

INNOVIUM MEDIA PROPERTIES CORP.
130 Adelaide Street West, Suite 3210, Toronto, Ontario M5H 3P5
Tel. (416) 862-7444 Fax. (416) 862-7007

PROXY

This Proxy is solicited by Management for the Annual General Meeting of Shareholders and should be read in conjunction with the accompanying Notice of Meeting and Management Information Circular.

The undersigned shareholder of **INNOVIUM MEDIA PROPERTIES CORP.** (“**Innovium**” or the “**Corporation**”) hereby appoints R. Neil Raymond, Chairman and CEO, or failing him, James Macintosh, President and COO, or (see instructions,) with full power of substitution, his true and lawful attorneys, or proxies or proxy, for and in his name, to appear and vote any and all shares of the Corporation standing in the name of the undersigned, at the Annual General Meeting of Shareholders to be held on Thursday, the 17th day of June, 2010, at 10:00 a.m. (Toronto time) at Innovium’s Office, 130 Adelaide Street West, Suite 3210, Toronto, Ontario M5H 3P5, and at any and all adjournments thereof, upon the following matters:

1. VOTE FOR or WITHHOLD FROM VOTING in respect of the election of the following nominees as Directors to the Board of Directors of the Corporation: James Macintosh, Lorne Mayers, Vanessa Morgan, R. Neil Raymond and David Rittenhouse;
2. VOTE FOR or WITHHOLD FROM VOTING in respect of the appointment of auditors and to authorize the Board of Directors of the Corporation to fix their remuneration;
3. **In his discretion with respect to amendments or variations to matters identified above or upon such other matters as may properly come before the meeting.**

This proxy is solicited by the Management of the Corporation. A shareholder has the right to appoint a person to represent him/her and to attend and act for him/her on his/her behalf at the meeting other than the nominees designated above and may exercise such right by inserting the name of his/her nominee in the blank space provided above for that purpose.

Date..... Signature of Shareholder.....

Number of Shares Name of Shareholder

**THE NOTES ON THE BACK
OF THIS PROXY SHOULD
BE READ BY ALL
SHAREHOLDERS,
ESPECIALLY NOTE 1.**

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(continued on reverse side)

If any amendments or variations to the matters referred to or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment(s) thereof or if any other matters which are not now known to Management should properly come before the meeting or any adjournment(s) thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgement of such person.

Notes:

1. **In the event no specification has been made with respect to voting or withholding from voting in the election of directors or the appointment of auditors, the proxy nominees are instructed to vote the shares represented by this proxy in favour of such matters.**
2. This proxy form must be signed and dated by the shareholder or his attorney duly authorized in writing or, if the shareholder is a corporation, under its seal, or by any officer or attorney thereof duly authorized. If the proxy form is not dated in the space provided it is deemed to bear the date on which it is mailed.
3. In order to be used at the Annual Meeting, proxies must be received by Valiant Trust Company, 2950 - 130 King Street West, Toronto, Ontario, M5X 1A9, 48 hours prior to the holding of the Annual General Meeting or any adjournment(s) thereof.
4. This proxy is to be read in conjunction with the Corporation's Management Information Circular and Notice of Meeting dated May 7, 2010.