated by its content library. In addition, some of the titles in its library are not presently distributed and generate substantially no revenue. If the Company cannot acquire or develop new products and rights to popular titles through production, distribution agreements, acquisitions, mergers, joint ventures, or other strategic alliances, it could have a material adverse effect on its business, results of operations or financial condition.

The Company's Content Business and overall success is dependent on its ability to source IP and creative talent who can develop IP.

The Company competes with other producers, studios, and platforms for entertainment properties, ideas, and storylines created by third parties. The competition to source high quality IP from which the Company can produce content and partner with creative talent who can shepherd their projects through development and production is intense. From time to time the Company may enter into first-look deals with talent, which guarantee the payment of fees and expenses in exchange for the first opportunity to develop IP with such talent, or other similar arrangements. However, the Company is smaller than some of its competitors and may not be able to extend such first-look deals or similar arrangements at any given time or secure more of them. WildBrain's competitors, some of whom are bigger and better capitalized, may enter into long-term arrangements with talent and WildBrain cannot necessarily pay the same option fees and guaranteed compensation that these larger players can offer. Some of the Company's competitors have distribution platforms (such as SVOD services) which allow them to offer creators and showrunners a guarantee that their projects will be produced and exhibited; as the Company does not have a similar distribution platform, it cannot offer that guarantee, which may make the Company less competitive in bidding for projects and talent. In addition, the Company competes with other producers, studios, and platforms to license underlying IP (such as books, articles, comics, stage plays, formats, original pitch concepts, and speculative scripts) and the Company may not be able to pay as much for such IP as its competitors. WildBrain's inability to source compelling IP and/or secure top-tier creators, writers, showrunners, and talent will limit its ability to sell projects and retain rights which could adversely affect the business, results of operations, or financial condition of the Company.

The industries and markets in which the Company operates are highly competitive and rapidly evolving and the Company's inability to compete effectively or respond to such change may materially and adversely impact its business, financial condition, and performance.

The Company operates in industries characterized by intense competition. The Company competes domestically and internationally with numerous large and small children's entertainment companies. Low barriers to entry enable new competitors to quickly establish themselves with only a single popular brand or entertainment property. New participants with a popular idea or property can gain access to consumers and become a significant source of competition for the Company, including through new widely and easily available platforms, including AVOD platforms such as YouTube. The Company's competitors' entertainment properties and content may achieve greater market acceptance than the Company's properties and content and, in doing so, may potentially reduce the demand for the Company's content, entertainment properties, and brands. The Company's competitors have obtained and are likely to continue to obtain licenses that overlap with the Company's licenses with respect to products, geographic areas, and markets. The Company may not be able to continue to compete effectively against current and future competitors.

For fiscal 2024, a material portion of the Company's revenues have been derived from the production and distribution of entertainment content. The business of producing and distributing entertainment content is highly competitive. The Company faces intense competition with other producers and distributors, many of whom are substantially larger and have greater financial, technical, and marketing resources than the Company. The Company competes with other entertainment companies for entertainment properties, ideas and storylines created by third parties as well as for actors, directors, writers, and other personnel required for a production. The Company may not be successful in any of these efforts which may adversely affect business, results of operations, or financial condition.

The media and content industry in which the Company operates is rapidly evolving, including the market and demand for content with the entrance of new major streaming platforms. While management believes that the demand for high-quality content will continue, industry trends may change and the Company may be adversely affected by such changing industry trends, including potential impacts of mergers and acquisitions in the industry.

Changes in the methodologies, policies, or contractual terms applicable to YouTube or other AVOD platforms, changes in laws or regulations applicable to such platforms, or a governmental or third-party claim against YouTube or other AVOD platforms or in respect of the Company's use of such platforms could have a material adverse effect on the growth and revenues of WildBrain and the value of the Shares.

Substantially all of WildBrain's revenue from digital distribution is derived from advertising revenue from YouTube. YouTube or other AVOD platforms, or WildBrain directly, may be subject to claims or proceedings initiated by a third party, including claims or proceedings relating to advertising to children, whether instituted by a governmental entity or otherwise. In any such case or even independent of any such claims or proceedings, YouTube or other AVOD platforms may, among other things, cease providing content with advertising to children, change their approach to providing content with advertising to children (for example, as occurred in January 2020 when YouTube introduced new rules and policies on 'Made for Kids' content, including how that content is managed and monetized and the features available, or limited, on that content), including amending or otherwise modifying methodologies, policies, and/or contractual terms applicable to the platform and use thereof, or remove content. In any of such instances, WildBrain's revenue from digital distribution, the growth of such business and the value of the Shares may be materially adversely impacted.

In the event that laws or regulations are changed or instituted which impact the ability of YouTube to generate advertising revenue through its service and pass a portion of such revenue on to the copyright owners of content distributed via any such platforms, WildBrain's revenue from digital distribution, the growth of such business, and the value of the Shares may be materially adversely impacted.

The Company's results of operations may fluctuate significantly depending on the number and timing of television programs, films, and other content delivered or made available to various media.

Results of operations with respect to WildBrain's production and distribution operations for any periods are significantly dependent on the number and timing of television programs, films, and other content delivered or made available to various media. Consequently, the Company's results of operations may fluctuate materially from period to period and the results of any one period are not necessarily indicative of results for future periods. Cash flows may also fluctuate and are not necessarily closely correlated with revenue recognition. Although traditions are changing, due in part to increased competition from new channels of distribution, industry practice is that broadcasters make most of their annual programming commitments between February and June such that new programs can be ready for telecast at the start of the broadcast season in September, or as mid-season replacements in January. Because of this annual production cycle, among other reasons, WildBrain's revenues may not be earned on an even basis throughout the year. Results from operations fluctuate materially from quarter to quarter and the results for any one quarter are not necessarily indicative of results for future quarters.

The Company's programs, films, and other content may not receive favourable reviews or ratings or perform well in ancillary markets, broadcasters, streaming services, and other media platforms may not license the rights to the Company's content, *and distributors may not distribute or promote the Company's content, any of which could have a material adverse effect on the Company's business, results of operations or financial condition.*

Because the performance of programs, films, and other content in ancillary markets, such as streaming services, home video, and pay and free television, is often directly related to reviews from critics and/or television ratings, poor reviews from critics or television ratings may negatively affect future revenue. The Company's results of operation will depend, in part, on the experience and judgment of its management to select and develop new investment and production opportunities. The Company cannot make assurances that the Company's content will obtain favourable reviews or ratings, that its content will perform well in ancillary markets, or that broadcasters, streaming services, or other media platforms will license the rights to any of the Company's content in development or renew content in the Company's library. The failure to achieve any of the foregoing could have a material adverse effect on the Company's business, results of operations or financial condition.

Licensed distributors' (including streaming services and broadcasters) decisions regarding the timing of the release of, and promotional support for, the Company's content and related products are important in determining the success of such content. The Company does not control the timing and manner in which the Company's licensees distribute its content or related products. Any decision by those licensees not to distribute or promote the Company's content or to promote competitors' content to a greater extent than they promote the Company's could have a material adverse effect on the Company's business, results of operations, or financial condition.

WildBrain may not be able to sustain, manage or effectively execute on its strategy, which may impact the Company's financial and operating performance.

The Company's strategy calls for it to continuously develop and diversify its business by developing new entertainment properties and brands, re-developing existing entertainment properties and brands, expanding into new business lines and international markets, entering into license and other exploitation agreements, and acquiring assets, businesses or companies, all of which will place additional demands upon the Company's management, operational capacity, and financial resources and systems. The increased demand upon management may necessitate the recruitment and retention of qualified personnel. There can be no assurance that the Company will be able to recruit and retain qualified personnel or expand and manage its operations effectively and profitably. Implementation of WildBrain's strategy is subject to risks beyond its control, including competition, market acceptance of entertainment properties and brands, changes in economic conditions, its ability to obtain or renew licenses on commercially reasonable terms, and its ability to finance investment in entertainment properties and brands. Accordingly, there can be no assurance that the Company's strategy will be successful or that the Company will be able to effectively execute on its strategy. The lack of success in the Company's strategy or its execution thereof may have a material and adverse effect on its business, financial condition, and performance.

The Company manages liquidity carefully to address fluctuating quarterly revenues. Any failure of the Company to adequately manage such liquidity could adversely affect the Company's business and results of operations.

The Company's production revenues for any period are dependent on the number and timing of programs delivered, which cannot be predicted with certainty. The Company's distribution revenues vary significantly from quarter to quarter driven by contracted deliveries with television and other services. Distribution revenues are contract and demand driven and can fluctuate significantly from period to period. The Company manages liquidity by forecasting and monitoring operating cash flows and through the use of capital leases and maintenance of credit facilities. Any failure to adequately manage liquidity could adversely affect the Company's business and results of operations, including by limiting the Company's ability to meet its working capital needs, make necessary or desirable capital expenditures, satisfy its debt service requirements, make acquisitions, and declare dividends on its Shares. There can be no assurance that the Company will continue to have access to sufficient short and long -term capital resources, on acceptable terms or at all, to meet its liquidity requirements.

During an economic downturn or recession, the Company's operating results, prospects, and financial condition may be adversely affected.

The Company's revenues and operating results are and will continue to be influenced by prevailing general economic conditions, including with respect to its television broadcasting activities. In certain cases, purchasers of WildBrain Television's advertising inventories may reduce their advertising budgets. The Company anticipates that the downward trend currently being reported by major global advertising players could impact WildBrain as well. Advertising revenues may decline in response to declines in advertising budgets. In addition, the deterioration of economic conditions could adversely affect payment patterns which could increase the Company's bad debt expense. During an economic downturn, there can be no assurance that the Company's operating results, prospects, and financial condition would not be adversely affected.

Additionally, as disclosed in the notes to the audited consolidated financial statements for the year ended June 30, 2024, goodwill and indefinite life intangible assets, including broadcast licenses and certain brands, are not amortized but are tested for impairment annually, or more frequently if events or circumstances indicate that the asset might be impaired. The fair value is and will continue to be influenced by assumptions, based on prevailing general economic conditions, used to support the discounted future cash flows calculated by WildBrain to assess the fair value of goodwill and indefinite life intangible assets. There can be no assurance that WildBrain's goodwill and indefinite life intangible assets value would not be adversely affected during an economic downturn or otherwise following changes in such assumptions.

The Company may not successfully protect and defend against IP infringement and claims. Any such litigation could result in substantial costs and the diversion of resources and could have a material adverse effect on the Company's business, results of operations or financial condition.

The Company's ability to compete depends, in part, upon successful protection of its IP. Furthermore, the Company's revenues are dependent on the unrestricted ownership of its rights to content and IP. Any successful claims to the ownership of these intangible assets could hinder the Company's ability to exploit these rights. The Company does not have the financial resources to protect its rights to the same extent as some of its competitors. The Company attempts to protect proprietary and IP rights to its productions through available copyright and trademark laws in several jurisdictions and licensing and distribution arrangements with reputable international companies in specific territories and media for limited durations. Despite these precautions, existing copyright and trademark laws afford only limited practical protection in certain countries in which the Company may distribute its products and in other jurisdictions no assurance can be given that challenges will not be made to the Company's copyright and trademarks. In addition, technological advances and the conversion of content into digital format have made it easier to create, transmit and share unauthorized copies of content. Users may be able to download and/or stream and distribute unauthorized or "pirated" copies of copyrighted material over the Internet. While pirated content is available to download and/or stream digitally, some consumers may choose to digitally download or stream material illegally. As a result, it may be possible for unauthorized third parties to copy and distribute the Company's productions or certain portions or applications of its intended productions, which could have a material adverse effect on its business, results of operations, or financial condition.

Litigation may also be necessary in the future to enforce the Company's IP rights, to protect its trade secrets or to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity. Any such litigation could result in substantial costs and the diversion of resources and could have a material adverse effect on the Company's business, results of operations or financial condition. The Company cannot provide assurances that infringement or invalidity claims will not materially adversely affect its business, results of operations, or financial condition. Regardless of the validity or the success of the assertion of these claims, the Company could incur significant costs and diversion of resources in enforcing its IP rights or in defending against such claims, which could have a material adverse effect on the Company's business, results of operations, or financial condition.

The Company relies on key personnel, the loss of any one of whom could have a negative effect on the Company.

The Company's future success is substantially dependent upon the services of certain key personnel of the Company, including certain senior management, and creative, technical, and sales and marketing personnel. The loss of the services of any one or more of such individuals could have a material adverse effect on the business, results of operations, or financial condition of the Company. Recruiting and retaining skilled personnel is costly and highly competitive. If the Company fails to attract, hire, retain, train, and integrate qualified employees and contractors, it may not be able to effectively execute its strategy and objectives and maintain and expand its business.

The Company may not be able to keep up with or effectively adapt its business in response to developments in technology, including artificial intelligence technologies.

The media industry in which the Company operates is characterized by technological change and evolving trends, including, most recently, artificial intelligence technologies ("**AI**"). Technological change can have positive effects but may also have a material adverse effect on the Company's business, prospects, results of operations and financial condition. For example, the emergence of new production or computer-generated imagery technologies, including using AI, or a new digital broadcasting standard, may diminish the value of the Company's existing equipment, systems, and content or otherwise impact the Company's business model, operations and ability to compete. The possible impact and effects of AI on the media industry and the Company's business are wide ranging and have the potential to be highly significant. Currently, it is unclear and difficult to assess the full scope and extent of the impact and effects on the Company and the media industry more broadly.

Although WildBrain is committed to adapting to new technologies, there can be no assurance that it will be able to adapt to, incorporate or invest sufficiently in new technologies which may become de facto industry standards or required to be competitive or otherwise evolve its business in response to changing technologies, including AI.

The Company is dependent on its information technology systems, applications, and information repositories. Failures in or cyber threats to such technology systems could adversely affect the Company and its operations.

The day-to-day operations of the Company are highly dependent on information technology systems and internal business processes and the ability of the Company and its service providers to protect the Company's networks and information technology systems. An inability to operate or enhance information technology systems could have an adverse impact on, among other things, the Company's ability to produce accurate and timely invoices, manage operating expenses, and produce accurate and timely financial reports. Although the Company has taken steps to reduce these risks, there can be no assurance that potential failures of, or deficiencies in, these systems or processes will not have an adverse effect on the Company's operations, and/or its financial results.

An inability to protect the Company's systems, applications, and information repositories against cyber threats, which include cyber-attacks, including, but not limited to, hacking, computer viruses, denial of service attacks, industrial espionage, unauthorized access to confidential, proprietary or sensitive information, unauthorized access to corporate or network information technology systems or other breaches of security could result in service disruptions to, or could have an adverse impact on, the Company's business operations and could harm the Company's brand, reputation, and customer relationships. Although the Company has taken steps to reduce these risks, there can be no assurance that future cyber threats, if to occur, will not have an adverse effect on the Company's operating results. Establishing responses strategies and business continuity protocols to maintain operations if any disruptive event materializes is critical to the Company. A failure to complete planned and sufficient testing, maintenance or replacement of the Company's networks, equipment, and facilities as appropriate, could disrupt the Company's operations or require significant resources.

Unauthorized disclosure of confidential information could harm the Company's business and reputation.

WildBrain collects, stores, and uses sensitive information relating to its buyers, partners, and financiers, as well as personal information related to employees, staff, crew, and cast members. The Company is also subject to a highly regulated environment with respect to advertising to children, including the Children's Online Privacy Protection Act and various Canadian rules and regulations. The Company endeavors to adhere to all applicable privacy regulations in the jurisdictions where it operates, but it is exposed to third parties and their compliance with these rules and regulations and there is always a risk that information could be inadvertently or intentionally disclosed by individuals with access, whether within WildBrain or through a third party to which such information was disclosed for a particular authorized business purpose, or due to a security breach.

The Company's business operations may give rise to internal conflicts of interest.

Due to the 360° nature of WildBrain's business operations, the Company must increasingly manage actual and potential internal conflicts of interest. WildBrain Television's interests may conflict with the Company's distribution business interests, for example. Although the Company seeks to adequately address and manage such conflicts, any failure to do so could impact the Company's reputational integrity which could give rise to a material adverse effect.

The Company may require additional capital in the future which may decrease market prices and dilute each shareholder's ownership of the Company's Shares.

The Company may require capital in the future in order to meet additional working capital requirements, pay down debt, make capital expenditures, take advantage of investment and/or acquisition opportunities or for other reasons (the specific risks of which are described in more detail below). Accordingly, the Company may need to raise additional capital in the future. The Company's ability to obtain additional financing will be subject to several factors including market conditions and its operating performance. These factors may make the timing, amount, terms, and conditions of additional financing unattractive or unavailable for the Company.

To raise such capital, the Company may sell additional equity securities in subsequent offerings and may issue additional equity securities. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market price for the securities. With any additional sale or issuance of equity securities, investors may suffer dilution of their voting power and the Company may experience dilution in its earnings per share. Capital raised through debt financing would require the Company to make periodic interest payments and may impose restrictive covenants on the conduct of the Company's business. Furthermore, additional financings may not be available on terms favourable to the Company, or at all. The Company's failure to obtain additional funding could prevent the Company from making expenditures that may be required to grow its business or maintain its operations.

The Company may issue additional Shares, including upon the exercise of its currently outstanding convertible debentures, stock options, and in accordance with the terms of the Company's dividend reinvestment plan, employee share purchase plan and performance share unit plan. Accordingly, holders of Shares may suffer dilution.

Voting rights of Shares held by non-Canadians may be automatically decreased if votes attached to such Shares exceed certain limits under the Articles.

The terms of the Shares held by non-Canadians as defined in the Articles of Amendment of the Company provide for the voting rights attached to such Shares to decrease automatically and without further act or formality on the part of the Company or the holder if the total number of votes that may be exercised in respect of all issued and outstanding Shares held by non-Canadians exceed certain limits. As a result, non-Canadian holders of Shares may have less influence on a per share basis than holders of Shares who are Canadian on matters requiring a vote of shareholders. An automatic decrease of voting rights attaching to the Shares held by non-Canadians, or the risk that such a decrease of voting rights attaching to the Shares held by non-Canadians may occur, could affect the ability of holders of Shares who are not Canadian to sell their Shares at an advantageous price. See "Description of Capital Structure".

The laws and regulations applicable to WildBrain in connection with its television broadcasting and content businesses may have an adverse effect on WildBrain and the value of its Shares.

Government directions limit the ownership by non-Canadians of voting shares in Canadian broadcasting undertakings and require Canadian control of such undertakings. For additional information concerning restrictions on ownership of shares and voting shares arising in connection with the application of the *Broadcasting Act* to WildBrain refer to "Description of Capital Structure" above. Any failure to comply with such limits could result in the loss of the broadcast licenses held by WildBrain Television. In October 2014, WildBrain effected the Share Capital Reorganization to address this risk concerning Canadian ownership and control of broadcast undertakings. Additional details concerning WildBrain's capital structure can be found above under the heading "Description of the Share Capital". The CRTC has not reviewed or approved WildBrain's share capital structure and there can be no assurance that the level of non-Canadian ownership of WildBrain's shares will be deemed to be within acceptable limits for the purposes of the *Broadcasting Act*.

Additionally, the laws and regulations which require Canadian control of broadcast undertakings and in order to obtain government tax credits and other incentives, as well as WildBrain's share capital structure, which was adopted in connection therewith, may deter potential investors or acquirors of WildBrain's Shares which could have a negative impact on the value of the Shares.

Loss of the Company's Canadian status may result in loss of government tax credits and incentives or default by the Company under broadcast licenses.

In addition to license fees from domestic and foreign broadcasters and financial contributions from co-producers, the Company finances a significant portion of its production budgets from federal and provincial governmental agencies and incentive programs, including through the Canada Media Fund, provincial film equity investment and incentive programs, federal and provincial tax credits, co-production treaties and other investment and incentive programs. Tax credits are considered part of the Company's equity in any production for which they are used as financing. There can be no assurance that individual incentive programs available to the Company will not be reduced, amended, or eliminated or that the Company or any production will qualify for them, any of which may have an adverse effect on the Company's business, results of operations, or financial condition.

Furthermore, the Company could lose its ability to exploit Canadian government tax credits and incentives described above if it ceases to be "Canadian" as defined under the *Investment Canada Act* (Canada). In particular, the Company would not qualify as a Canadian if Canadian nationals cease to beneficially own shares of the Company having more than 50% of the combined voting power of its outstanding shares. In Canada and under international treaties, under applicable regulations, a program will generally qualify as a Canadian-content production if, among other things: (i) it is produced by Canadians with the involvement of Canadians in principal functions; and (ii) a substantial portion of the budget is spent on Canadian elements. In addition, the Canadian producer must have full creative and financial control of the project. A substantial number of the Company's programs are contractually required by broadcasters to be certified as "Canadian". In the event a production does not qualify for certification as Canadian, the Company would be in default under any government incentive and broadcast licenses for that production. In the event of such default, a Canadian or other broadcaster or content exhibitor could refuse acceptance of the Company's productions.

If the Company fails to maintain an effective system of internal controls, it may not be able to report its financial results or prevent fraud, which could harm the Company's financial performance and may cause investors to lose confidence.

The Company must maintain effective internal financial controls for it to provide reliable and accurate financial reports. The Company's compliance with the internal control reporting requirements will depend on the effectiveness of its financial reporting and data systems and controls. The Company expects these systems and controls to become increasingly complex to the extent that its business grows, including through acquisitions. To effectively manage such growth and more generally, the Company will need to continue to improve its operational, financial, and management controls, and its reporting systems and procedures. These measures may not ensure that the Company designs, implements, and maintains adequate controls over its financial processes and reporting in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation or operation, could harm the Company's financial performance or cause it to fail to meet its financial reporting obligations. Inferior internal controls could also cause investors to lose confidence in the Company's reported financial information, which could have a material and adverse effect on the trading price of its stock and its access to capital.

The market prices for the Shares may be volatile as a result of factors beyond the Company's control.

Securities markets have a high level of price and volume volatility, and the market price of shares of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The market price of the Company's Shares may be subject to significant fluctuation in response to numerous factors, including variations in its annual or quarterly financial results or those of its competitors, changes by financial research analysts in their recommendations or estimates of the Company's earnings, conditions in the economy in general or in the production, distribution, or television sectors in particular, unfavourable publicity, changes in applicable laws and regulations, exercise of the Company's outstanding options or other factors. Moreover, from time to time, the stock markets on which the Company's Shares will be listed may experience significant price and volume volatility that may affect the market price of the Company's Shares for reasons unrelated to its economic performance. No prediction can be made as to the effect, if any, that future sales of Shares or the availability of Shares for future sale (including Shares issuable upon the exercise of stock options) will have on the market price of the Shares prevailing from time to time. Sales of substantial numbers of Shares, or the perception that such sales could occur, could adversely affect the prevailing price of the Company's Shares.

As a result of any of these factors, the market price of the Shares may be volatile and, at any given point in time, may not accurately reflect the long-term value of WildBrain. This volatility may affect the ability of holders of Shares to sell their Shares at an advantageous price.

The public announcement of potential future corporate developments may significantly affect the market price of the Shares.

Management of the Company, in the ordinary course of the Company's business, regularly explores potential strategic opportunities and transactions. These opportunities and transactions may include strategic joint venture relationships, significant debt, or equity investments in the Company by third parties, the acquisition or disposition of material assets, the licensing, acquisition or disposition of material IP, the development of new product lines or new applications for its existing IP, significant distribution arrangements, and other similar opportunities and transactions. The public announcement of any of these or similar strategic opportunities or transactions might have a significant effect on the price of the Shares. The Company's policy is to not publicly disclose the pursuit of a potential strategic opportunity or transaction unless it is required to do so by applicable law, including applicable securities laws relating to continuous disclosure obligations. There can be no assurance that investors who buy or sell Shares of the Company are doing so at a time when the Company is not pursuing a particular strategic opportunity or transaction that, when announced, would have a significant effect on the price of the Shares.

In addition, any such future corporate development may be accompanied by certain risks, including exposure to unknown liabilities of the strategic opportunities and transactions, higher than anticipated transaction costs and expenses, the difficulty and expense of integrating operations and personnel of any acquired companies, disruption of the Company's ongoing business, diversion of management's time and attention, possible dilution to shareholders and other factors as discussed below in more detail. The Company may not be able to successfully overcome these risks and other problems associated with any future acquisitions and this may adversely affect the Company's business and financial condition.

Adverse publicity concerning the Company, one of its businesses, its clients, its key personnel, or talent could negatively affect the Company's business.

The Company's professional reputation is essential to its continued success and any decrease in the quality of its reputation could impair its ability to, among other things, recruit and retain key personnel and maintain relationships with its buyers and partners. The Company's reputation may be negatively impacted by a number of factors including negative publicity concerning the Company, members of its management, or other key personnel. The Company's professional reputation could also be impacted by adverse publicity relating to one or more of its brands or programs. Any the foregoing situations could adversely affect the Company's business, financial condition, and results of operations.

In addition, changes in consumers' tastes or a change in the perceptions of the Company's business partners, whether as a result of the social and political climate or otherwise, could adversely affect the Company's operating results. The Company's failure to avoid a negative perception among consumers or buyers or anticipate and respond to changes in consumer and customer preferences, including in the content it creates, could result in reduced demand for the Company's services and content offerings or those of its clients, which could have a material adverse effect on the Company's business, results of operations, or financial condition.

The Company faces risks inherent in doing business internationally, many of which are beyond the Company's control.

The Company distributes content, licenses its IP, and conducts other business activities outside Canada and derives revenues from these sources. As a result, the Company's business is subject to certain risks inherent in international business, many of which are beyond its control. These risks include: changes in local regulatory requirements, including restrictions or quotas on content and rules surrounding data privacy and security; changes in the laws and policies affecting trade, investment and taxes (including laws and policies relating to the repatriation of funds and to withholding taxes); impact of trade disputes, differing degrees of protection for IP; instability of foreign economies and governments; foreign currency and exchange risks; cultural barriers; wars and acts of terrorism; and the spread of viruses, diseases, or other widespread health hazards.

Global turmoil can give rise to government sanctions and other bans on doing business with certain countries or heightened anti-corruption laws; shrinking in credit markets; reduced liquidity; higher rates of default and bankruptcy; tightened regulatory environments; increased costs of supplies; higher taxation and interest rates; reduced consumer confidence and spending; restrictions on international payment services; and general financial market volatility.

The Company's decision to suspend licensing of owned content and brands in Russia, and the decision of third parties whom the Company represents in Russia to suspend licensing of their content and brands in Russia, will negatively impact revenues attributable to such commercial arrangements. Additionally, the Company's business and financial results may be materially and adversely impacted due to other factors arising from such situation, including, but not limited to, non-collectability of receivables, restrictions on banking and other financial transactions, significant delays in exports or imports, supply chain interruptions in general, the potential effect of bans and other sanction programs, further boycotts on business, other political and social ramifications, impacts on financial markets and general economic effects, and patterns of consumption and service.

Any of these factors could have a material adverse effect on the Company's business, results of operations, or financial condition.

Funds from the foreign exploitation of its properties may be paid in foreign currencies which may vary substantially relative to the Canadian dollar in a production period due to factors beyond the Company's control. In addition, foreign currency and exchange control regulations may adversely affect the repatriation of funds to Canada.

The returns to the Company from foreign exploitations of its properties are customarily paid in USD, GBP, JPY, and Euros and, as such, may be affected by fluctuations in the exchange rates. Currency exchange rates are determined by market factors beyond the control of the Company and may vary substantially during a production period. In addition, the ability of the Company to repatriate to Canada funds arising in connection with foreign exploitation of its properties may also be adversely affected by currency and exchange control regulations imposed by the country in which the production is exploited. Where appropriate, the Company may hedge its foreign exchange risk through the use of derivatives.

Any of the foregoing could have a material adverse effect on the Company's business, results of operations, or financial condition.

The Company is subject to income taxes in a number of jurisdictions, as well as to audits by tax authorities in those jurisdictions. Any audits could materially affect the income taxes payable or receivable in any jurisdiction, which changes would affect the Company's financial statements.

In the preparation of its financial statements, the Company is required to estimate income taxes in each of the jurisdictions in which it operates, taking into consideration tax laws, regulations, and interpretations that pertain to the Company's activities. In addition, WildBrain is subject to audits from different tax authorities on an ongoing basis and the outcome of such audits could materially affect the amount of income tax payable or receivable recorded on its consolidated balance sheets and the income tax expense recorded on its consolidated statements of earnings. Any cash payment or receipt resulting from such audits would have an impact on the Company's cash resources available for its operations.

The Company may be subject to or pursue claims and legal proceedings that could be time-consuming, expensive, and result in significant liabilities.

Governmental, legal or arbitration proceedings may be brought or threatened against the Company and the Company may bring legal or arbitration proceedings against third parties. Regardless of their merit, any such claims could be time consuming and expensive to pursue, evaluate, and/or defend, divert management's attention and focus away from the business, and potentially subject the Company to significant costs and/or liabilities.

Counterparties may terminate or endeavor to renegotiate contracts entered by the Company unexpectedly.

Given the rapid changes to the industry in which the Company operates and general economic uncertainty, there is risk that production partners, licensees or other contractual counterparties could unexpectedly terminate or decline to renew or endeavor to renegotiate a contract to which WildBrain is party. Although the Company endeavors to address this risk in its contractual negotiations, there is always a possibility that WildBrain could suffer losses or disruptions as a result, which could have a material negative impact on the Company.

The Company's growth strategy partially depends upon the acquisition of other businesses. There can be no assurance that the Company will be able to successfully identify, consummate, or integrate any potential acquisitions into its operations.

The Company has made or entered into, and may continue to pursue, various acquisitions, business combinations, investments, and joint ventures intended to complement or expand its business. WildBrain believes the acquisition of other businesses or assets may enhance its strategy of expanding its product offerings and customer base, among other things. The successful implementation of such acquisition strategy depends on the capital resources of the Company and Company's ability to identify suitable acquisition candidates, acquire such companies or assets on acceptable terms, integrate the acquired company's operations and technology successfully with its own, and maintain the goodwill of the acquired business or asset. WildBrain is unable to predict whether or when it will be able to identify any suitable additional acquisition candidates that are available for a suitable price, or the likelihood that any potential acquisition will be completed. When evaluating a prospective acquisition opportunity, the Company cannot assure that it will correctly identify the costs and risks inherent in the business or asset to be acquired. The scale of such acquisition risks will be related to the size of the company or companies acquired relative to that of WildBrain at the time of acquisition, and certain target companies may be larger than WildBrain.

Growth and expansion resulting from future acquisitions may place significant demands on the Company's management resources. In addition, while WildBrain's management believes it has the experience and know-how to integrate acquisitions, such efforts entail significant risks including, but not limited to: (a) the failure to integrate successfully the personnel, information systems, technology, and operations of the acquired business; (b) the potential loss of key employees or customers from either the Company's current business or the business of the acquired company; (c) failure to maximize the potential financial and strategic benefits of the transaction; (d) the failure to realize the expected synergies from acquired businesses; (e) impairment of goodwill; (f) reductions in future operating results from amortization of intangible assets; (g) the assumption of significant and/or unknown liabilities of the acquired company; and (h) the diversion of management's time and resources.

Future acquisitions are accompanied by the risk that the obligations and liabilities of an acquired company or asset may not be adequately reflected in the historical financial statements of or other financial information relating to such company or asset and the risk that such historical financial statements may be based on assumptions, which are incorrect or inconsistent with the Company's assumptions or approach to accounting policies. In addition, such future acquisitions could involve tangential businesses which could alter the strategy and direction of the Company.

There can be no assurance that WildBrain will have the capital resources required to complete any such acquisitions, be able to successfully identify, consummate, and/or integrate any potential acquisitions into its operations or generate and realize a return on investment from any such completed acquisitions. In addition, future acquisitions may result in potentially dilutive issuances of equity securities, have a negative effect on the Company's share price, or may result in the incurrence of debt or the amortization of expenses related to intangible assets, all of which could have a material adverse effect on the Company's business, financial condition, or results of operations.

Credit ratings and credit risk of the Company may change.

The credit ratings assigned to the Company are not a recommendation to buy, hold or sell securities of the Company. A rating is not a comment on the market price of a security nor is it an assessment of ownership given various investment objectives. There can be no assurance that the credit ratings assigned to the Company will remain in effect for any given period of time and ratings may be upgraded, downgraded, placed under review, confirmed, and discontinued by an applicable credit ratings agency at any time. Real or anticipated changes in credit ratings may affect the market value of securities of the Company. In addition, real or anticipated changes in credit ratings may affect the Company's ability to obtain short-term and long-term financing and the cost at which the Company can access the capital markets. There can be no assurance that the rating agencies that currently assign a credit rating to the Company will continue to do so. See "Ratings" for additional information.

The Company's evolving operations have placed significant demands on the managerial, operational, and financial personnel and systems of the Company.

As a result of acquisitions, dispositions and other transactions completed by WildBrain, among other reasons, significant demands have been placed on the managerial, operational, and financial personnel and systems of WildBrain. No assurance can be given that the Company's systems, procedures, and controls will be adequate to support the operations of WildBrain or the management of its relationships with third parties and the operations of such ventures. The future operating results of the Company and its subsidiaries will be affected by the ability of its officers and key employees to manage changing business conditions and to implement and improve its operational and financial controls and reporting systems. If the Company is unsuccessful in managing such demands and changing business conditions, its financial condition and results of operations could be materially adversely affected.

There can be no assurance that the Company will reinstate its dividend payments at the prior levels or at all.

The Company previously paid quarterly dividends on its Shares in amounts approved by the Board. On September 24, 2018, the Company announced that it had suspended its quarterly dividend. There can be no assurance that the Company will reinstate its dividend payments at the prior levels or at all.

The Company may be materially adversely affected by the loss of revenue generated by a few productions or broadcasters.

Revenue from production and distribution of content may originate from disproportionately few productions and broadcasters. The value of the Shares may be materially adversely affected should the Company lose the revenue generated by any such production or broadcaster.

The Company may not have sufficient insurance coverage, completion bonds, or alternative financing to pay for budget overruns and other production risks.

A production's costs may exceed its budget. Unforeseen events such as labour disputes, death or disability of a star performer or other key personnel, changes related to technology, special effects or other aspects of production, shortage of necessary equipment or, in the case of live action productions, limited availability of studio space, damage to film negatives, master tapes and recordings, or adverse weather conditions, or other unforeseen events may cause cost overruns and delay or frustrate completion of a production. Although the Company has historically completed its productions within budget, there can be no assurance that it will continue to do so. The Company currently maintains insurance policies and when necessary, completion bonds, covering certain of these risks. There can be no assurance that any overrun resulting from any occurrence will be adequately covered or that such insurance and completion bonds will continue to be available or, if available on terms acceptable to the Company. In the event of budget overruns, the Company may have to seek additional financing from outside sources to complete production of a television program. No assurance can be given as to the availability of such financing or, if available on terms acceptable to the Company. In addition, in the event of substantial budget overruns, there can be no assurance that such costs will be recouped, which could have a significant impact on the Company's results of operations or financial condition.

Management estimates for revenues and expenses for a production may not be accurate.

The Company makes numerous estimates as to its revenues and matching production and direct distribution expenses on a project-by-project basis. As a result of this accounting policy, earnings can widely fluctuate if the Company's management has not accurately forecast the revenue potential of a production.

Interim production financing arrangements present inherent risks to the Company.

The Company's productions are frequently financed by Canadian banks specializing in interim production financing. These arrangements present certain unique risks that could have material adverse effects on the Company, for example, unexpected calls for repayment of demand loans; incorrectly estimated repayment dates or interest rates resulting in higher borrowing costs; restrictive covenants on the applicable production company and other entities providing security, if any; and lenders seeking to enforce security in the event of a default against production company assets including pre-sale distribution fees.

Local cultural incentive programs currently accessed by the Company may be reduced, amended, or eliminated.

There can be no assurance that the local cultural incentive programs which WildBrain may access in Canada and internationally from time to time, including those sponsored by various Canadian (including provincial), European and Australian governmental agencies, will not be reduced, amended, or eliminated. There can be no assurance that such programs and policies will not be terminated or modified in a manner that has an adverse impact on WildBrain's business, including, but not limited to, its ability to finance its production activities. Any change in the policies of those countries in connection with their incentive programs may require WildBrain to relocate production activities or otherwise have an adverse impact on WildBrain's business, results of operation, or financial condition.

The Company may be required to increase overhead and payments to talent in connection with increases in its production slate or its production budgets, which would result in greater financial risk.

The production, acquisition, and distribution of content require a significant amount of capital. The Company cannot provide assurance that it will be able to continue to successfully implement financing arrangements or that it will not be subject to substantial financial risks relating to the production, acquisition, completion, and release of future content. If the Company increases (through internal growth or acquisition) its production slate or its production budgets, it may be required to increase overhead, make larger up-front payments to talent, and consequently bear greater financial risks. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, results of operations, or financial condition.

Changes in the regulatory environment of the film and television industry could have a material adverse effect on the Company's revenues and earnings.

At the present time, the production industry in Canada in particular is subject to a variety of rules and regulations. In addition to the regulatory risks applicable to WildBrain Television more particularly described elsewhere in this Annual Information Form, the Company's production and distribution operations may be affected in varying degrees by future changes in the regulatory environments in which the Company operates. Any such adverse change in the regulatory environment applicable to the Company's operations could have a material adverse effect on the Company's revenues and earnings.

Technological changes to production and distribution may diminish the value of the Company's existing equipment and programs if the Company is unable to adapt to these changes on a timely basis.

Technological change may have a material adverse effect on the Company's business, results of operations or financial condition if the Company is unable to adapt to these changes on a timely basis. The emergence of new production or computer-generated imagery ("**CGI**") technologies, or a new digital television broadcasting standard, may diminish the value of the Company's existing equipment and programs. Although the Company is committed to production technologies such as CGI and digital post-production, there can be no assurance that it will be able to incorporate other new production and post-production technologies which may become *de facto* industry standards. In particular, the advent of new broadcast or other exhibition standards, which may result in television programming being presented with greater resolution and on a wider screen than is currently the case, may diminish the evergreen value of the Company's programming library because such productions may not be able to take full advantage of such features. There can be no assurance that the Company will be successful in adapting to these changes on a timely basis.

A strike or other form of labour protest affecting guilds or unions in the production industry could disrupt the Company's production schedules which could result in delays and additional expenses.

Many individuals associated with the Company's projects are members of guilds or unions which bargain collectively with producers on an industry-wide basis from time to time. While the Company has positive relationships with the guilds and unions in the industry, a strike or other form of labour protest affecting those guilds or unions could, to some extent, disrupt production schedules which could result in delays and additional expenses.

For example, the WGA and SAG-AFTRA strikes in the United States in 2023 caused production delays, a lack of access to talent, delays in delivery of content, and increased costs and expenses on productions. The Company believes this also created an environment of uncertainty in the production industry which lead to a slowdown in buyer activity. Certain of the Company's productions were delayed as a result of the strikes.

Some parts of the Company's production business are not unionized, including crews and animators at its studio. In September, 2023 the Canadian Animation Guild (CAG), International Alliance of Theatrical Stage Employees, Local 938 launched an effort to unionize WildBrain's animation studio employees in Vancouver. This effort was successful, and the Company has entered into negotiations with the CAG in respect of a collective bargaining agreement. Although the negotiations are currently underway and are not expected to be completed until 2025, the Company's costs to produce animation could increase, which may reduce the Company's margins. Additionally, third parties for whom WildBrain provides production services and other content buyers may not approve the use of unionized animators and WildBrain may experience a reduced number of productions in its studio.

The evolving market and emergence of new unregulated and other competitors, licenses granted by the CRTC to other licensees, and competition for popular quality programming all increase WildBrain Television's competition for viewers, programming, and advertising dollars.

The market transition from a linear broadcast centric market to one increasingly influenced by AVOD and major SVOD platforms may continue to increase audience fragmentation, decrease the number of subscribers to the Company's television services, reduce the Company's television ratings, and ultimately have an adverse effect on revenues. Additionally, new technologies and methods of audiovisual content exhibition and consumption may be developed which could have similar or compounding impacts as described above with respect to AVOD and SVOD platforms. These circumstances may have an adverse impact on renewals and negotiations of distribution affiliation agreements with BDUs (which occur every two to three years for any given agreement) and associated revenues.

The CRTC issues new licenses for a variety of services on a constant basis. Competitive licenses granted to other licensees increase the competition for viewers, programming, and advertising dollars, and compound the effects described above.

Quality programming is a key factor driving the success of WildBrain's television services. Increasing competition for popular quality programming can cause prohibitive cost increases that may prevent WildBrain from renewing supply agreements for popular quality programming.

Loss of applicable licenses for WildBrain Television, or changes to the terms of these licenses, could have a material adverse effect on the revenues of WildBrain and WildBrain Television.

WildBrain Television currently operates under three CRTC discretionary broadcast licenses, which are required to operate the broadcasting undertakings held by WildBrain Television. As of August 8, 2023, the CRTC administratively renewed WildBrain Television's broadcasting licenses through to August 31, 2026.

Following the series of policy statements and substantive decisions from the CRTC known as "Let's Talk TV" in 2015-2016, the CRTC Category A and B licenses were phased out and replaced by a single discretionary category of service. Category A channels were required to be distributed in Canada by all larger cable and satellite BDUs, although terms of carriage were subject to negotiation. Category B channels were not required to be distributed by BDUs meaning that access to BDU platforms and terms of carriage were subject to negotiation. Similar to Category B licenses, discretionary services are not required to be distributed by BDUs and all terms of carriage are subject to negotiation. Category A licenses for independent broadcasting companies (i.e., those that are not owned by or related to a BDU), such as WildBrain Television's Family Channel license, were phased out in 2018. WildBrain Television is still experiencing impacts from the change in status of the Family Channel Category A license and loss thereof which could have a material adverse effect on the subscriber count, affiliate agreements, and ultimately the revenues of WildBrain and WildBrain Television.

In addition, the CRTC licenses carry several mandated requirements, including minimum Canadian content expenditures, minimum Canadian content airtime, among other requirements. Changes to these terms, particularly with respect to Canadian programming exhibition and expenditures, may result in material changes to the content cost structure of WildBrain Television. WildBrain may share these expenditures across its four services. However, it does not have the same scale as the previous owner of such services and, therefore, does not receive the same benefit from this license condition.

The inability of the Company to renew distribution affiliation agreements with BDUs on similar terms or at all, or the loss of certain significant customers, could have a material adverse effect on revenues of WildBrain Television.

WildBrain Television is dependent on BDUs, including cable, Direct to Home, Internet Protocol TV, and multichannel multipoint distribution systems, for distribution of its television services. There could be a material negative impact on revenues if distribution affiliation agreements with BDUs were not renewed on terms and conditions similar to those currently in effect or at all. Affiliation agreements with BDUs typically have multi-year terms that expire at various points in time.

The majority of WildBrain Television's subscriber base is reached through a small number of very significant BDU customers. There is a material risk that the loss of an important relationship would have a significant impact on WildBrain Television's revenues and operating performance.

Legislative changes, a direction by the Governor in Council to the CRTC, or the adoption of new regulations or policies or any decision by the CRTC, could have a material adverse effect on WildBrain's business, financial condition, or operating results.

WildBrain's television broadcasting operations are subject to federal government regulation, including the *Broadcasting Act*. The CRTC administers the *Broadcasting Act* and, among other things, grants, amends and renews broadcasting licenses, and approves certain changes in corporate ownership and control of broadcast licensees. The CRTC may also adopt and implement regulations and policies, and renders decisions thereunder, which can be found on the CRTC's website at www.crtc.gc.ca. Certain decisions of the CRTC can also be varied, rescinded, or referred back to the CRTC by Canada's Governor-in-Council either of its own volition or upon petition in writing by third parties filed within 90 days of a CRTC decision. The Government of Canada also has the power under the *Broadcasting Act* to issue directions of general application on broad policy matters with respect to the objectives of the broadcasting and regulatory policy in the *Broadcasting Act*, and to issue directions to the CRTC requiring it to report on matters within the CRTC's jurisdiction under the *Broadcasting Act*. Legislative changes, a direction by the Governor in Council to the CRTC, or the adoption of new regulations or policies or any decision by the CRTC, could have a material adverse effect on the WildBrain's business, financial condition, or operating results.

Further, the regulatory regime that governs Canadian producers and media is under review and changes could have a material adverse effect on the Company. As noted above, on April 27, 2023, the *Online Streaming Act* received royal assent and passed into law. The CRTC is in the process of conducting various public consultations related to its plan for building a new regulatory framework under the *Online Streaming Act* and is targeting implementation in late 2025. The resulting changes are expected to include bringing online streaming services under the Canadian regulatory framework and requiring them to contribute to its policy objectives, imposing rules for better representation of Indigenous and other racialized and diverse communities, and granting the CRTC more flexibility and powers in enforcing regulations. The full impact of these changes on the industries in which the Company operates and the Company's content and television broadcasting businesses is largely unknown.

The CRTC requires Canadian television programming services to draw certain proportions of their programming from Canadian content and, in many cases, to spend a portion of their revenues on Canadian programming. Often, a portion of the production budgets of Canadian programs is financed by Canadian government agencies and incentive programs, such as the Canadian Media Fund, Telefilm Canada, and federal and provincial tax credits. There can be no assurance that such financing will continue to be available at current levels, or at all. Reductions or other changes in the policies of Canada or its provinces in connection with their incentive programs could increase the cost of acquiring Canadian programs required to be broadcasted and have a material adverse effect on WildBrain's business, financial condition, or operating results.

WildBrain's television operations rely upon licenses granted under the *Copyright Act* (Canada) (the "**Copyright Act**") to make use of the music components of the programming distributed by these undertakings. Under these licenses, WildBrain is required to pay royalties, established by the Copyright Board of Canada pursuant to the requirements of the Copyright Act, to collecting societies that represent the copyright owners of such music components. The levels of the royalty payable by WildBrain are subject to change upon application by the collecting societies and approval by the Copyright Board. The Government of Canada may, from time to time, make amendments to the Copyright Act. Amendments to the Copyright Act could result in WildBrain being required to pay different levels of royalties for these licenses.

Changes in such laws or regulations or in how they are interpreted, and the adoption of new laws or regulations could negatively affect WildBrain.

The maintenance and growth of the Company's subscriber bases is dependent upon the ability of BDUs to deploy and expand their digital technologies, their marketing efforts, and the packaging of their services' offerings, as well as upon the willingness of subscribers to adopt and pay for the services.

Subscription revenues are dependent on the number of subscribers and the wholesale rate billed by WildBrain Television to BDUs for carriage of the individual services. The extent to which the Company's subscriber bases will be maintained or grow is uncertain and is dependent upon the ability of BDUs to deploy and expand their digital technologies, their marketing efforts, and the packaging of their services' offerings, as well as upon the willingness of subscribers to adopt and pay for the services.

WildBrain Television's broadcast signals are subject to illegal interception and as a result, potential revenue loss. An increase in the number of illegal receivers in Canadian homes could adversely impact the Company's existing revenues and inhibit its capacity to grow its subscriber base.

It may be difficult for US or other foreign investors to bring actions and enforce judgments.

Investors in the United States or in other jurisdictions outside of Canada may have difficulty bringing actions and enforcing judgments against the Company, its directors, its executive officers, and some of the experts named in this Annual Information Form based on civil liabilities provisions of the federal securities laws or other laws of the United States or any state thereof or the equivalent laws of other jurisdictions of investor residence.

There is some doubt as to whether a judgment of a US court based solely upon the civil liability provisions of US federal or state securities laws would be enforceable in Canada against the Company, its directors and officers, or the experts named in this Annual Information Form. There is also doubt as to whether an original action could be brought in Canada against the Company or its directors and officers or the experts named in this Annual Information Form to enforce liabilities based solely upon US federal or state securities laws.

Catastrophic or other events out of WildBrain's control may disrupt its operations or those of its customers and could materially and adversely affect the Company and its business, financial condition, or performance.

Future catastrophic or other events and conditions outside of WildBrain's control, including as a result of climate change, impacting WildBrain's operations, offices or production facilities, such as an earthquake, tsunami, flood, typhoon, fire, severe weather events, power disruption or other natural or manmade disaster, computer virus, cyber-attack, terrorist attack, war, riot, civil unrest or other conflict, or the resurgence of COVID-19 or a variant thereof, or an outbreak of another virus or infectious disease or other public health crisis, including epidemics and pandemics, as well as related events, that can result in volatility and disruption to global supply chains, operations, mobility of people, patterns of consumption and service, and the financial markets, could disrupt the Company's operations or those of its business partners and customers, impede or impair production and distribution of its content, or otherwise materially and adversely affect the Company's business, financial condition, operations, or results of operations.

DIVIDENDS AND DISTRIBUTIONS

Holders of Common Voting Shares and Variable Voting Shares of the Company ("**Shareholders**") are entitled, subject to the rights, privileges, restrictions, and conditions attaching to any other class or series of shares of the Company, to receive dividends if, as and when declared by the Board of the Company. The Common Voting Shares and the Variable Voting Shares rank equally as to dividends on a share-for-share basis. The Company may pay a dividend in money or property or by issuing fully paid shares. However, the Company may not declare or pay a dividend if there are reasonable grounds to believe that (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realizable value of the Company's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes. See "Risk Factors".

On February 13, 2013, the Board approved a dividend policy for the payment of a regular quarterly dividend. On September 24, 2018, the Company announced that it had suspended its quarterly dividend.

Pursuant to subsection 89(14) of the *Income Tax Act* (Canada) ("**ITA**") each dividend paid by WildBrain on or after June 14, 2013 qualified as an eligible dividend for Canadian income tax purposes, as defined in subsection 89(1) of the ITA.

WildBrain has not made any dividend payments on any of its shares in any of the three most recently completed financial years.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company is comprised of an unlimited number of preferred variable voting shares (the "**PVV Shares**"), an unlimited number of Common Voting Shares, an unlimited number of Variable Voting Shares, and an unlimited number of Non-Voting Shares. As of June 30, 2024, there were a total of 500,000,000 PVV Shares, 206,116,162 Common and Variable Voting Shares, and no Non-Voting Shares outstanding. As of June 30, 2024, there was a total of $140,000,000 aggregate principal amount of Convertible Debentures outstanding. As of June 30, 2024, WildBrain had 5,000,000 Warrants outstanding, exercisable for a total of 5,000,000 Variable Voting Shares. As of the date of this AIF, in connection with the New Credit Facilities, the Company has exercised the Warrants and deposited into escrow proceeds from such exercise, along with additional proceeds from the New Credit Facilities and working capital, to be used to fully repay the Company's Convertible Debentures which are due September 30, 2024.

Overview

Except as otherwise indicated, the following description refers only to the Company's share capital and not to any of its subsidiaries. The Company's share capital is authorized under and subject to applicable provisions of the CBCA. Any amendment to the Company's authorized share capital, or any other provision of its Articles of Continuance, as amended by the Articles of Amendment and as may be further amended from time to time, is subject to shareholder approval as required by the CBCA. For a more detailed description of the Company's share capital, refer to the provisions of the Articles of Continuance, as amended by the Articles of Amendment and as may be further amended from time to time.

On February 12, 2004, the date of its incorporation, the Company's authorized share capital was 1,000,000 Common Shares. On April 19, 2004, the Company's authorized share capital was increased to 100,000,000 Common Shares. On June 6, 2005, the Company's authorized share capital was amended to convert 10,000,000 authorized Common Shares into 10,000,000 authorized class A preferred shares. On May 12, 2006, the Company amended its authorized share capital to create an unlimited number of Common Shares. At the same time the Company was authorized by its shareholders to automatically convert the class A preferred shares into Common Shares at the completion of the Company's initial Public Offering on May 19, 2006. On May 12, 2006, the Company amended its Articles of Continuance to create a new class of shares designated as preferred variable voting shares, with an authorized capital of an unlimited number of shares. The PVV Shares do not have nominal or par value and all of the PVV Shares are fully paid-up.

Effective as of October 6, 2014, WildBrain's Articles of Continuance were amended in accordance with the Articles of Amendment approved at a special meeting of shareholders on September 30, 2014. Pursuant to the Articles of Amendment, WildBrain's share capital structure was reorganized to address concerns relating to Canadian ownership and control arising as a result of its ownership of WildBrain Television. The Share Capital Reorganization resulted in the creation of three new classes of shares, the Common Voting Shares, the Variable Voting Shares, and the Non-Voting Shares. Each outstanding Common Share of WildBrain which was not owned and controlled by a Canadian for the purposes of the *Broadcasting Act* was converted into one Variable Voting Share and each outstanding Common Share which was owned and controlled by a Canadian for the purposes of the *Broadcasting Act* was converted into one Common Voting Share. For additional information refer to the management information circular and proxy statement dated September 3, 2014, prepared in connection with the Company's special meeting of shareholders held on September 30, 2014, which is on SEDAR+ at www.sedarplus.ca and "Common Voting Shares, Variable Voting Shares, and Non-Voting Shares" in this section below.

The Company may, by special resolution of its shareholders, amend its articles to: change any maximum number of shares that the Company is authorized to issue; create new classes of shares; reduce or increase its stated capital, if its stated capital is set out in the articles; change the designation of all or any of its shares, and add, change or remove any rights, privileges, restrictions and conditions, including rights to accrued dividends, in respect of all or any of its shares, whether issued or unissued; change the shares of any class or series, whether issued or unissued, into a different number of shares of the same class or series or into the same or a different number of shares of other classes or series; divide or authorize the directors (or revoke, diminish or enlarge such authority) to divide a class of shares, whether issued or unissued, into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions thereof; authorize the directors (or revoke, diminish or enlarge such authority) to change the rights, privileges, restrictions, and conditions attached to unissued shares of any series; add, change or remove restrictions on the issue, transfer or ownership of shares; or add, change or remove any other provision that is permitted by the CBCA to be set out in the articles.

The holders of shares of a class are entitled to vote separately as a class on a proposal to amend the Company's articles to: effect an exchange, reclassification or cancellation of all or part of the shares of such class; add, change or remove the rights, privileges, restrictions or conditions attached to the shares of such class; increase the rights or privileges of any class of shares having rights or privileges equal or superior to the shares of such class; make any class of shares having rights or privileges inferior to the shares of such class equal or superior to the shares of such class; effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; or constrain the issue, transfer or ownership of the shares of such class or change or remove such constraint. Additionally, the holders of shares of a class, except the holders of Common Voting Shares or Variable Voting Shares of the Company pursuant to the Company's articles, are entitled to vote separately as a class on a proposal to amend the Company's articles to: increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or create a new class of shares equal or superior to the shares of such class. The holders of shares of a series are entitled to vote separately as a series on any of the foregoing proposals if such series is affected by an amendment in a manner different from other shares of the same class.

Under the Company's by-laws, annual meetings must be held not later than 15 months after holding the last preceding annual meeting but no later than six months after the end of the Company's preceding financial year. The annual meeting of shareholders is held for the purpose of considering the financial statements and reports required by the CBCA to be placed before the annual meeting, electing directors, appointing an auditor, and for the transaction of such other business as may properly be brought before the meeting. The Board of the Company may call a special meeting of shareholders at any time. Annual or special meetings may be held at the registered office of the Company or elsewhere in Canada if the Company's Board so determines. Under the Company's by-laws, meetings of shareholders require 21 days' notice of such meetings. Under the CBCA, the holders of not less than 5% of the issued shares of the Company that carry the right to vote at a meeting sought to be held may requisition the Board to call a meeting of shareholders for the purposes stated in the requisition. If the directors of the Company do not proceed to call a meeting within 21 days from the date they receive the requisition, any shareholder who signed the requisition may call the meeting. The accidental omission to give notice to a shareholder, the non-receipt of a notice by a shareholder, or any error in any notice not affecting the substance thereof, does not invalidate any action taken at any meeting held pursuant to such notice. Not less than two persons holding or representing by proxy and not less than 33 1/3% of the issued and outstanding shares of the Company entitled to vote at a meeting constitute a quorum for such meeting. Subject to the CBCA, a question at a meeting of shareholders shall be decided by show of hands unless a ballot thereon is required by the chair of the meeting or demanded by any person who is present and entitled to vote on such question at the meeting. Unless a ballot is so demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or defeated and an entry to that effect in the minutes of the meeting shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the shareholders upon the question. In the case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting is not entitled to a second or casting vote.

A person or company (and any director or officer of such company) who beneficially owns, directly or indirectly, or exercises control or direction over, securities of the Company (such as Common Voting Shares or Variable Voting Shares) carrying 10% or more of votes attached to all securities of the Company is, like directors and officers of the Company, considered an "insider" of the Company. Insiders of the Company are subject to requirements under securities legislation in Canadian jurisdictions to report trades of shares and each acquisition of 2% or more of additional voting securities of the Company, each disposition of 2% or more of voting securities of the Company, and any decrease in ownership of voting securities of the Company that results in the insider's ownership falling below the 10% threshold.

Restrictions on Non-Canadian Ownership

The legal requirements relating to Canadian ownership and control of broadcasting undertakings are embodied in the Direction from the Governor in Council (i.e., Cabinet of the Canadian federal government) to the CRTC pursuant to authority contained in the *Broadcasting Act*. Under the Direction, non-Canadians are permitted to own and control, directly or indirectly, up to 33 1/3% of the voting shares and 33 1/3% of the votes of a holding company which has a wholly owned subsidiary operating company licensed under the *Broadcasting Act*. This restriction applies to the Company because it has a wholly owned subsidiary operating WildBrain Television. The Direction also provides that the CEO and 80% of the members of the board of directors of a licensee that is a corporation, such as WildBrain's licensed subsidiary operating company, must be resident Canadian citizens. There are no explicit restrictions on the number of non-voting shares that may be held by non-Canadians at either the holding company or licensee level, but the Direction does not allow the licensee to be controlled by non-Canadians as a question of fact, and the level of ownership of Non-Voting Shares and of total equity is relevant to the analysis of control.

For the purposes of these regulations, "Canadian" means, among other things: (i) a Canadian citizen who is ordinarily resident in Canada; (ii) a permanent resident of Canada who is ordinarily resident in Canada and has been so for more than one year after the date he or she was eligible to apply for Canadian citizenship; (iii) a corporation with not less than 66 2/3% of the issued and outstanding voting shares of which are beneficially owned and controlled by Canadians and which is not otherwise controlled in fact by non-Canadians; or (iv) a pension fund society the majority of whose members of its board of directors are individual Canadians, and that is established under applicable federal legislation or any provincial legislation relating to the establishment of pension fund societies.

As described below, Variable Voting Shares may only be owned or controlled by non-Canadians, and the Common Voting Shares may only be owned and controlled by Canadians. Pursuant to the authority conferred by By-law 2014-1, WildBrain has adopted special operating procedures for monitoring share ownership and ensuring that the share register of each class of Shares is up to date at all times which procedures are administered by WildBrain's transfer agent and registrar in Canada and the US, Computershare Investor Services Inc., and Computershare Trust Company, N.A., respectively. The special operating procedures set out provisions for monitoring Share ownership, such as requiring declarations regarding Share ownership and compliance, including from participants, brokers, and other financial intermediaries on a quarterly basis and in each form of proxy/voting information form used by WildBrain, as well as provisions for ensuring and enforcing compliance including requiring conversion where there is contravention of ownership requirements. WildBrain's special operating procedures for monitoring share ownership are available on its website at www.wildbrain.com under the Investors-Governance tabs.

Constraints Imposed on Ownership of Shares of WildBrain to Ensure Canadian Control

Each issued and outstanding Common Voting Share which is not owned or controlled by a Canadian for the purposes of the *Broadcasting Act* and related regulations converts, automatically and without any further act by the Company, into one Variable Voting Share. Variable Voting Shares carry one vote per share held, except where (i) the number of votes that may be exercised in respect of all issued and outstanding Variable Voting Shares exceeds 33 1/3% of the total number of votes that may be exercised in respect of all issued and outstanding Variable Voting Shares, Common Voting Shares, or PVV Shares (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or any regulation made thereunder), or (ii) the total number of votes cast by or on behalf of the holders of Variable Voting Shares at any meeting on any matter on which a vote is to be taken exceeds 33 1/3% (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or any regulation made thereunder) of the total number of votes that may be cast at such meeting.

If either of the above-noted thresholds is surpassed at any time, the vote attached to each Variable Voting Share will decrease automatically and without further act or formality. Under the circumstances described in clause (i) above, the Variable Voting Shares as a class cannot carry more than 33 1/3% (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or any regulation made thereunder) of the total voting rights attached to the aggregate number of issued and outstanding Variable Voting Shares, Common Voting Shares, and PVV Shares of the Company. Under the circumstances described in clause (ii) above, the Variable Voting Shares as a class cannot, for a given meeting of the shareholders of WildBrain, carry more than 33 1/3% (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or any regulation made thereunder) of the total number of votes that may be cast at such meeting of shareholders. See "Common Voting Shares, Variable Voting Shares, and Non-Voting Shares" in this section below.

The terms ascribed to the Variable Voting Shares by the Articles of Amendment of the Company are intended to ensure that the number of votes owned and controlled by non-Canadians is at all times within the limit permitted under the Direction, the *Broadcasting Act* and the regulations made thereunder. However, there can be no assurance that such terms will be accepted by the CRTC or other regulatory authorities as being effective for this purpose.

Common Voting Shares, Variable Voting Shares, and Non-Voting Shares

Voting

The holders of Common Voting Shares will be entitled to receive notice of, and to attend and vote at all meetings of the Shareholders, except those at which holders of a specific class are entitled to vote separately as a class under the CBCA. Each Common Voting Share shall confer the right to one vote at all meetings of the Company's Shareholders.

The holders of Variable Voting Shares will be entitled to receive notice of, to attend and vote at all meetings of the Shareholders, except those at which the holders of a specific class are entitled to vote separately as a class under the CBCA.

Variable Voting Shares will carry one vote per share held, except where (i) the number of votes that may be exercised in respect of all issued and outstanding Variable Voting Shares exceeds 33 1/3% of the total number of votes that may be exercised in respect of all issued and outstanding Variable Voting Shares, Common Voting Shares and PVV Shares (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or in any regulation or direction made thereunder), or (ii) the total number of votes cast by or on behalf of the holders of Variable Voting Shares at any meeting on any matter on which a vote is to be taken exceeds 33 1/3% (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or in any regulation or direction made thereunder) of the total number of votes that may be cast at such meeting.

If either of the above-noted thresholds is surpassed at any time, the vote attached to each Variable Voting Share will decrease automatically without further act or formality. Under the circumstances described in clause (i) of the paragraph above, the Variable Voting Shares as a class cannot carry more than 33 1/3% (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or in any regulation or direction made thereunder) of the total voting rights attached to the aggregate number of issued and outstanding Variable Voting Shares, Common Voting Shares and PVV Shares of the Company. Under the circumstances described in clause (ii) of the paragraph above, the Variable Voting Shares as a class cannot, for a given Shareholders' meeting, carry more than 33 1/3% (or any greater percentage that would qualify the Company as a "Canadian" pursuant to the *Broadcasting Act* or in any regulation or direction made thereunder) of the total number of votes that may be cast at the meeting.

The holders of Non-Voting Shares will not be entitled to receive notice of, or to attend and vote at meetings of the Shareholders, except those at which holders of Non-Voting Shares are entitled to vote separately as a class under the CBCA. Each Non-Voting Share shall confer the right to one vote at any such meetings of the holders of Non-Voting Shares only.

Dividends

Subject to the rights, privileges, restrictions, and conditions attached to any other class of the Company shares ranking prior to the Variable Voting Shares, the holders of Common Voting Shares and the holders of Variable Voting Shares are entitled to receive any dividends that are declared by the Company's Board at the times and for the amounts that the Board may, from time to time, determine. The Common Voting Shares, the Variable Voting Shares, and the Non-Voting Shares shall rank equally as to dividends on a share-for-share basis. All dividends shall be declared in equal or equivalent amounts per share on all Common Voting Shares, Variable Voting Shares, and Non-Voting Shares then outstanding, without preference or distinction.

Subdivision or Consolidation

No subdivision or consolidation of the Common Voting Shares, the Variable Voting Shares, or the Non-Voting Shares shall occur unless simultaneously, the shares of the other two classes are subdivided or consolidated in the same manner so as to maintain and preserve the relative rights of the holders of each of these classes of shares.

Rights in the Case of Liquidation, Winding-Up or Dissolution

Subject to the rights, privileges, restrictions, and conditions attached to the other classes of shares of the Company ranking prior to the Common Voting Shares, the Variable Voting Shares or the Non-Voting Shares, in the case of liquidation, dissolution or winding-up of the Company, the holders of Common Voting Shares, Variable Voting Shares, and Non-Voting Shares shall be entitled to receive the Company's remaining property and shall be entitled to share equally, share for share, in all distributions of such assets.

Conversion

Each issued and outstanding Common Voting Share shall be converted into one Variable Voting Share, automatically and without any further act of the Company or the holder, if such Common Voting Share is or becomes owned or controlled by a person who is not a Canadian.

Each issued and outstanding Variable Voting Share shall be automatically converted into one Common Voting Share, without any further intervention on the part of the Company or the holder, if (i) the Variable Voting Share is or becomes owned and controlled by a Canadian; or if (ii) the provisions contained in or promulgated under the *Broadcasting Act* relating to foreign ownership restrictions are repealed and not replaced with other similar provisions in applicable legislation.

In the event that an offer is made to purchase Variable Voting Shares and the offer is one which is required, pursuant to applicable securities legislation or the rules of a stock exchange on which the Variable Voting Shares are then listed, to be made to all or substantially all the holders of Variable Voting Shares, each Common Voting Share shall become convertible at the option of the holder into one Variable Voting Share at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Common Voting Shares for the purpose of depositing the resulting Variable Voting Shares pursuant to the offer, and for no other reason, including notably with respect to voting rights attached thereto, which are deemed to remain subject to the provisions concerning the voting rights for Common Voting Shares notwithstanding their conversion. In such event, the Company's transfer agent shall deposit the resulting Variable Voting Shares on behalf of the holder.

Should the Variable Voting Shares issued upon conversion and tendered in response to the offer be withdrawn by the Shareholders or not taken up by the offeror, or should the offer be abandoned or withdrawn, the Variable Voting Shares resulting from the conversion shall be automatically reconverted, without further intervention on the part of the Company or on the part of the holder, to Common Voting Shares.

In the event that an offer is made to purchase Common Voting Shares and the offer is one which is required, pursuant to applicable securities legislation or the rules of a stock exchange on which the Common Voting Shares are then listed, to be made to all or substantially all the holders of Common Voting Shares in a given province of Canada to which these requirements apply, each Variable Voting Share shall become convertible at the option of the holder into one Common Voting Share at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Variable Voting Shares for the purpose of depositing the resulting Common Voting Shares pursuant to the offer, and for no other reason, including notably with respect to voting rights attached thereto, which are deemed to remain subject to the provisions concerning voting rights for Variable Voting Shares notwithstanding their conversion. In such event, the Company's transfer agent shall deposit the resulting Common Voting Shares on behalf of the holder.

Should the Common Voting Shares issued upon conversion and tendered in response to the offer be withdrawn by Shareholders or not taken up by the offeror, or should the offer be abandoned or withdrawn, the Common Voting Shares resulting from the conversion shall be automatically reconverted, without further intervention on the part of the Company or on the part of the holder, into Variable Voting Shares.

In the event that an offer is made to purchase Common Voting Shares or Variable Voting Shares, as the case may be, and the offer is one which is required, pursuant to applicable securities legislation or the rules of a stock exchange on which the Common Voting Shares or Variable Voting Shares, as the case may be, are then listed, to be made to all or substantially all the holders of Common Voting Shares or Variable Voting Shares, as the case may be, in a province of Canada to which the requirement applies, each Non-Voting Share shall become convertible at the option of the holder into one Common Voting Share or Variable Voting Shares, as the case may be, at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Non-Voting Shares for the purpose of depositing the resulting Common Voting Shares or Variable Voting Shares, as the case may be, pursuant to the offer, and for no other reason, including notably with respect to voting rights attached thereto, which are deemed to remain subject to the provisions restricting voting, notwithstanding their conversion. In such event, the transfer agent shall deposit the resulting Common Voting Shares or Variable Voting Shares, as the case may be, on behalf of the holder.

Should the Common Voting Shares or Variable Voting Shares, as the case may be, issued upon conversion and tendered in response to the offer be withdrawn by the Shareholders or not taken up by the offeror, or should the offer be abandoned or withdrawn, the Common Voting Shares or Variable Voting Shares, as the case may be, resulting from the conversion shall be automatically reconverted, without further intervention on the part of the Company or on the part of the holder, to Non-Voting Shares.

Common Voting Shares, Variable Voting Shares, and Non-Voting Shares may not be converted, other than in accordance with the conversion procedure set out in the Company's Articles of Amendment.

Constraints on Share Ownership

Variable Voting Shares may only be owned or controlled by non-Canadians. The Common Voting Shares may only be owned and controlled by Canadians.

Preferred Variable Voting Shares

The votes attached to the PVV Shares as a class are automatically adjusted so that they, together with the votes attached to the shares of the Company that are owned by Canadians (as determined based on inquiries the Company has made of the holders of Shares and depositary interests), equal 55% of the votes attached to all shares in the capital of the Company. The votes attached to the PVV Shares as a class are, in aggregate, not less than 1% of the votes attached to all shares in the capital of the Company. The PVV Shares are not listed on any stock exchange.

The votes attached to the PVV Shares as a class are determined based on the level of Canadian ownership of Shares ascertained through the Company's monitoring process undertaken pursuant to its special operating procedures for monitoring share ownership described in this section above under "Restrictions on Non-Canadian Ownership". The votes attached to the PVV Shares as a class are determined once the level of Canadian ownership of Shares has been established through this monitoring process.

The Board of the Company will not approve or compel a transfer to a person that is not a current officer of the Company and a Resident Canadian (as defined in the CBCA), and it is the current intention of the Company's Board that all of the PVV Shares be held by the individual that holds the position of CEO or other senior executive officer of the Company who is a Canadian approved by the Board if the CEO is not Canadian. As of June 30, 2024, all of the 500,000,000 issued and outstanding PVV Shares were held by Josh Scherba who entered into a Preferred Variable Voting Shareholders Agreement (the "**PVVS Agreement**") with the Company on his acquisition of such shares.

Pursuant to the PVVS Agreement any individual that becomes a holder of PVV Shares of the Company (i) agrees not to transfer PVV Shares, in whole or in part, except with the prior written approval of the Board of the Company, (ii) grants to the Company the unilateral right to compel the transfer of the PVV Shares, at any time and from time to time, in whole or in part, to a person designated by the Board, and (iii) grants to the Company a power of attorney to effect any transfers contemplated by the PVVS Agreement. The Board of the Company will not approve or compel a transfer without first obtaining the approval of the TSX and the PVVS Agreement cannot be amended, waived, or terminated unless approved by the TSX. In determining whether to approve or compel a transfer, the Board will act in the best interests of the Company to enable the Company to be eligible for tax credits or government incentives. Pursuant to the PVVS Agreement, the consideration received for the transfer of PVV Shares cannot exceed one/one millionth of a cent per share. Under the terms of the PVV Shares, transfers of the shares will be restricted to Resident Canadians (as defined in the CBCA).

The PVV Shares are redeemable at the option of the Company for one/one millionth of a cent per share and, in the event of the liquidation, dissolution or other distribution of the Company's assets for the purpose of winding up of the Company's affairs, holders of PVV Shares are entitled to one/one millionth of a cent per share in priority to holders of Shares but have no further rights. PVV Shares will not be entitled to receive dividends. The terms of the PVV Shares and the PVVS Agreement contain a coattail provision which prevents a holder of PVV Shares from accepting an offer to purchase all or part of the holder's shares unless the party making the offer also offers to purchaser, by way of a take-over bid, all of the outstanding Shares at a price per Share and on other terms and conditions as are approved by the Company's Board.

Convertible Debentures

The following is a summary of the material attributes and characteristics of the Convertible Debentures. This summary does not purport to be complete and is subject to, and qualified in its entirety by, reference to the terms of the convertible debenture indenture entered into between the Company and Computershare Trust Company of Canada, as debenture trustee (the "**Debenture Trustee**"), on May 31, 2017 (as supplemented by the supplemental indenture (the "**Supplemental Indenture**") dated as of December 19, 2019) (the "**Debenture Indenture**") which has been filed on SEDAR+ at www.sedarplus.ca.

The Convertible Debentures were issued under the Debenture Indenture upon the deemed exercise of the warrants that were received by each holder of the sale of 140,000 subscription receipts on May 31, 2017 for no additional consideration (the "**Special Warrants**") on the deemed exercise date. The maximum aggregate principal amount of Convertible Debentures authorized to be issued under the Debenture Indenture is $140,000,000, being the maximum aggregate principal amount issuable upon the exercise of the 140,000 Special Warrants outstanding. The Convertible Debentures are designated as "5.875% Convertible Unsecured Subordinated Debentures". The Convertible Debentures are dated as of their date of issue in denominations of $1,000 and integral multiples thereof.

The Convertible Debentures bear interest at an annual rate of 5.875%, payable in semi-annual payments in arrears on the last day of September and March each year (or the immediately following business day if any interest payment date would not be a business day) commencing on September 30, 2017, provided that the interest paid on September 30, 2017, was calculated as if the Convertible Debentures had been issued on the closing date of the Subscription Receipt Offering on May 31, 2017. The maturity date for the Convertible Debentures is September 30, 2024 (the "**Maturity Date**").

Each Debenture is convertible at the holder's option into Shares, at any time prior to the close of business on the earliest of (i) the business day immediately preceding the Maturity Date; (ii) if called for redemption, the business day immediately preceding the date specified by the Company for redemption of the Convertible Debentures; and (iii) if an offer to purchase is made pursuant to a change of control, the business day immediately preceding the specified repurchase date, at a conversion price of $8.00 per Share, which was subsequently adjusted to $7.729 per Share (the "**Conversion Price**") pursuant to the Supplemental Indenture in connection with the Company's 2019 rights offering to eligible holders of its shares, pursuant to which it raised $60.0 million in gross proceeds through the issuance of 35,928,144 Shares at a price of $1.67 per Share (the "**Rights Offering**"), or, in the event of a cash change of control, the applicable conversion price as determined in accordance with the Debenture Indenture. The Conversion Price is subject to further adjustment in certain events in accordance with the terms and conditions of the Debenture Indenture. Holders converting their Convertible Debentures will receive accrued and unpaid interest thereon for the period from the last interest payment date to, but excluding, the date of conversion. Upon conversion, the Company will have the right to settle the conversion in cash (or a combination of cash and Shares) in lieu of Shares unless such holder has expressly indicated in the applicable conversion notice that it does not wish to receive cash in lieu of Shares.

The Convertible Debentures may not be redeemed by the Company prior to September 30, 2020, except in the event of the satisfaction of certain conditions after a change of control. On or after September 30, 2020 and prior to September 30, 2024, the Convertible Debentures may be redeemed by the Company, in whole or in part from time to time, at a price equal to the principal amount of the Convertible Debentures plus accrued and unpaid interest thereon, if any, up to, but excluding, the date of redemption on not more than 60 days' and not less than 30 days' prior written notice, provided that the current market price as determined in accordance with the Debenture Indenture on the date on which notice of redemption is given exceeds 135% of the Conversion Price.

Subject to any required regulatory approvals and provided that no event of default has occurred and is continuing, the Company may, at its option, elect to satisfy its obligation to pay, in whole or in part, the principal amount of the Convertible Debentures that are to be redeemed or that have matured on the Maturity Date, on not more than 60 days' and not less than 30 days' prior notice, by issuing that number of freely-tradeable Shares obtained by dividing the principal amount of the Convertible Debentures that are to be redeemed or that have matured, as the case may be, by 95% of the current market price as determined in accordance with the Debenture Indenture on the date fixed for redemption or the Maturity Date, as applicable.

The Convertible Debentures are direct, subordinated, unsecured obligations of the Company and will rank equally with one another and subordinate to all senior indebtedness of the Company. The Debenture Indenture does not restrict the Company or its subsidiaries from incurring additional indebtedness or from mortgaging, pledging, or charging its properties to secure any indebtedness or liabilities. The Debenture Indenture provides that in the event of any dissolution, winding-up, liquidation, bankruptcy, insolvency, receivership, creditor enforcement or realization or other similar proceedings relating to the Company or any of its property, or any marshalling of the assets and liabilities of the Company, then holders of senior indebtedness will receive payment in full before the holders of Convertible Debentures will be entitled to receive any payment or distribution of any kind or character, whether in cash, property or securities, which may be payable or deliverable in any such event in respect of any of the Convertible Debentures or any unpaid interest accrued thereon. The Debenture Indenture also provides that the Company will not make any payment, and the holders of the Convertible Debentures will not be entitled to demand, accelerate, institute proceedings for the collection of, or receive any payment or benefit (including without limitation by set-off, combination of accounts or otherwise in any manner whatsoever) on account of the Convertible Debentures if a default or event of default with respect to or under any senior indebtedness permitting acceleration of the same has occurred and is continuing.

The rights of the holders of the Convertible Debentures may be modified in accordance with the terms of the Debenture Indenture. For that purpose, among others, the Debenture Indenture contains certain provisions which will make extraordinary resolutions binding on all holders of Convertible Debentures. Under the Debenture Indenture, the Debenture Trustee will have the right to make certain amendments to the Debenture Indenture in its discretion, without the consent of the holders of Convertible Debentures.

The Debenture Indenture also includes customary provisions dealing with events of default of the Company and other terms and conditions typical of an agreement of such nature.

As of the date of this AIF, in connection with the New Credit Facilities, the Company has deposited into escrow proceeds from its exercise of the Warrants, along with additional proceeds from the New Credit Facilities and working capital, to be used to fully repay the Company's Convertible Debentures on maturity.

Exemption from Take-Over Bid and Early Warning Reporting Requirements

On September 14, 2015, WildBrain received an exemption to treat WildBrain's Common Voting Shares and Variable Voting Shares as a single class for the purposes of applicable take-over bid and related early warning reporting requirements under Canadian securities laws. As noted elsewhere herein, WildBrain's dual class share capital structure was implemented solely to ensure compliance with the Canadian ownership rules under the *Broadcasting Act* which WildBrain became subject to upon acquiring WildBrain Television.

Pursuant to an application by WildBrain, the securities regulatory authorities in each of the provinces of Canada granted exemptive relief (the "**Decision**") from (i) applicable take-over bid requirements, such that those requirements would only apply to an offer to acquire 20% or more of the outstanding Variable Voting Shares and Common Voting Shares of WildBrain on a combined basis, and (ii) applicable early warning reporting requirements, such that those requirements would only apply to an acquirer who acquires or holds beneficial ownership of, or control or direction over, 10% or more of the outstanding Variable Voting Shares and Common Voting Shares of WildBrain on a combined basis (or 5% in the case of acquisitions during a take-over bid). Without the exemptive relief, Shareholders were subject to these requirements based on the number of Shares outstanding solely of the class held by the Shareholder a number that can vary without notice due to automatic conversions, and which is in some respects not indicative of the Shareholder's real ownership level. A copy of the Decision is available on SEDAR+ at www.sedarplus.ca.

The Decision takes into account the fact that the Common Voting Shares and Variable Voting Shares have identical terms except for the foreign ownership voting limitations applicable to the Variable Voting Shares. The Decision also takes into account the automatic conversion feature of WildBrain's dual class share structure, whereby, although an investor may acquire either class of Shares, the class of shares ultimately held by an investor is a function of the investor's Canadian or non-Canadian status. As a result, the number of Shares outstanding in each class varies while the aggregate number of Shares of both classes remains unchanged, giving Shareholders little certainty as to the number of Shares outstanding in each class at any given time. The Decision also acknowledges that there may be from time to time a significantly smaller public float and a significantly smaller trading volume of Variable Voting Shares (compared to the public float and trading volume of Common Voting Shares). Together, these considerations make it more difficult for investors, particularly non-Canadian investors, to acquire Shares of WildBrain in the ordinary course without the apprehension of inadvertently triggering the takeover bid rules and early warning requirements (considering the application of such rules to the acquisition of shares of a class) and could potentially restrict the interest of non-Canadian investors in WildBrain's Shares for reasons unrelated to their investment objectives.

RATINGS

The following table sets forth the ratings assigned to WildBrain's Credit Facilities obtained during its fiscal year ended June 30, 2024:

Rating Agency	Rating
Standard & Poor's Financial Services LLC ("**S&P**")[1]	B- / Negative
Moody's Investors Service, Inc. ("**Moody's**")[2]	B3 / Stable (as of July 2, 2024, Moody's updated "Stable" to "Rating Under Review")
Fitch Ratings, Inc. ("**Fitch**")[3]	B+ / Negative

[1] S&P rates by categories ranging from "AAA" to "SD" and "D", which represents the range from highest to lowest quality of such securities rated. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. Obligations rated "BB", "B", "CCC", "CC", and "C" are regarded as having significant speculative characteristics. 'BB' indicates the least degree of speculation and "C" the highest. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposure to adverse conditions. An obligation rated "B" is characterized by S&P as more vulnerable to nonpayment than obligations rated "BB", but the obligor currently has the capacity to meet its financial commitments on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitments on the obligation. In addition, S&P may add a rating outlook of "positive", "negative", "stable" or "developing", which assess the likely direction of an issuer's rating over the medium term. The "B" category is the sixth highest of the available categories.

[2] Moody's uses nine rating categories, which range from "Aaa" to "C". Moody's appends numerical modifiers from one to three on its long-term debt ratings from "Aa" to "Caa" to indicate where the obligation ranks within a particular ranking category, with the 2-modifier indicating a mid-range ranking. Obligations rated "B" are considered speculative and are subject to high credit risk. The "B" rating assigned by Moody's is the sixth rating of the nine available categories.

[3] Fitch ratings of individual securities or financial obligations of a corporate issuer address relative vulnerability to default on an ordinal scale. The modifiers + or - may be appended to a rating to denote relative status within major rating categories. Such suffixes are added to obligation rating categories, or to corporate finance obligation ratings between "AA" and "CCC". "B" ratings indicate that material default risk is present, but a limited margin of safety remains. Financial commitments are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment. The "B" rating assigned by Fitch is the sixth rating of ten available categories.

Credit ratings are intended to provide investors with an independent measure of the credit quality of an issuer of securities. The credit ratings accorded to the Company are not recommendations to purchase, hold or sell any of the Company's securities in as much as such ratings are not a comment upon the market price of any such securities or their suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances warrant.

During fiscal 2024, WildBrain paid the rating agencies S&P, Moody's, and Fitch to assign ratings to WildBrain's Credit Facilities. As of the date of this AIF, the Company no longer obtains ratings as they are not applicable to the New Credit Facilities. No payments for other services were made to rating agencies during the last two years. For a description of certain risks related to the Company's indebtedness refer to "Risk Factors".

MARKET FOR SECURITIES

Trading Price and Volume

For the year ended June 30, 2024, trading information for the Company's Common Voting Shares and Variable Voting Shares traded on the TSX under the symbol "WILD" is set forth below:

Common Voting Shares and Variable Voting Shares (WILD)

Date	High ($)	Low ($)	Trading Volume
July, 2023	1.85	1.57	645,600
August, 2023	1.93	1.65	390,200
September, 2023	1.96	1.47	1,058,000
October, 2023	1.60	1.28	690,000
November, 2023	1.45	1.05	1,338,000
December, 2023	1.33	0.98	1,964,000
January, 2024	1.37	1.07	1,661,000
February, 2024	1.41	1.03	1,064,000
March, 2024	1.32	1.09	925,400
April, 2024	1.25	0.99	1,287,200
May, 2024	1.10	0.96	911,800
June, 2024	1.20	0.77	1,614,700

For the year ended June 30, 2024, trading information for the Company's Convertible Debentures on the TSX traded under the symbol "WILD.DB" is set forth below:

Convertible Debentures (WILD.DB)

Date	High ($)	Low ($)	Trading Volume
July, 2023	95.99	90.00	399,000
August, 2023	92.00	85.88	2,218,000
September, 2023	92.50	88.90	3,881,000
October, 2023	94.00	92.00	1,868,000
November, 2023	97.00	88.50	460,000
December, 2023	96.00	92.50	2,996,000
January, 2024	96.00	92.80	197,000
February, 2024	96.99	92.80	330,000
March, 2024	96.49	93.00	324,000
April, 2024	97.00	95.00	1,077,000
May, 2024	97.67	93.05	116,000
June, 2024	97.00	92.00	398,000

Prior Sales

Excluding issuances under its equity compensation plans, during the most recently completed financial year, the Company did not issue any securities which are outstanding but not listed or quoted on a marketplace.

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Based on the Company's knowledge, the following chart summarizes the class, number, and percentage of the class of the Company's securities escrowed or subject to a restriction on transfer during the fiscal year ended and as of June 30, 2024:

Class	Number	Percentage of Class
PVV Shares(1)	500,000,000	100%
Warrants(2)	5,000,000	100%

(1) The PVV Shares are subject to certain restrictions on transfer pursuant to the PVVS Agreement as described in more detail above under "Description of Capital Structure – Preferred Variable Voting Shares".

(2) In 2020, concurrent with the issuance of the Exchangeable Debentures (which have been settled in full as set out above in "General Development of the Business"), the Company issued to Fine Capital warrants (the "**Warrants**") to purchase an aggregate of 5,000,000 Variable Voting Shares at a price of $1.45 per Variable Voting Share, expiring on June 24, 2025. The Warrants may not be transferred except with the written approval of WildBrain (not to be unreasonably withheld), except to a permitted transferee (as defined in the warrant certificate) and subject to certain additional customary conditions as set forth in the warrant certificate. As of the date of this AIF, in connection with the New Credit Facilities, the Warrants have been exercised in full.

DIRECTORS AND EXECUTIVE OFFICERS

The Company's Board is elected at each annual general meeting of Shareholders. Additional directors may be appointed by the Board of the Company, provided that the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of Shareholders. The Company may have as few as three directors, at least two of whom cannot be officers or employees of the Company or its affiliates, and as many as ten directors. The Board may from time to time appoint a chair of the Board, a CEO, a president, one or more vice-presidents, a secretary, a treasurer, and such other officers as the Board may determine. The Board may, from time to time, specify the duties of each officer, delegate to him or her powers to manage any business or affairs of the Company (including the power to sub-delegate) and change such duties and powers, all insofar as not prohibited by the CBCA. The Board may, in its discretion, remove any officer of the Company. To the extent not otherwise so specified or delegated, and subject to the CBCA, the duties and powers of the officers of the Company shall be those usually pertaining to their respective offices. The Board may appoint one or more committees of the Board and, subject to the CBCA, delegate to any such committee any of the powers of the Board.

As of June 30, 2024, the Company's directors and executive officers owned, or controlled or directed, directly or indirectly, a total of 3,232,515 Shares which represents approximately 1.57% of the issued and outstanding number of Shares. As noted above, Josh Scherba, President and CEO, holds 100% of the issued and outstanding PVV Shares.

The following table sets out, for each of the Company's directors and executive officers as of June 30, 2024, the person's name, municipality of residence, positions with the Company, principal occupation and, if a director, the day, month, and year in which the person became a director. The term of office for each of the directors will expire at the time of the Company's next annual shareholders meeting.

Directors and Executive Officers

Name and Municipality of Residence	Offices with the Company	Principal Occupation	Director Since
YOUSSEF BEN YOUSSEF New York, New York, United States	Director	Head of Ad Platform, Roku	May 5, 2022
KARINE COURTEMANCHE Saint-Lambert, Quebec, Canada	Director	EVP, Plus Company Canada	May 19, 2021
DEBORAH DRISDELL Montreal, Quebec, Canada	Director	President of Drisdell Consulting	December 16, 2015

Directors and Executive Officers

Name and Municipality of Residence	Offices with the Company	Principal Occupation	Director Since
ERIN ELOFSON Toronto, Ontario, Canada	Director	Head of Canada and APAC, Pinterest	December 17, 2019
GEOFFREY MACHUM Halifax, Nova Scotia, Canada	Director	Lawyer, Stewart McKelvey	May 16, 2014
THOMAS MCGRATH Los Angeles, California, United States	Director	Chairman and CEO, Crossroad Live	December 17, 2019
RITA MIDDLETON Grimsby, Ontario, Canada	Director	Chief Executive Officer and Interim Chief Financial Officer, International Solar Solutions Inc.	June 27, 2022
JOSH SCHERBA Toronto, Ontario, Canada	President and CEO	President and CEO of the Company	May 9, 2023
JONATHAN WHITCHER New York, New York, United States	Director	Chief Executive Officer and Chief Investment Officer, Fine Capital Partners L.P.	June 25, 2018
DONALD WRIGHT Toronto, Ontario, Canada	Chair	President and Chief Executive Officer of The Winnington Capital Group Inc.	January 9, 2006
TIM ERICKSON New York, New York, United States	Executive Vice President, Peanuts Worldwide	EVP of the Company	N/A
NICHOLAS GAWNE Toronto, Ontario, Canada	CFO	CFO of the Company	N/A
TARA TALBOT Toronto, Ontario, Canada	Executive Vice President, Global Talent	EVP of the Company	N/A
MARK TRACHUK Toronto, Ontario, Canada	General Counsel and Corporate Secretary	General Counsel and Corporate Secretary of the Company	N/A
MAARTEN WECK Vught, Netherlands	Executive Vice President and Managing Director, WildBrain CPLG	EVP of the Company	N/A

Except as noted below, each of the Company's directors and executive officers has been engaged for more than five years in his or her present principal occupation or in other capacities with the Company or organization (or predecessor) in which he or she currently holds his or her principal occupation.

Youssef Ben-Youssef, a non-executive and independent director of WildBrain, is the Head of the Ad Platform at Roku, where he leads the company's advertising business across three lines: programmatic ad platform, data licensing and audience activation. Prior to Roku, Mr. Ben-Youssef led the Publishers Solutions team at IPONWEB where he launched a comprehensive publishers monetization platform. His ad tech experience extends to strategy and product roles as he was the Sr. Director of GTM and Strategy Operations at AppNexus and Turn. Mr. Ben-Youssef has an extensive IT and management background. He holds an MBA from Université Laval and a Master in Computer Science from Bentley University.

Karine Courtemanche, a non-executive and independent director of WildBrain, is EVP of Plus Company Canada, a global advertising agency network, created with a goal to propel creativity and create cutting edge technology and ideas. Courtemanche leads the media group, including Cossette Media and Jungle Media, and is responsible for evolving the entire portfolio including Aperture1, Camp Jefferson, Cossette, Impact Research, K-72, Level Eleven, Magic Circle Workshop, Septième, and The ShowRoom. Courtemanche joined Plus Company Canada following a 20-year tenure at Omnicom Media Group, where she led Canada's most award-winning media teams, Touché! and PHD. Karine is also the Chair of the CMDC (Canadian Media Director Council) and she sits on the board of Fondation Ste-Justine.

Deborah Drisdell, a non-executive and independent director of WildBrain, is a veteran of over 25 years in the Canadian film and television industry and is currently President of Drisdell Consulting. Drisdell Consulting provides strategic advice to public- and private-sector clients in Canada and internationally. Previously, Ms. Drisdell held the positions of Director General, Accessibility & Digital Enterprises, and Director, Strategic Planning & Government Relations, with the National Film Board of Canada (NFB), during which time she was responsible for advancing the NFB into the digital era of content distribution with its award winning NFB.ca platform and mobile expansion. Prior to her engagement with the NFB, Ms. Drisdell held various senior positions with media organizations, including Sextant Entertainment Group and Telefilm Canada. Ms. Drisdell also serves on the Board of TV5 Québec-Canada.

Erin Elofson, a non-executive and independent director of WildBrain, has more than 20 years of experience in the tech space across product management, partnerships, and software and advertising sales leadership and is currently the Head of the Canada and APAC Region at Pinterest. Previously, Ms. Elofson led the Financial Services, Technology and Media, and Travel and Tourism businesses at Facebook Canada and, prior to her role with Facebook, she was the global lead for Microsoft's partnership with BMO Financial Group. Ms. Elofson holds an M.A. from York University with a specialization in Technology in Practice.

Geoffrey Machum, K.C., ICD.D, a non-executive and independent director of WildBrain, is a senior partner in the Halifax office of Stewart McKelvey, a leading Atlantic Canadian law firm. At Stewart McKelvey, he has served as Chair of the firm's governing Partnership Board and has also served on the Board's Audit, Human Resources, Governance, and Partnership Compensation Committees. He has also served as Stewart McKelvey's Strategic Marketing Partner. Mr. Machum is recognized by national peer-based legal publications as a leading practitioner in his chosen fields, which include director and officer liability, and governance counsel. Mr. Machum serves as an independent director on the Board of Organigram (OGI: TSX/NASDAQ), where he is Chair of the Governance and Sustainability Committee and a member of the Compensation Committee and has also served as interim lead director. Mr. Machum has also served as Chair of the Halifax Port Authority and President of the Canadian College of Construction Lawyers. He is a graduate of the Rotman School of Management's Intensive Directors Education Program, University of Toronto, and is a member of the Institute of Corporate Directors, which has granted him ICD.D designation in recognition of his commitment to excellence in corporate governance. Mr. Machum has been involved with several community organizations, including as a member of the Board of Governors of the Halifax Grammar School and as a member of the Board of Directors of Symphony Nova Scotia, where he was also Chair of the Governance Committee.

Thomas McGrath, a non-executive and independent director of WildBrain, is an experienced media executive and presently the Chairman and CEO of Crossroads Media, which produces Broadway plays and musicals. He was previously the CEO of Crossroads Live, the leading international touring theatre company as well as the COO of STX Entertainment (film & television), the Chairman of Key Brand Entertainment (theatre), President and COO of Act III Communications (movie production, Cinemas and TV stations), and Executive Vice President and COO of Viacom Entertainment Group (including Paramount Pictures). Mr. McGrath is a nine-time Tony Award-winning producer, a member of the National Recording Academy and board member of the International Television Academy. He also serves as a Trustee of the American Repertory Theatre at Harvard and is a former Trustee of the New England Conservatory of Music. Mr. McGrath has a BA and MBA from Harvard. He also serves on the Board of Directors of DNEG, a visual special effects company based in England.

Rita Middleton, a non-executive and independent director of WildBrain, has more than 30 years' strategic senior management experience, including operational start-up, dynamic growth, complex business environments and industry regulatory and public company compliance. She has more than 10 years of entrepreneurial experience in the renewable energy sector, including most recently as CEO, Interim CFO and Board member of the privately owned company, International Solar Solutions Inc. From 1990 to 2008, Ms. Middleton was in the broadcast and entertainment industry. Initially she was with CUC Broadcasting, primarily a cable television distributor, and then worked in increasingly senior finance, corporate development and technology roles at Alliance Atlantis Communications Inc., one of Canada's largest and most successful international media companies, which was listed on the TSX and NASDAQ. She was Senior Vice President, Finance & Information Technology Services, with Alliance Atlantis at the time the company was sold for $2.3 billion in 2007. Ms. Middleton has been very actively involved at executive levels of charitable organization boards and committees, including the Leukemia & Lymphoma Society of Canada, Humane Canada and the Ontario Society for the Prevention of Cruelty to Animals. She is a CPA/Chartered Accountant by profession, holds an Honours Business Administration Degree (Co-Op Accounting Program) from Brock University, and in 2019, was recognized with the Brock alumni Goodman School of Business Distinguished Graduate Award.

Josh Scherba, President, Chief Executive Officer and executive Director, is a highly experienced entertainment executive drawing on over 20 years in the global industry. He has been with WildBrain since its founding in 2006 and has held a series of progressively senior roles in that time, overseeing a wide variety of functions across the organization. Appointed President in 2018, Scherba has fostered a content-led approach to igniting brands from WildBrain's deep vault of IP as well as partner brands, and he has played an integral role in setting and driving WildBrain's 360° strategy across production, distribution and consumer-products licensing. Well known in the entertainment industry as the primary face of business for WildBrain, Scherba has built strong, long-term relationships with numerous major partners, including Apple TV+, Netflix, Amazon, SEGA, YouTube, the BBC, LEGO, Mattel and many others. His passion for kids' and family IP combined with his keen strategic vision have been central to driving WildBrain's growth and reputation as a leading producer of premium content for streaming platforms and broadcasters worldwide.

Jonathan Whitcher, a non-executive and independent director of WildBrain, has been with Fine Capital since inception in 2004 and currently serves as CEO/CIO. Fine Capital is a New York-based fund, predominantly managing U.S. equity assets for endowments and foundations. Before joining Fine Capital, Mr. Whitcher was an Equity Research Analyst at Citigroup Asset Management. He received a B.A. in Economics from Northwestern University.

Donald Wright, independent Chair of the Board of WildBrain is currently the President and Chief Executive Officer of The Winnington Capital Group Inc. He is an active investor in both the private and public equity markets. Mr. Wright has enjoyed a long and distinguished career as a leader in Canada's investment industry and business community. He has held a number of leadership positions, including President of Merrill Lynch Canada; Executive Vice President, Director and member of the Executive Committee of Burns Fry Ltd.; Chair and Chief Executive Officer of TD Securities Inc. and Deputy Chair of TD Bank Financial Group. Mr. Wright serves as Chair of the Board of Directors of RF Capital Group Inc., and Chair of the Board of Trustees of Richards Packaging Income Fund. Mr. Wright was appointed Chairman of the Board of Metrolinx in August 2018. He actively supports numerous charitable organizations. He is a past member of the Royal Ontario Museum Governors' Finance Committee, and a past member of the Campaign Cabinet of Eva's Phoenix. He is also a former member of the Board of Trustees of The Hospital for Sick Children, and past Chair of the Board of Directors of VIA Rail Canada Inc.

Executive Officers

Tim Erickson, Executive Vice President, Peanuts Worldwide & WildBrain Brands, is responsible for overseeing the global strategy and talented teams behind the growth of the franchises Peanuts, Teletubbies, Strawberry Shortcake and Yo Gabba Gabba! In his role on Peanuts, Tim works closely with the family of Peanuts creator Charles M. Schulz, WildBrain's content and management teams and brand co-owners Sony Music Entertainment (Japan), to drive a strategy true to the great heritage of Peanuts. Tim brings over 20 years of experience in consumer products and brand building with notable media and IP companies. He was Chief Operating Officer at GoldieBlox, an innovative media company creating STEM-focused brand experiences for girls. At Twentieth Century Fox, Tim led the global merchandise licensing business, driving double-digit growth across the company's film and television brands. Before that, Tim held the position of Global Head of Licensing & Operations at DreamWorks, expanding the company's global merchandise licensing business to realize triple-digit growth. At DreamWorks, Tim was part of the team that launched and accelerated the highly acclaimed film and TV franchises Trolls, Spirit and How to Train Your Dragon. Prior to DreamWorks, Tim spent several years driving consumer products and sales strategies at Disney and LEGO.

Nicholas Gawne, Chief Financial Officer of WildBrain, is a finance and operations executive with over two decades of experience in the media and entertainment space with a focus on kids' and family IP. Prior to WildBrain, Nick worked at Entertainment One Ltd (LSE:ETO) ("**eOne**") for almost 15 years in increasingly senior roles. A Chartered Professional Accountant, Nick was appointed Executive Vice President and General Manager at eOne following that company's acquisition by Hasbro in 2019. In that role he oversaw international teams in finance, HR and communications as well as three operating units across location-based entertainment, app publishing and animation. Prior to this, he was Chief Operating Officer, Family and Brands at eOne, working across production, content distribution and licensing for such franchises as Peppa Pig and PJ Masks. He was also responsible for revenue streams for digital (including AVOD, YouTube, social and paid media), app publishing, location-based entertainment and music. Prior to this, he held numerous senior finance and business development roles in eOne's Family and Brands and film distribution groups. Earlier in his career, Nick held roles with KPMG and NM Rothschild & Sons' TMT (telecoms, media and technology) M&A team in London, as well as with financial communications firm Abchurch and media research firm Kagan World Media. Based in Toronto, Nick is a member of CPA Ontario and the Institute of Chartered Accountants in England and Wales. He holds a Bachelor of Science, Communication and Society (Honors) from the University of Leicester.

Tara Talbot, Executive Vice President, Global Talent, leads WildBrain's Talent team with a focus on human resources, development, leadership and culture. Tara joined WildBrain in 2016 bringing more than 20 years of progressively senior experience in Human Resources and Communications across numerous industries such as technology, healthcare and entertainment. Previously, Tara held the role of Vice President, Human Resources & Communications at Workopolis, where she was responsible for establishing and driving employee acquisition and retention strategies, as well as establishing the employee engagement "best-practices" for Canada's leading online career management resource. She was also the public-relations spokesperson for Workopolis with the media. Prior to that role, Tara was the Vice President, Human Resources at TeraGo Networks. Concurrently, Tara was a Professor in the School of Business at Georgian College. Tara holds an MBA, a post graduate certificate in Human Resources Management, and a Bachelor of Arts degree.

Mark Trachuk, General Counsel and Corporate Secretary, oversees all matters related to corporate and securities legal affairs at WildBrain, including corporate governance, regulatory matters, litigation and strategic transactions. A leading legal and governance professional, Mark brings more than 35 years of experience working as legal counsel and as a director for various public companies, with a key focus on the media and entertainment industry. Prior to WildBrain, Mark served as counsel at Norton Rose Fulbright LLP, where he practiced corporate and securities law with an emphasis on mergers, acquisitions, strategic alliances and corporate governance. He also served as Worldwide Group General Counsel & Corporate Secretary for eOne prior to its sale to Hasbro. He was also previously Senior Partner in the Business Law Group at Osler, Hoskin & Harcourt LLP, a leading Canadian law firm. Mark is called to the bar in Ontario and British Columbia and is a qualified solicitor in England and Wales. Mark holds a BA in Economics from Carleton University, a Juris Doctor from the University of Ottawa, and an LL.M. in Corporate Law from the London School of Economics. He also holds the ICD.D designation from the Institute of Corporate Directors.

Maarten Weck, Executive Vice President, Global Partnerships and Licensing, spearheads oversight of key global partnerships with third-party IP owners across the entire WildBrain ecosystem of Content Creation, Audience Engagement and Global Licensing. He also oversees the Senior Leadership Team of the Company's licensing agency, WildBrain CPLG, a trusted licensing partner for leading brands worldwide, with 50 years of experience in the industry. WildBrain CPLG provides licensing solutions for brand owners and retail partners looking to maximize consumer products opportunities around the globe. Formerly WildBrain CPLG's Executive Vice President and Managing Director, overseeing global strategy and operations, Maarten has worked with the agency for over 15 years. Prior to working for WildBrain CPLG, Maarten held management positions with Memphis Belle, the Cookie Company and Keesing. In these positions, he worked with partners in the books, gaming, fashion and television industries. Maarten holds a degree in Business Economics from Hogeschool van Amsterdam.

Committees of the Board of Directors

The Board of the Company has established four standing committees of the Board, including an audit and risk management committee, a human resources and compensation committee, a corporate governance and nominations committee, and a corporate and production financing committee. In fiscal 2023, the Board dissolved the production financing committee and corporate finance committee and established a new corporate and production financing committee in replacement. Each of the committees has adopted a written charter establishing its role and responsibilities. The members of each committee of the Board as of June 30, 2024 are set forth below:

Committee	Members
Audit and Risk Management Committee	Youssef Ben-Youssef Thomas McGrath Rita Middleton (Chair) Donald Wright
Human Resources and Compensation Committee	Karine Courtemanche Deborah Drisdell (Chair) Erin Elofson Geoffrey Machum Jonathan Whitcher
Corporate Governance and Nominations Committee	Karine Courtemanche Erin Elofson Geoffrey Machum (Chair) Jonathan Whitcher Donald Wright

Committee	Members
Corporate and Production Financing Committee	Youssef Ben-Youssef Deborah Drisdell Thomas McGrath Rita Middleton Jonathan Whitcher Don Wright (Chair)

Cease Trade Orders

To the knowledge of the Company, no director or executive officer of the Company, is or has been, within 10 years before the date of this Annual Information Form, a director, a chief executive officer or a chief financial officer of any company that, while that person was acting in that capacity, (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under Canadian securities legislation that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), or (b) was subject to an Order that was issued after the director or executive officer ceased to be acting in such capacity and which resulted from an event which occurred while the director or executive officer was acting in such capacity, except as follows:

Mr. Donald Wright was previously a director of Jaguar Resources Inc. ("**Jaguar**"). On May 6, 2015 the Alberta Securities Commission and on May 8, 2015 the British Columbia Securities Commission, issued cease trade orders (the "**Cease Trade Orders**") against Jaguar for failure to file its annual audited financial statements, annual management's discussion and analysis, and certification of the annual filings for the year ended December 31, 2014, pursuant to which trading in Jaguar's securities was prohibited. Further, during the term of the Cease Trade Orders, Jaguar issued securities in contravention of the Cease Trade Orders. The Cease Trade Orders were subsequently revoked on March 15, 2016. Mr. Wright subsequently resigned as a director of Jaguar effective April 4, 2016.

Bankruptcies

To the knowledge of the Company, no director or executive officer of the Company, nor any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, (a) is or has been, within the 10 years before the date of this Annual Information Form, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder, except as follows:

Mr. Donald Wright has been a member of the Board of Directors of Fire and Flower Holdings Corp. ("**Fire & Flower**") since January 2018. On June 6, 2023, Fire & Flower announced that it and its subsidiaries, Fire & Flower Inc., 13318184 Canada Inc., 11180703 Canada Inc., 10926671 Canada Ltd., Friendly Stranger Holdings Corp., Pineapple Express Delivery Inc. and Hifyre Inc., had received an order for creditor protection from the Ontario Superior court of Justice under the *Companies' Creditors Arrangement Act*. Pursuant to such order, Fire & Flower implemented a sale and investment solicitation process and announced on August 17, 2023 that a virtual auction had been held with 2759054 Ontario Inc., operating as FIKA Cannabis, the successful bidder. Fire & Flower and FIKA Cannabis entered into a subscription agreement on August 17, 2023, which closed on September 15, 2023.

Penalties or Sanctions

To the knowledge of the Company, no director or executive officer of the Company, nor any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

To the knowledge of the Company, there are currently no material existing or potential conflicts of interest among the Company's directors, officers, or other members of management as a result of their outside business interests. Certain of the Company's directors and officers serve as directors, officers, or members of management of other public and private companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties and obligations as a director, officer, or member of management of such other companies from time to time. Refer to "Directors and Officers" and "Interest of Management and Others in Material Transactions" for additional information.

The CBCA requires, among other things, that the directors and officers of the Company act honestly and in good faith with a view to the best interest of the Company, disclose any interest which they may have in any material contract or transaction which is entered or proposed to be entered into with the Company and, in the case of directors, abstain from voting as a director for the approval of any such material contract or transaction. The Company's by-laws contain similar provisions concerning conflicts of interest of directors and officers and the Company's Code of Business Conduct and Ethics requires, among other things, directors and officers avoid actual and apparent conflicts of interest. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the CBCA, the Company's by-laws, and the Company's policies, including the Code of Business Conduct and Ethics.

Audit and Risk Management Committee

The audit and risk management committee (the "**Audit Committee**") assists the Board in fulfilling its responsibilities for oversight and supervision of financial and accounting matters and the integrity of the Company's financial reporting process. These responsibilities include, among others, reviewing annual and quarterly financial statements and related MD&A, monitoring and overseeing the accounting and financial reporting processes of the Company, monitoring and overseeing the Company's internal auditor and internal controls, including internal controls over financial reporting and public disclosure procedures, reviewing and overseeing the audits of the Company's financial statements, engaging the independent external auditor of the Company and approving independent audit fees, reviewing and making recommendations on the risk management and insurance policies of the Company, reviewing material or non-ordinary course related party transactions, establishing and overseeing the Whistleblower Program of the Company, monitoring the Company's compliance with legal and regulatory requirements related to financial reporting, and examining improprieties or suspected improprieties with respect to accounting and other matters that impact financial reporting. Pursuant to its charter, the audit committee is required to review and assess the adequacy of the charter and its performance of duties at least annually. The Audit Committee has the authority to retain outside counsel or experts to assist the committee in performing its functions. A copy of the Audit Committee Charter is attached to this Annual Information Form as **Schedule A**.

As of June 30, 2024, the Audit Committee was chaired by Rita Middleton and additionally composed of Youssef Ben-Youssef, Thomas McGrath, and Donald Wright. Each member of the audit committee is "independent" and "financially literate" within the meaning of Multilateral Instrument 52-110 – Audit Committees of the Canadian Securities Administrators. For a description of the relevant education and experience of the Audit Committee members refer to "Directors and Officers" above.

The following table outlines the audit, audit-related, tax and other fees billed to the Company by its external auditor, PricewaterhouseCoopers LLP, in each of the fiscal years ended June 30, 2023 and June 30, 2024.

Audit Fees		
Fees	**Fiscal Year ended June 30, 2023**	**Fiscal Year ended June 30, 2024**
Audit Fees(1)	$1,632,400	$1,421,000
Audit Related Fees(2)	$1,950	$1,440
Tax Fees(3)	$169,336	$226,122
All Other Fees	-	-

Audit Fees		
Fees	Fiscal Year ended June 30, 2023	Fiscal Year ended June 30, 2024
Total	**$1,803,686**	**$1,648,562**

(1) Audit fees were paid for professional services rendered by the auditor for the audit of the Company's annual financial statements (2023 - $1,095,000 and 2024 - $1,421,000) reviews of the Company's consolidated interim financial statements (2023 - $165,000 and 2024 - $147,729), and business acquisition, translation, and stat audits (2023 - $372,400 and 2024 - $345,610).

(2) Audit-related fees are defined as the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under the Audit Fees item above. This category is comprised of fees billed for advisory services associated with the Company's financial reporting and includes production cost audits and tax credit letters (2023 - $1,950 and 2024 - $1,440).

(3) Tax fees are defined as the aggregate fees billed for professional services rendered by the Company's external auditor for tax compliance (2023 - $169,336 and 2024 - $226,122), tax advice, and tax planning (2023 – $15,775 and 2024 – $Nil).

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not, and was not during fiscal 2024, a party or subject to any legal proceedings or group of similar proceedings, nor are any such proceedings known to the Company to be contemplated, where the amount involved, exclusive of interest and costs, exceeds or exceeded ten percent of the current assets of the Company.

WildBrain is involved, from time to time, in various claims and lawsuits incidental to the ordinary course of business, including IP actions. None of these matters is material to the Company at this time. Adverse determinations in litigation could result in the loss of proprietary rights, subject the Company to significant liabilities, or require WildBrain to seek licenses from third parties, any one of which could have an adverse effect on the business and results of operations. Actions which are incidental to the business are typically covered by insurance and, to the extent reasonably possible, management has estimated the potential liability and provided for the amount in its financial statements where appropriate. While no assurance can be given that these proceedings will be favourably resolved, WildBrain does not believe that the outcome of these legal proceedings will have a material adverse impact on its financial position or results of operations.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this Annual Information Form, none of the persons who are or have been directors or executive officers of WildBrain since July 1, 2019 nor any person or company that beneficially owns or controls, or directs more than 10% of any class or series of the Company's outstanding voting securities nor the associates or affiliates of those persons have any material interest, direct or indirect, in any transaction that has materially affected or is reasonably expected to materially affect the Company, except as follows:

- Standby purchase agreement (the "**Standby Purchase Agreement**") with Fine Capital, as investment manager on behalf of certain of the funds it manages (the "**Standby Purchaser**") entered into in connection with the Rights Offering whereby the Standby Purchaser agreed to acquire any Voting Shares not taken up by holders of rights, so that a total of 35,928,144 Voting Shares would be issued under the Rights Offering (the "**Standby Commitment**"). Pursuant to the Standby Purchase Agreement, and in consideration solely for the Standby Commitment, the Company paid the Standby Purchaser a fee equal to $1.5 million plus its costs and expenses associated with the Rights Offering. Jonathan Whitcher is CEO and Chief Investment Officer of Fine Capital Partners and is on the Board of the Company. The Standby Purchase Agreement is available on SEDAR+ at www.sedarplus.ca.
- Exchangeable Debenture Financing and associated transaction documents, as referenced in "General Development of the Business" above. Jonathan Whitcher is CEO and Chief Investment Officer of Fine Capital Partners and is on the board of directors of the Company. Additional details concerning the Exchangeable Debenture Financing can be found in the material change reports and transaction documents which are available on SEDAR+ at www.sedarplus.ca.

INTEREST OF EXPERTS

The Company's independent auditors are PricewaterhouseCoopers LLP, Chartered Professional Accounts, appointed by the shareholders of the Company upon the recommendation of the Board of the Company at its Annual General Meeting held on December 14, 2023. PricewaterhouseCoopers LLP have prepared an independent auditor's report in respect of the Company's consolidated financial statements for the year ended June 30, 2024. PricewaterhouseCoopers LLP has advised that they are independent with respect to WildBrain within the meaning of the CPA Code of Professional Conduct applicable to the Chartered Professional Accountants of Ontario. A copy of the audited consolidated annual financial statements of the Company, including the auditor's report thereon, may be found on SEDAR+ at www.sedarplus.ca.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Voting Shares and the Variable Voting Shares in Canada is Computershare Investor Services Inc. at its offices at 650 De Maisonneuve Blvd. West, 7th floor, Montréal, Québec H3A 3T2. The transfer agent and registrar for the Common Voting Shares and the Variable Voting Shares in the United States is Computershare Trust Company, N.A. at its offices at 150 Royall Street, Canton, MA 02021.

MATERIAL CONTRACTS

This Annual Information Form includes a summary description of certain material agreements of the Company. The summary description discloses all attributes material to an investor in securities of the Company but is not complete and is qualified by reference to the terms of the material agreements, which have been filed under the Company's profile on SEDAR+ at www.sedarplus.ca. Investors are encouraged to read the full text of such material agreements.

The following are the only material contracts, other than contracts entered into in the ordinary course of business, which the Company has entered into within the past year, or which are still in effect:

- New credit agreement among WildBrain, as borrower, and a group of private lenders, led by Sagard and Comvest Credit Partners (the "**Lenders**") dated July 23, 2024, (the "**New Credit Agreement**") for a five year US$415 million senior secured credit facility consisting of a US$375 million term loan (the "**New Term Facility"**) and a US$40 million revolving credit facility (the "**New Revolving Facility**") (the New Term Facility and New Revolving Facility together being the "**New Credit Facilities**"). The New Term Facility is repayable in equal quarterly installment payments of US$0.94 million or 0.25% of the initial principal commencing September 30, 2024. The New Term Facility also requires mandatory prepayments equal to 100% of Excess Cash Flow (as defined in the New Credit Agreement) net of certain payments, provided that the above shall be reduced to 50% of Excess Cash Flow if the Total Leverage Ratio (as defined in the New Credit Agreement), is equal to or less than 3.50 times but greater than 3:00 times and reducing to 25% of Excess Cash Flow if the Total Leverage Ratio is equal to or less than 3.00 times, with the remaining balance due on July 23, 2029. As a term facility, the amounts borrowed may be repaid (subject to the applicable repayment provisions in the New Credit Agreement), but once repaid are no longer available to re-borrow. The New Revolving Facility has a maximum available balance of US$40 million and matures on July 23, 2029. The New Revolving Facility may be drawn by way of US$ SOFR advances and bears interest at the applicable rate depending on the Company's existing leverage ratio. The New Credit Agreement also includes negative covenants that, subject to certain exceptions, may restrict or limit the ability of the Company and certain of its significant operating subsidiaries (collectively, the "**Restricted Group**") to, among other things, incur, assume or permit to exist liens or additional indebtedness, engage in mergers, amalgamations, consolidations, dissolutions or other reorganizations or change its organization documents in a manner adverse to the Lenders, make investments, dispose of or otherwise transfer assets (including material intellectual property outside of the Restricted Group), make certain payments outside of the Restricted Group including dividends and share repurchases, change the nature of its business or fiscal year, transact with affiliates, enter into burdensome agreements, prepay junior indebtedness or commence productions without a sufficient level of financing agreed. The New Credit Agreement contains certain customary representations and warranties, positive covenants, and events of default, including, among others, payment defaults, covenant defaults, material breach of representations and warranties, cross-defaults, insolvency proceedings and inability to pay debts, judgments, change of control, and failure to maintain security over the collateral. If any event of default occurs and is continuing, the Agent may take all actions available to a secured creditor including terminating the loan commitments and declare all amounts owing immediately due and payable. The Lenders under the New

Credit Agreement have a first ranking charge over the present and future property of the Restricted Group. Certain subsidiaries of the Company in the Restricted Group have provided guarantees to the Lenders and securities and intercompany debt pledge agreements have been entered into by such entities.

- Preferred Variable Voting Shareholders Agreement described above under "Description of Capital Structure – Preferred Variable Voting Shares".
- Amended and restated credit agreement among WildBrain, as borrower, Royal Bank of Canada, as agent, ("**Agent**") and a syndicate of lenders party thereto dated March 26, 2021, as amended by Amendment No. 1 and Amendment No. 2, each dated October 21, 2022 (collectively, the "**Credit Agreement**"). Under the Credit Agreement, WildBrain was provided a term facility (the "**Term Facility**") and a revolving facility (the "**Revolving Facility**"). The Term Facility consists of an initial principal amount of US$285 million and matures on March 26, 2028. The Term Facility is repayable in equal quarterly installment payments of US$0.7 million or 0.25% of the initial principal commencing June 30, 2021. The Term Facility also requires repayments equal to 50% of excess cash flow (as defined in the Credit Agreement), commencing for the fiscal year-ended June 30, 2022 while the first lien net leverage ratio (as defined in the Credit Agreement) is greater than 3.50 times, reducing to 25% of excess cash flow while the first lien net leverage ratio is at or below 3.50 times and greater than 3.00 times, with the remaining balance due on March 26, 2028. As a term facility, the amounts borrowed may be repaid (subject to the applicable repayment provisions in the Credit Agreement), but once repaid are no longer available to re-borrow. The Term Facility bears interest at LIBOR (or a replacement rate to the extent discontinued, as applicable) plus 4.25%. The Revolving Facility has a maximum available balance of US$40 million and matures on the earlier of March 26, 2026 or three months prior to the maturity of the Company's Convertible Debentures (September 30, 2024), except where converted. The Revolving Facility may be drawn by way of either US$ base rate, CDN$ prime rate, CDN$ bankers' acceptance, or US$ and GBP£ SOFR advances, and bears interest at the rate applicable to the form of draw, plus 4.00% (for CDN$ bankers' acceptance and US$ and GBP£ SOFR advances) or 3.00% (for US$ base rate and CDN$ prime rate), in each case where the First Lien Net Leverage Ratio is greater than 3.00:1.00. The Term Facility has no financial maintenance covenant. The Revolving Facility also does not have a financial maintenance covenant, except where amounts are drawn on such facility, in which case the Company must maintain a Total Net Leverage Ratio (as defined in the Credit Agreement) of 6.75:1.00, reducing to 6.25:1.00 September 30, 2023 and each fiscal quarter thereafter. As noted above, subsequent to the fiscal 2024 year end, on July 23, 2024, the Company refinanced the Credit Agreement and entered into the New Credit Agreement and repaid all outstanding indebtedness under the Credit Agreement including the Term Facility and the Revolving Facility. As of July 23, 2024 the Credit Agreement has been terminated.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR+ at www.sedarplus.ca. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, will be contained in the Company's management information circular for the next annual meeting of Shareholders. Additional financial and other information is provided in the Company's audited consolidated financial statements and MD&A for the year ended June 30, 2024.

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SCHEDULE A – AUDIT COMMITTEE CHARTER

Title: **Audit and Risk Management Committee Charter**
Date of Last Review: **May 5, 2022**
Review Cycle: **Annual**

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Audit and Risk Management Committee (the "**Committee**") of the Board of Directors (the "**Board**") of WildBrain Ltd. (the "**Corporation**").

A. PURPOSE AND SCOPE

The primary function of the Committee is to assist the Board and work with management in fulfilling its responsibilities with respect to the integrity of the Corporation's financial reporting process by: (i) reviewing the financial statements and reports provided by the Corporation to applicable securities regulators, the Corporation's shareholders or to the general public, (ii) monitoring and overseeing the accounting and financial reporting processes of the Corporation, (iii) monitoring and overseeing the Corporation's internal controls, including internal controls over financial reporting, and (iv) reviewing and overseeing the audits of the Corporation's financial statements.

B. COMPOSITION

The Committee shall be comprised of persons who have the suitable experience and skills given the nature and function of the Committee. The Board will appoint the members (the "**Members**") of the Committee. The Committee shall be comprised of a minimum of three directors as appointed by the Board annually, who shall meet the independence, financial literacy and audit committee composition requirements under any applicable rules or regulations of applicable securities regulators and stock exchanges on which the Corporation's securities are listed, including, but not limited to, the rules of the Toronto Stock Exchange (the "**TSX**") and National Instrument 52-110 — *Audit Committees*, as in effect from time to time, and each such director shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Further, no member of the Committee shall have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three (3) years.

All Members shall either (i) be able to read and understand fundamental financial statements, including a balance sheet, cash flow statement and income statement, or (ii) be able to do so within a reasonable period of time after appointment to the Committee.

The Members shall be elected by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless the chair of the Committee (the "**Chair**") is elected by the full Board, the Members may designate a Chair by majority vote of the full Committee membership.

C. MEETINGS

1. Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two times per year.

2. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting.

3. Notice of the time and place of a meeting of the Committee shall be given by the committee to the Corporation's external auditor in the manner that notice is provided to Members. This requirement to give notice to the external auditor may not be waived.

4. Members may attend all meetings either in person, videoconferencing or by telephone.

5. The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the Members in attendance may select one of their number to act as chair of the meeting.

6. A majority of Members will constitute a quorum for a meeting of the Committee.

7. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

8. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee.

9. The Committee should meet in camera without members of management or other third parties in attendance for a portion of each meeting of the Committee.

10. In advance of every regular meeting of the Committee, the Chair, with the assistance of the secretary, shall prepare and distribute, or cause to be prepared and distributed to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Corporation to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties. The Committee shall provide the external auditor with all meeting materials in advance of the meeting.

11. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director. In the event of a vacancy on the Committee, the remaining Members may exercise all of the powers of the Committee, so long as a quorum remains.

D. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Financial Reporting Processes

1. In consultation with the external auditor and management, review annually the adequacy of the Corporation’s internal financial and accounting controls, including any significant deficiencies and significant changes.

2. Oversee the resolution of issues, if any, between management and the auditor regarding financial reporting.

3. Review and approve all material related party transactions to be disclosed pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*, as applicable, and be responsible for the review and oversight contemplated by the rules of any applicable stock exchange on which the Corporation’s securities are listed, including, but not limited to, the TSX, with respect to any such reported transactions.

4. Assist the Board in ensuring the Corporation’s compliance with legal and regulatory requirements related to the Corporation’s financial reporting process.

5. Seek to ensure that adequate procedures are in place for the review of Corporation’s public disclosure of financial information extracted or derived from Corporation’s financial statements, periodically assess the adequacy of those procedures and recommend any proposed changes to the Board for consideration.

6. Review periodic reports from the disclosure committee of the Corporation, established pursuant to Corporation’s Disclosure Policy, or a delegate thereof.

Document Review

7. Review, assess and recommend to the Board for approval, the annual financial statements including the auditor’s report thereon, the quarterly financial statements, accounting policies that affect the statements, annual disclosure to be included in management’s discussion and analysis, financial reports, and any associated press release, prior to the

public disclosure of such information. Review the Corporation's annual reports for consistency with the financial disclosure referenced in the annual financial statements.

Internal Controls and Risk Management

8. Review the effectiveness and integrity of internal controls, including internal audit procedures, as evaluated by the Corporation's internal and the external auditor, and the mandate of, and reports issued by, the Corporation's internal auditor, and make recommendations with respect thereto.

9. Review significant financial risks or exposures and assess the steps management has taken to monitor, control and mitigate such risks or exposures.

10. Satisfy itself, through discussions with management, that the adequacy of internal controls, systems and procedures has been periodically assessed in order to ensure compliance with regulatory requirements and recommendations.

11. Review, and in the Committee's discretion make recommendations to the Board regarding, the adequacy of Corporation's risk management policies and procedures with regard to identification of the Corporation's principal risks and implementation of appropriate systems to manage such risks including an assessment of the adequacy of insurance coverage maintained by the Corporation;

12. Monitor and oversee the internal auditor of the Corporation.

Independent External Auditor

13. Recommend to the Board to be put forward to shareholders at the Corporation's annual meeting, (i) the selection of an external auditor, and (ii) the fees and other compensation to be paid to the external auditor. The Committee and the Board shall have the ultimate authority and responsibility to recommend, evaluate and, when warranted, replace such external auditor (or to recommend such replacement for shareholder approval in any management information circular).

14. On an annual basis, receive from the external auditor a formal written statement identifying all relationships between the external auditor and the Corporation consistent with any applicable rules or regulations of applicable securities regulators and stock exchanges. The Committee shall actively engage in a dialogue with the external auditor as to any disclosed relationships or services that may impact its independence or objectivity. The Committee shall take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor.

15. On an annual basis, discuss with representatives of the external auditor the matters required to be discussed by any applicable rules or regulations of applicable securities regulators and stock exchanges.

16. Meet with the external auditor prior to the audit to review the planning and staffing of the audit. The Committee shall review any major issues regarding accounting principles and the presentation of financial information with the external auditor and management of the Corporation and meet with the external auditor and management to discuss and resolve any such issues or disagreements.

17. Evaluate at least annually the performance of the external auditor and recommend to the Board any proposed discharge of the external auditor when circumstances warrant. On an annual basis, the Committee shall receive from the external auditor a formal quality control report. The external auditor shall report directly and be ultimately accountable to the Committee.

18. Pre-approve all audit and non-audit services to be provided by the external auditor to the Corporation in accordance with applicable securities laws. The Committee may delegate the pre-approval of non-audit services to a Member or certain Members. Such Member or Members shall notify the Committee at each Committee meeting of the non-audit services approved since the last Committee meeting.

Compliance

19. To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent accounting consultants or other advisors to assist with or to review any matter under its responsibility and to pay the compensation for any advisors employed by the Committee at the cost of the Corporation without obtaining Board approval, based on its sole judgment and discretion. The Committee has the authority, without obtaining Board approval, to pay for ordinary administrative expenses deemed necessary and appropriate in carrying out its duties.

20. Cause to be provided to any applicable stock exchange on which the Corporation's securities are listed, including, but not limited to, the TSX, appropriate written confirmation of any of the foregoing matters as such stock exchange may from time to time require.

Related Party Transactions

21. Review any material or non-ordinary course related party transactions other than those delegated to a special committee or independent committee of the Board against applicable legal and regulatory requirements, discuss with management the business rationale for the transactions, review applicable disclosures and report to the Board on all such transactions, if any, each quarter.

22. Review and discuss with the Corporation's independent auditor the auditor's evaluation of the Corporation's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit in connection therewith.

Associated Responsibilities

23. Establish, monitor and periodically review the whistleblower procedures, as set forth in the Corporation's Whistleblower Policy available on the Corporation's website and associated procedures for:

(i) the receipt, retention and treatment of complaints received by Corporation regarding accounting, internal accounting controls or auditing matters;

(ii) the confidential, anonymous submission by directors, officers and employees of Corporation of concerns regarding questionable accounting or auditing matters;

(iii) any violations of any applicable law, rule or regulation that relates to corporate reporting and disclosure, or violations of Corporation's Code of Business Conduct & Ethics.

24. Review and approve the Corporation's hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditor of the Corporation.

Other Duties

25. The Committee may: (i) engage and compensate outside professionals where the Members believe it is necessary to carry out their duties and responsibilities; (ii) direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and (iii) perform such other duties as may be assigned to it by the Board and perform any other activities consistent with this Charter, from time to time or as may be required by applicable regulatory authorities or legislation.

26. Review and assess the adequacy of this Charter at least annually (and update this Charter if and when appropriate).

27. Conduct an annual evaluation of the performance of the Committee's duties and responsibilities under this Charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with applicable generally accepted accounting principles.

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements and the Corporation's articles and by-laws, this Charter does not create and legally binding obligations of the Committee, the Board or the Corporation.

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