

**NOTICE-AND-ACCESS NOTIFICATION FOR
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
QYOU MEDIA INC.**

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as QYOU Media Inc. (the “**Corporation**”) has decided to use the notice and access model under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**Notice and Access Provisions**”) for delivery of meeting materials to its shareholders (the “**Shareholders**”) in respect of its annual and special meeting of shareholders to be held on Thursday, December 28, 2017 (the “**Meeting**”).

Under the Notice and Access Provisions, Shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the notice of meeting (the “**Notice**”), management information circular (the “**Circular**”) and the annual financial statements for the year ended June 30, 2017 and the auditors’ report thereon (the “**Annual Report**”) and, together with the Notice and the Circular, the “**Meeting Materials**”), Shareholders receive this notice with information on how they may access such Meeting Materials electronically.

MEETING DATE AND LOCATION

The Corporation will be holding the Meeting on Thursday, December 28, 2017 at 11:00 a.m. at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 600, 365 Bay Street, Toronto, Ontario, Canada.

SHAREHOLDERS WILL BE ASKED TO VOTE ON THE FOLLOWING MATTERS:

- **Election of Directors:** To elect directors of the Corporation for the ensuing year. See the section entitled “**Particulars of Matters to be Acted Upon – Election of Directors**” in the Circular for details concerning this matter.
- **Appointment of Auditor:** To re-appoint Ernst & Young LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “**Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors**” in the Circular for details concerning this matter.
- **Repeal and Adoption of By-Laws:** to consider and, if deemed advisable, approve and confirm, by ordinary resolution, the repeal of the existing by-laws of the Corporation and the adoption of By-Law No. 1-A, being a by-law relating generally to the transaction of the business and affairs of the Corporation. See the section entitled “**Particulars of Matters to be Acted Upon – Repeal and Adoption of By-Laws**” in the Circular for details concerning this matter.
- **Approval of Stock Option Plan:** to consider and, if deemed advisable, approve and confirm, by ordinary resolution, the Corporation’s amended and restated stock option plan. See the section entitled “**Particulars of Matters to be Acted Upon – Approval of the Corporation’s Stock Option Plan**” in the Circular for details concerning this matter.
- **Approval of Restricted Share Unit Plan:** to consider and, if deemed advisable, to approve and confirm by ordinary resolution of the disinterested shareholders of the Corporation, the Corporation’s amended and restated restricted share unit plan. See the section entitled “**Particulars of Matters to be Acted Upon – Approval of the Corporation’s Restricted Share Unit Plan**” in the Circular for details concerning this matter.
- **Other Business:** To transact such other business as may properly come before the Meeting or any adjournment thereof.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

HOW TO OBTAIN THE MEETING MATERIALS

The Meeting Materials have been posted and are available for review at www.theqyou.com/#investors and also on the Corporation's SEDAR profile at www.sedar.com. Shareholders who wish to receive a paper copy of the Meeting Materials or to obtain additional information about the Notice and Access Provisions should contact the Corporation at 1-888-221-0915 at any time up to and including the date of Meeting or any adjournment or postponement thereof.

In order to allow Shareholders a reasonable time to receive paper copies of the Meeting Materials and to vote their common shares of the Corporation, any Shareholders wishing to request paper copies as described above should ensure that such request is received by 5 p.m. (Toronto time) on December 14, 2017.

VOTING

Registered Holders are asked to return their **proxies** using the following method by the proxy deposit date noted on the proxy:

Mail: Complete the form of proxy, sign it and mail it to the **Proxy Department** at:

Proxy Department of Computershare Investor Services Inc.,
100 University Avenue, 8th Floor,
Toronto, Ontario, Canada M5J 2Y1
(facsimile (866) 249-7775)

Beneficial Holders are asked to return their **voting information forms** ("VIFs") using the following methods at least one business day in advance of the proxy deposit date noted on the VIF:

Internet: See the VIF for details

Mail or Facsimile: Complete the VIF, sign it and return it to the address provided on the form, or fax it to the number provided on the form.

DATED at Toronto, Ontario this 20th day of November, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Curt Marvis*" _____
Curt Marvis
Chief Executive Officer