

November 16, 2017

**VIA SEDAR**

Ontario Securities Commission  
Alberta Securities Commission  
British Columbia Securities Commission

Dear Sirs/Mesdames:

**Re: QYOU Media Inc. (the “Corporation”)  
Final Short Form Prospectus dated November 16, 2017**

Reference is made to the (final) short form prospectus (the “**Prospectus**”) of the Corporation dated November 16, 2017 relating to the issuance of 13,514,000 Units of the Corporation. All capitalized terms not defined herein have the meaning as set out in the Prospectus.

We hereby undertake to file the Warrant Indenture promptly upon closing of the Offering, and in any event no later than seven days after the execution of the Warrant Indenture.

Yours truly,

**QYOU MEDIA INC.**

Per: (Signed) “Curt Marvis”  
Curt Marvis  
Chief Executive Officer