Mood Media Announces Acquisition of All Outstanding Common Shares in Connection with Comprehensive Transaction Through Arrangement Agreement with Key Stakeholders

Agreement Includes a Comprehensive Solution for Debt Obligations That Results in Reduced Debt Balances & Improved Free Cash Flow

AUSTIN, TX, April 13, 2017 – Mood Media Corporation (TSX:MM) ("**Mood Media**", the "**Company**" or "**Mood**") is pleased to announce that it has entered into an arrangement agreement (the "**Arrangement Agreement**") with affiliates of several of its key stakeholders, including an affiliate of certain funds managed by affiliates of Apollo Global Management, LLC (together with its consolidated subsidiaries, "**Apollo**") (NYSE:APO) and funds advised or sub-advised by GSO Capital Partners LP or its affiliates (GSO Capital Partners LP, together with its affiliates, "**GSO**") (including funds advised by FS Investments and sub-advised by GSO Capital Partners LP or its affiliates) to effect a comprehensive transaction pursuant to which all of the issued and outstanding common shares of Mood Media will be acquired for C$0.17 in cash per share (the "**Share Acquisition**") and certain of the Company's significant debt obligations will be refinanced, restructured or redeemed, as further detailed below. The C$0.17 cash price per common share represents a 162% premium over the closing price of the common shares of Mood Media on the Toronto Stock Exchange (the "**TSX**") on April 12, 2017 and a 149% premium over the 20-day volume weighted average trading price on the TSX for the period prior to and including such date.

In connection with the transaction, the Company's US$350 million aggregate principal amount 9.25% senior unsecured notes due 2020 (the "**Senior Unsecured Notes**") will be exchanged for consideration, per US$1,000 principal amount, consisting of US$500 principal amount of newly-issued second lien notes of the Company ("**New Company Notes**") and up to 175 new common shares of the Company ("**New Company Shares**"), as well as additional consideration, to the extent applicable, in connection with the New Equity Issuance described below. In addition, the Company will refinance its existing US$250 million first lien credit facility with a new US$315 million first lien credit facility (the "**New Credit Facility**") to be provided by funds and accounts managed by HPS Investment Partners, LLC (the "**Credit Facility Refinancing**"). The proceeds of the New Credit Facility will also be used to redeem the US$50 million aggregate principal amount 10% senior unsecured notes due 2023 of the Company's subsidiary, Mood Media Group S.A., in accordance with the indenture governing their terms. As part of the transaction, the Company will be re-domiciled from Canada to Delaware. All such transactions, including the Share Acquisition, are collectively referred to as the "**Transaction**".

"This transaction is an excellent outcome for all of our stakeholders as it puts Mood Media on a stronger footing to advance our transformation and capitalize on the opportunities ahead," said Steve Richards, President and Chief Executive Officer of Mood Media. "With the support of Apollo, GSO and their partners, Mood Media can further grow and strengthen our business as we invest in new opportunities. We look forward to working with our stakeholders to increasingly elevate the Company's position as the clear leader for customer experience via value-added solutions that benefit Mood's clients, partners and employees. In addition, the transaction provides our shareholders with certainty of value at a significant premium over market."

"We are enthusiastic about the next chapter in our relationship with Mood Media," said David Sambur, Senior Partner at Apollo. "Mood is the clear global leader in elevating customer experiences by providing leading sound, sight and scent solutions to some of the world's most prominent retail, restaurant and hospitality companies. With this transaction, which de-levers the Company and reduces its cash interest burden, Mood Media now has the financial flexibility it needs to drive innovation and investment in the business. We look forward to working with the Mood team to drive the Company's strategic direction and enhance its growth."

Transaction Summary

The Transaction will be effected by means of a plan of arrangement under the Company's governing corporate statute, the *Canada Business Corporations Act*. The Transaction will require approval of the Ontario court as well as the approval of at least two-thirds of the votes cast by Mood Media shareholders and a majority of the votes cast by disinterested Mood Media shareholders at a special meeting of shareholders to be held to consider the Transaction. The Transaction will also require approval by holders of at least two-thirds of the aggregate principal amount of Senior Unsecured Notes represented in person, or by proxy, at a meeting of the holders of Senior Unsecured Notes. In addition to shareholder, noteholder and court approval, the Transaction is conditional upon the Credit Facility Refinancing and the satisfaction of certain other closing conditions customary for transactions of this nature.

Shareholders holding approximately 17.6% of the outstanding common shares of the Company, including certain of the directors and executive officers of the Company have entered into voting and support agreements with the Company pursuant to which such shareholders have agreed, subject to the terms and conditions of such agreements, to vote in favor of the Transaction. Additionally, pursuant to the terms of the Arrangement Agreement, the parties have agreed that the approximately 68%, or US$238 million, of the aggregate principal amount of Senior Unsecured Notes beneficially owned, in the aggregate, by certain investment funds affiliated with Apollo and certain funds advised or sub-advised by GSO, respectively, will be voted or caused to be voted in favor of the Transaction.

Eligible holders of Senior Unsecured Notes will be provided with the opportunity to subscribe for and purchase their pro rata portion (as between eligible holders) of up to approximately US$50 million (the "**Maximum New Equity Amount**") of additional post-Transaction common equity to be issued by Mood Media in connection with the Transaction (subject to a pro rata reduction based on the actual offering size, which will be no less than US$25 million (the "**Minimum New Equity Amount**") and which will be determined prior to closing) (the "**New Equity Issuance**"). Senior Unsecured Noteholders who participate in the New Equity Issuance will effectively receive 1,250 New Company Shares per US$1,000 of new equity capital contributed, which will be comprised of 568 New Company Shares delivered as consideration for their new equity contribution and 682 New Company Shares delivered as additional consideration under the Transaction for their Senior Unsecured Notes. Holders of Senior Unsecured Notes who participate in the New Equity Issuance will receive US$500 principal amount of New Company Notes and 175 New Company Shares per US$1,000 principal amount of Senior Unsecured Notes, as well as the additional consideration described above. Holders of Senior Unsecured Notes who do not participate in the New Equity Issuance will receive US$500 principal amount of New Company Notes and 150 New Company Shares per US$1,000 principal amount of Senior Unsecured Notes. The New Company Notes will (i) bear interest at LIBOR plus 14% (6% cash and 8% payment in kind) with a LIBOR floor of 1%, (ii) mature seven years after completion of the Transaction, and (iii) be callable on the one year anniversary of their issuance at 102% of par, on the two year anniversary at 101% of par and on the third year anniversary at par.

The Transaction will not affect the interest payable on the Senior Unsecured Notes on April 15, 2017, which will be paid as required in accordance with the terms of the Senior Unsecured Notes.

In connection with the Transaction, funds and accounts managed by Arbiter Partners Capital Management LLC ("**Arbiter**"), which currently hold approximately 17.5% of the Company's outstanding common shares, will reinvest all of the consideration received in respect of its common shares in the Transaction for approximately 4.63 million New Company Shares (the "**Arbiter Reinvestment**"). Arbiter will receive an additional 1.03 million New Company Shares in consideration for its commitment to reinvest such amounts under the Arbiter Reinvestment.

In addition, an affiliate of funds affiliated with Apollo and certain funds advised or sub-advised by GSO have each agreed to backstop, on a pro rata basis, the full amount of the New Equity Issuance, and in connection therewith will receive, in the aggregate, approximately 12.5 million New Company Shares.

Following completion of the Transaction, the Board will be comprised of directors nominated by an affiliate of funds affiliated with Apollo and certain funds advised or sub-advised by GSO, as well as Steve Richards, President and Chief Executive Officer of the Company. It is also anticipated that, following the completion of the Transaction, the Company will cease to be a reporting issuer under applicable Canadian securities laws and its securities will be delisted from the TSX.

Board Recommendation, Arrangement Agreement and Timing

The Transaction has received the unanimous approval of the board of directors of Mood Media (the "**Board**") (other than Ross Levin, who abstained as an interested director), as well as a special committee of independent directors of the Board (the "**Special Committee**") consisting of Kevin Dalton, David Richards and Richard Warren. The Company's financial advisor, Allen & Company LLC ("**Allen & Co.**"), has provided an opinion to the Board that, subject to the assumptions and limitations described therein and as at the date of such opinion, the consideration to be received by Mood Media shareholders (other than Arbiter) pursuant to the Share Acquisition is fair, from a financial point of view, to such shareholders.

The Board and the Special Committee also retained Origin Merchant Partners in connection with the Transaction. Origin Merchant Partners has provided opinions to the Board and Special Committee that, subject to the assumptions and limitations described therein and as at the date of such opinion, the (i) consideration to be received by Mood Media shareholders (other than Arbiter) pursuant to the Share Acquisition is fair, from a financial point of view, to such shareholders, (ii) consideration to be received by holders of Senior Unsecured Notes is fair, from a financial point of view, to such noteholders (other than the investment funds affiliated with Apollo and GSO, respectively); and (iii) Transaction is fair, from a financial point of view, to the Company. Origin Merchant Partners was also retained by the Special Committee to provide, under the supervision of the Special Committee, an independent formal valuation prepared in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, and has concluded that, subject to the assumptions and limitations described in its written valuation, as at April 12, 2017, the fair market value of a common share of Mood Media is in the range of nil to C$0.29 per share.

The Arrangement Agreement includes, among other things, a non-solicitation covenant subject to a customary "fiduciary out" provision, which entitles Mood Media to consider and accept a superior proposal, subject to the right of an affiliate of funds affiliated with Apollo and certain funds advised or sub-advised by GSO to together match the superior proposal and the payment to such parties of a total termination fee of C$1.5 million in the aggregate. Mood Media is also required, in certain circumstances, to reimburse an affiliate of funds affiliated with Apollo and certain funds advised or sub-advised by GSO for certain expenses incurred in connection with the Transaction.

Further details of the Transaction, including the full text of the opinions of Allen & Co. and Origin Merchant Partners, respectively, and the formal valuation prepared by Origin Merchant Partners will be included in the management information circular to be provided to the Company's securityholders in connection with the meetings that will be held to consider the Transaction. It is anticipated that the Mood Media securityholder meetings and closing of the Transaction will take place in June 2017. The full text of the Arrangement Agreement will be filed under the Company's profile on SEDAR at www.sedar.com.

Advisors

Allen & Co. acted as financial advisor to Mood Media in connection with the Transaction and Stikeman Elliott LLP and Kirkland & Ellis LLP acted as Mood Media's legal advisors. Origin Merchant Partners was retained by the Board and the Special Committee to provide various opinions as to the fairness of the Transaction and to prepare a formal valuation in respect of the Company's common shares. Credit Suisse acted as financial advisor to Apollo in connection with the Transaction and Paul, Weiss, Rifkind, Wharton & Garrison LLP, Goodmans LLP and Akin Gump Strauss Hauer & Feld LLP acted as Apollo and GSO's legal advisors.

About Mood Media Corporation

Mood Media Corporation (TSX:MM) is the global leader in elevating Customer Experiences. With more than 500,000 active client locations around the globe, Mood combines sight, sound, scent, social mobile technology and systems to create greater emotional connections between brands and consumers. Mood's clients include businesses of all sizes and market sectors, from the world's most recognized retailers and hotels to quick-service restaurants, local banks and thousands of small businesses. For more details: http://us.moodmedia.com/.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking information within the meaning of applicable Canadian securities laws which is based on the expectations, estimates and projections of management of the parties as of the date of this news release unless otherwise stated. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information. More particularly and without limitation, this press release contains forward-looking information concerning: the anticipated benefits of the Transaction; the timing and anticipated receipt of court and securityholder approvals for the Transaction; the ability of the parties to satisfy the other conditions to, and to complete, the Transaction; and the anticipated timing for the closing of the Transaction. In respect of the forward-looking information, the Company has provided such in reliance on certain assumptions that it believes are reasonable at this time, including assumptions as to the time required to prepare and mail securityholder meeting materials; the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary court and securityholder approvals; the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Transaction; and other expectations and assumptions concerning the Transaction. The anticipated dates provided may change for a number of reasons, including unforeseen delays in preparing securityholder meeting materials, the inability to secure necessary securityholder or court approvals in the time assumed or the need for additional time to satisfy the other conditions to the completion of the Transaction. Accordingly, readers should not place undue reliance on the forward-looking information contained in this press release. Since forward-looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Risks and uncertainties inherent in the nature of the Transaction include the failure of the Company to obtain necessary securityholder and court approvals, or to otherwise satisfy the conditions to the completion of the Transaction, in a timely manner, or at all. Failure to so obtain such approvals, or the failure of the parties to otherwise satisfy the conditions to or compete the Transaction, may result in the Transaction not being completed on the proposed terms, or at all. In addition, if the transaction is not completed, and Mood Media continues as an independent entity, there are risks that the announcement of the Transaction and the dedication of substantial resources of the Company to the completion of transaction could have an impact on Mood Media's current business relationships (including with future and prospective employees, customers, suppliers and partners) and could have a material adverse effect on the current and future operations, financial condition and prospects of the Company. Furthermore, the failure of the Company to comply with the terms of the Arrangement Agreement may result in it being required to pay certain fees to an affiliate of funds affiliated with Apollo and certain funds advised or sub-advised by GSO, the result of which could have a material adverse effect on the Company's financial position. Readers are cautioned that the foregoing list of factors is not exhaustive. Additional information on other factors that could affect the operations or financial results of Mood Media are included in reports on file with applicable Canadian securities regulatory authorities. The forward-looking information contained in this press release is made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

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