

FORM 51-102F3
Material Change
Report

Item 1 **Name and Address of Company**

QYOU Media Inc. (the “**Company**”)
441 King Street West, Suite 200, Toronto
Ontario, M5V 1K4

Item 2 **Date of Material Change**

November 21, 2017

Item 3 **News Release**

On November 21, 2017, a news release was disseminated through the newswire services of Marketwired and subsequently filed on SEDAR.

Item 4 **Summary of Material Change**

The Company closed its previously announced bought deal public offering of 15,541,100 units of the Company (the “**Units**”) at a price of \$0.37 per Unit (the “**Offering Price**”), for aggregate gross proceeds of \$5,750,207 (the “**Offering**”). The Offering was underwritten by Clarus Securities Inc.

Item 5 **Full Description of Material Change**

On November 21, 2017, it was announced that the Company had closed the Offering, including the exercise in full of the Underwriter’s over-allotment option. In connection with the Offering, the Company issued 15,541,100 Units at the Offering Price for aggregate gross proceeds of \$5,750,207. Of the 15,541,100 Units issued pursuant to the Offering, 2,027,100 Units were issued pursuant to the exercise in full of the over-allotment option granted to Clarus Securities Inc.

Each Unit consisted of one common share in the capital of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one common share of the Company at a price of \$0.55 per share until November 21, 2019.

In connection with the Offering, PowerOne Capital Markets Limited acted as a special advisor to the Company.

Subscriptions by insiders of the Company accounted for approximately \$92,500 of the gross proceeds of the Offering. Participation by the insiders in the Offering is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) by virtue of the exemptions contained in Sections 5.5(b) and 5.7(1)(b) of MI 61-101. The Company did not file a material change report 21 days before the closing of the transactions described herein as the principal terms of such transactions were not finalized until, or close to, the date of this report.

Item 6 **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable

Item 7 **Omitted Information**

Not Applicable

Item 8 **Executive Officer**

Curt Marvis, the Chief Executive Officer of the Company, is knowledgeable about the material change and this report. His business telephone number is 647-559-2700.

Item 9 **Date of Report**

November 22, 2017