

Appendix A

SHAREHOLDER MEETING FORM

Yellow Media Shareholder Meeting

Hi,

My name is Glen Bradford. I presently represent over 2 Million Preferred shares of Yellow Media.

My goal is to have 5% of the common shareholders fill out this form so that I can call a shareholder meeting with the sole purpose of ensuring that there is a management team in place that understands what fiduciary responsibility is and understands who owns the company.

If you fill out this form and do not attend the meeting in person, I, Glen Bradford, will assume responsibility for your shares and vote according to my perception of what is best for common shareholders.

By filling out this form, you agree to oppose the recapitalization plan and believe that it is a breach of fiduciary responsibility.

Fill out what you can. I am going to need to be able to tie the share ownership back to you to call the meeting.

There are times in life when people say, "Someone should do something about that." This is me doing something about one of those things.

Thanks!

Glen Bradford

E: globalspeculation at gmail.com

Name *

Common Shares (YLO.to) YLWPF

Preferred Series 1 (YLO-A) YLWNF

Preferred Series 2 (YLO-B) YLWMF

Preferred Series 3 (YLO-C) YLPWF

Preferred Series 5 (YLO-D) YLMPF

Brokerage Firm

Phone Number

 - -

####

Email

Address

Street Address

Address Line 2

City

State / Province / Region

Postal / Zip Code

Country

APPENDIX B

**COPY OF DEFENITIONS OF
PROXY AND SOLICIT**

"mineral project" has the same meaning as in Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (c. V-1.1, r. 15);

"new financial year" means the financial year of a reporting issuer that immediately follows a transition year;

"non-standard year" means a financial year, other than a transition year, that does not have 365 days, or 366 days if it includes February 29;

"non-voting security" means a restricted security that does not carry the right to vote generally, except for a right to vote that is mandated, in special circumstances, by law;

"old financial year" means the financial year of a reporting issuer that immediately precedes a transition year;

"operating income" means gross revenue minus royalty expenses and production costs;

"preference share" means a security to which is attached a preference or right over the securities of any class of equity securities of the reporting issuer, but does not include an equity security;

"principal obligor" means, for an asset-backed security, a person that is obligated to make payments, has guaranteed payments, or has provided alternative credit support for payments, on financial assets that represent one-third or more of the aggregate amount owing on all of the financial assets servicing the asset-backed security;

"private enterprise" has the same meaning as in Part 3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;

"profit or loss attributable to owners of the parent" has the same meaning as in Canadian GAAP applicable to publicly accountable enterprises;

"profit or loss from continuing operations attributable to owners of the parent" has the same meaning as in Canadian GAAP applicable to publicly accountable enterprises;

"proxy" means a completed and executed form of proxy by which a securityholder has appointed a person as the securityholder's nominee to attend and act for the securityholder and on the securityholder's behalf at a meeting of securityholders;

"publicly accountable enterprise" has the same meaning as in Part 3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;

"reverse takeover" means

(a) a reverse acquisition, which has the same meaning as in Canadian GAAP applicable to publicly accountable enterprises; or

(b) a transaction where an issuer acquires a person by which the securityholders of the acquired person, at the time of the transaction, obtain "control" of the issuer, where, for purposes of this paragraph, control has the same meaning as in Canadian GAAP applicable to publicly accountable enterprises;

"reverse takeover acquiree" means the legal parent in a reverse takeover;

"reverse takeover acquirer" means the legal subsidiary in a reverse takeover;

"SEC issuer" means an issuer that

(a) has a class of securities registered under section 12 of the 1934 Act or is required to file reports under section 15(d) of the 1934 Act; and

(b) is not registered or required to be registered as an investment company under the Investment Company Act of 1940 of the United States of America, as amended;

"solicit", in connection with a proxy, includes

(a) requesting a proxy whether or not the request is accompanied by or included in a form of proxy;

(b) requesting a securityholder to execute or not to execute a form of proxy or to revoke a proxy;

(c) sending a form of proxy or other communication to a securityholder under circumstances that to a reasonable person will likely result in the giving, withholding or revocation of a proxy; or

(d) sending a form of proxy to a securityholder by management of a reporting issuer;

but does not include

(e) sending a form of proxy to a securityholder in response to a unsolicited request made by or on behalf of the securityholder;

(f) performing ministerial acts or professional services on behalf of a person soliciting a proxy;

(g) sending, by an intermediary as defined in Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer (c. V-1.1, r. 29), of the documents referred to in that regulation;

(h) soliciting by a person in respect of securities of which the person is the beneficial owner;

(i) publicly announcing, by a securityholder, how the securityholder intends to vote and the reasons for that decision, if that public announcement is made by

(i) a speech in a public forum; or

(ii) a press release, an opinion, a statement or an advertisement provided through a broadcast medium or by a telephonic, electronic or other communication facility, or appearing in a newspaper, a magazine or other publication generally available to the public;

(j) communicating for the purposes of obtaining the number of securities required for a securityholder proposal under the laws under which the reporting issuer is incorporated, organized or continued or under the reporting issuer's constating or establishing documents; or

(k) communicating, other than a solicitation by or on behalf of the management of the reporting issuer, to securityholders in the following circumstances:

(i) by one or more securityholders concerning the business and affairs of the reporting issuer, including its management or proposals contained in a management information circular, and no form of proxy is sent to those securityholders by the securityholder or securityholders making the communication or by a person acting on their behalf, unless the communication is made by

(A) a securityholder who is an officer or director of the reporting issuer if the communication is financed directly or indirectly by the reporting issuer;

(B) a securityholder who is a nominee or who proposes a nominee for election as a director, if the communication relates to the election of directors;

(C) a securityholder whose communication is in opposition to an amalgamation, arrangement, consolidation or other transaction recommended or approved by the board of directors of the reporting issuer and who is proposing or intends to propose an alternative transaction to which the securityholder or an affiliate or associate of the securityholder is a party;

(D) a securityholder who, because of a material interest in the subject-matter to be voted on at a securityholder's meeting, is likely to receive a benefit

from its approval or non-approval, which benefit would not be shared pro rata by all other holders of the same class of securities, unless the benefit arises from the securityholder's employment with the reporting issuer; or

(E) any person acting on behalf of a securityholder described in any of clauses (A) to (D);

(ii) by one or more securityholders and concerns the organization of a dissident's proxy solicitation, and no form of proxy is sent to those securityholders by the securityholder or securityholders making the communication or by a person acting on their behalf;

(iii) as clients, by a person who gives financial, corporate governance or proxy voting advice in the ordinary course of business and concerns proxy voting advice if

(A) the person discloses to the securityholder any significant relationship with the reporting issuer and any of its affiliates or with a securityholder who has submitted a matter to the reporting issuer that the securityholder intends to raise at the meeting of securityholders and any material interests the person has in relation to a matter on which advice is given;

(B) the person receives any special commission or remuneration for giving the proxy voting advice only from the securityholder or securityholders receiving the advice; and

(C) the proxy voting advice is not given on behalf of any person soliciting proxies or on behalf of a nominee for election as a director; or

(iv) by a person who does not seek directly or indirectly the power to act as a proxyholder for a securityholder;

"subordinate voting security" means a restricted security that carries a right to vote, if there are securities of another class outstanding that carry a greater right to vote on a per security basis;

"transition year" means the financial year of a reporting issuer or business in which the issuer or business changes its financial year-end;

"U.S. AICPA GAAS" has the same meaning as in Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;

"U.S. GAAP" has the same meaning as in Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;

APPENDIX C

PART 9 OF REGULATION 51-102

PART 9 PROXY SOLICITATION AND INFORMATION CIRCULARS

9.1. Sending of Proxies and Information Circulars

(1) If management of a reporting issuer gives notice of a meeting to its registered holders of voting securities, management must, at the same time as or before giving that notice, send to each registered holder of voting securities who is entitled to notice of the meeting a form of proxy for use at the meeting.

(2) A person that solicits proxies from registered holders of voting securities of a reporting issuer must,

(a) in the case of a solicitation by or on behalf of management of a reporting issuer, send an information circular with the notice of meeting to each registered securityholder whose proxy is solicited; or

(b) in the case of any other solicitation, concurrently with or before the solicitation, send an information circular to each registered securityholder whose proxy is solicited.

(3) *(paragraph revoked).*

M.O. 2005-03, s. 9.1; M.O. 2008-06, s. 11; M.O. 2008-10, s. 3.

9.2. Exemptions from Sending Information Circular

(1) Subsection 9.1(2) does not apply to a solicitation by a person in respect of securities of which the person is the beneficial owner.

(2) Paragraph 9.1(2)(b) does not apply to a solicitation if the total number of securityholders whose proxies are solicited is not more than 15.

(3) For the purposes of subsection (2), 2 or more persons who are joint registered owners of one or more securities are considered to be one securityholder.

(4) Despite paragraph 9.1(2)(b), a person, other than management of a reporting issuer or a person acting on behalf of management, may solicit proxies from registered securityholders of a reporting issuer without sending an information circular, if

(a) the solicitation is made to the public by broadcast, speech or publication;

(b) soliciting proxies by broadcast, speech or publication is permitted by the laws under which the reporting issuer is incorporated, organized or continued and the person making the solicitation complies with the requirements, if any, of those laws relating to the broadcast, speech or publication;

(c) the person has filed the following information:

(i) the name and address of the reporting issuer to which the solicitation relates,

(ii) the information required under item 2, sections 3.2, 3.3 and 3.4 and paragraphs (b) and (d) of item 5 of Form 51-102F5,

(iii) any information required to be disclosed in respect of the broadcast, speech or publication by the laws under which the reporting issuer is incorporated, organized or continued, and

(iv) a copy of any communication intended to be published; and

(d) the broadcast, speech or publication contains the information referred to in paragraphs (c)(i) to (iii).

(5) Subsection (4) does not apply to a person that is proposing, at the time of the solicitation, a significant acquisition or restructuring transaction involving the reporting issuer and the person, under which securities of the person, or securities of an affiliate of the person, are to be changed, exchanged, issued or distributed, unless

(a) the person has filed an information circular or other document containing the information required by section 14.4 of Form 51-102F5; and

(b) the solicitation refers to that information circular or other document and discloses that the circular or other document is on SEDAR.

(6) Subsection (4) does not apply to a person that is nominating or proposing to nominate, at the time of the solicitation, an individual, including himself or herself, for election as a director of the reporting issuer, unless

(a) the person has filed an information circular or other document containing the information required by Form 51-102F5 in respect of the proposed nominee; and

(b) the solicitation refers to that information circular or other document and discloses that the circular or other document is on SEDAR.

M.O. 2005-03, s. 9.2; M.O. 2008-06, s. 11; M.O. 2008-10, s. 4.

9.3. Filing of Information Circulars and Proxy-Related Material

A person that is required under this Regulation to send an information circular or form of proxy to registered securityholders of a reporting issuer must promptly file a copy of the information circular, form of proxy and all other material required to be sent

by the person in connection with the meeting to which the information circular or form of proxy relates.

M.O. 2005-03, s. 9.3; M.O. 2008-06, s. 11.

9.3.1. Content of Information Circular

(1) Subject to Item 8 of Form 51-102F5, if a reporting issuer sends an information circular to a securityholder under paragraph 9.1(2)(a), the issuer must,

(a) disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the issuer, or a subsidiary of the issuer, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided, directly or indirectly, to the issuer or a subsidiary of the issuer, and

(b) include detail and discussion of the compensation, and the decision-making process relating to compensation, presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of

(i) how decisions about NEO and director compensation are made,

(ii) the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director, and

(iii) how specific NEO and director compensation relates to the overall stewardship and governance of the reporting issuer.

(2) The disclosure required under subsection (1) must be provided for the periods set out in, in accordance with, and subject to any exemptions set out in, Form 51-102F6, which came into force on December 31, 2008.

(3) For the purposes of this section, "NEO" and "plan" have the meaning ascribed to those terms in Form 51-102F6, which came into force on December 31, 2008.

(4) This section does not apply to an issuer in respect of a financial year ending before December 31, 2008.

M.O. 2008-18, s. 2; M.O. 2011-05, s. 1.

9.4. Content of Form of Proxy

(1) A form of proxy sent to securityholders of a reporting issuer by a person soliciting proxies must indicate in bold-face type whether or not the proxy is solicited by or on

behalf of the management of the reporting issuer, provide a specifically designated blank space for dating the form of proxy and specify the meeting in respect of which the proxy is solicited.

(2) An information circular sent to securityholders of a reporting issuer or the form of proxy to which the information circular relates must

(a) indicate in bold-face type that the securityholder has the right to appoint a person to represent the securityholder at the meeting other than the person if any, designated in the form of proxy; and

(b) contain instructions as to the manner in which the securityholder may exercise the right referred to in paragraph (a).

(3) If a form of proxy sent to securityholders of a reporting issuer contains a designation of a named person as nominee, it must provide an option for the securityholder to designate in the form of proxy some other person as the securityholder's nominee.

(4) A form of proxy sent to securityholders of a reporting issuer must provide an option for the securityholder to specify that the securities registered in the securityholder's name will be voted for or against each matter or group of related matters identified in the form of proxy, in the notice of meeting or in an information circular, other than the appointment of an auditor and the election of directors.

(5) A form of proxy sent to securityholders of a reporting issuer may confer discretionary authority with respect to each matter referred to in subsection (4) as to which a choice is not specified if the form of proxy or the information circular states in bold-face type how the securities represented by the proxy will be voted in respect of each matter or group of related matters.

(6) A form of proxy sent to securityholders of a reporting issuer must provide an option for the securityholder to specify that the securities registered in the name of the securityholder must be voted or withheld from voting in respect of the appointment of an auditor or the election of directors.

(7) An information circular sent to securityholders of a reporting issuer or the form of proxy to which the information circular relates must state that

(a) the securities represented by the proxy will be voted or withheld from voting in accordance with the instructions of the securityholder on any ballot that may be called for; and

(b) if the securityholder specifies a choice under subsection (4) or (6) with respect to any matter to be acted upon, the securities will be voted accordingly.

(8) A form of proxy sent to securityholders of a reporting issuer may confer discretionary authority with respect to

(a) amendments or variations to matters identified in the notice of meeting;
and

(b) other matters which may properly come before the meeting,

if,

(c) the person by whom or on whose behalf the solicitation is made is not aware within a reasonable time before the time the solicitation is made that any of those amendments, variations or other matters are to be presented for action at the meeting;
and

(d) a specific statement is made in the information circular or in the form of proxy that the proxy is conferring such discretionary authority.

(9) A form of proxy sent to securityholders of a reporting issuer must not confer authority to vote

(a) for the election of any person as a director of a reporting issuer unless a bona fide proposed nominee for that election is named in the information circular or, in the case of a solicitation under subsection 9.2(4), the document required under paragraph 9.2(6)(a); or

(b) at any meeting other than the meeting specified in the notice of meeting or any adjournment of that meeting.

M.O. 2005-03, s. 9.4; M.O. 2008-06, s. 11; M.O. 2010-17, s. 20.

9.5. Exemption

Sections 9.1 to 9.4 do not apply to a reporting issuer, or a person that solicits proxies from registered holders of voting securities of a reporting issuer, if

(a) the reporting issuer or other person complies with the requirements of the laws relating to the solicitation of proxies under which the reporting issuer is incorporated, organized or continued;

(b) the requirements referred to in subsection (a) are substantially similar to the requirements of this Part; and

(c) the reporting issuer or other person files a copy of any information circular and form of proxy, or other documents that contain substantially similar information,

promptly after the reporting issuer or other person sends the circular, form or other document in connection with the meeting.

M.O. 2005-03, s. 9.5; M.O. 2006-04, s. 30; M.O. 2008-06, s. 11; M.O. 2008-10, s. 5.

PART 10 RESTRICTED SECURITY DISCLOSURE

10.1. Restricted Security Disclosure

(1) If a reporting issuer has outstanding restricted securities, or securities that are directly or indirectly convertible into or exercisable or exchangeable for restricted securities or securities that will, when issued, result in an existing class of outstanding securities being considered restricted securities, each document referred to in subsection (2) must

(a) refer to restricted securities using a term that includes the appropriate restricted security term;

(b) not refer to securities by a term that includes "common", or "preference" or "preferred", unless the securities are common shares or preference shares, respectively;

(c) describe any restrictions on the voting rights of restricted securities;

(d) describe the rights to participate, if any, of holders of restricted securities if a takeover bid is made for securities of the reporting issuer with voting rights superior to those attached to the restricted securities;

(e) state the percentage of the aggregate voting rights attached to the reporting issuer's securities that are represented by the class of restricted securities; and

(f) if holders of restricted securities have no right to participate if a takeover bid is made for securities of the reporting issuer with voting rights superior to those attached to the restricted securities, contain a statement to that effect in bold-face type.

(2) Subsection (1) applies to the following documents:

(a) an information circular;

(b) a document required by this Regulation to be delivered upon request by a reporting issuer to any of its securityholders; and

(c) an AIF prepared by a reporting issuer.