

FORM 51-102F3
Material Change
Report

Item 1 **Name and Address of Company**

QYOU Media Inc. (the “**Company**”)
110 Spadina Avenue, Suite 300
Toronto, ON M5V 2K4

Item 2 **Date of Material Change**

July 19, 2018

Item 3 **News Release**

On July 19, 2018, 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 15,500,000 units of the Company (the “**Units**”) at a price of \$0.20 per Unit (the “**Offering Price**”), and an additional 1,012,500 common share purchase warrants (the “**Additional Warrants**”) at a price of \$0.004 per Additional Warrant, representing a partial exercise of the underwriters’ over-allotment option, for aggregate gross proceeds of \$3,104,050 (the “**Offering**”). The Offering was underwritten by Clarus Securities Inc. and Echelon Wealth Partners Inc. (together, the “**Underwriters**”).

Item 5 **Full Description of Material Change**

On July 19, 2018, it was announced that the Company had closed the Offering. In connection with the Offering, the Company issued 15,500,000 Units at the Offering Price and 1,012,500 Additional Warrants at a price of \$0.004 per Additional Warrant, representing a partial exercise of the Underwriters’ over-allotment option, for aggregate gross proceeds of \$3,104,050.

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 “**Unit Warrant**”, and together with the Additional Warrants, the “**Warrants**”). Each Warrant will entitle the holder thereof to acquire one common share of the Company at a price of \$0.37 until July 19, 2020.

Subscriptions by insiders of the Company accounted for approximately \$200,000 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**

July 20, 2018