

**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**

October 30, 2019

**Item 3            News Release**

On August 30, 2019, October 2, 2019, October 11, 2019 and October [30], 2019, news releases were disseminated through the newswire services of Marketwired and subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

On October 30, 2019, the Company closed the final tranche of its non-brokered private placement offering of 36,000,000 units in the capital of the Company (each, a “**Unit**”) for aggregate gross proceeds of CDN\$1,800,000.

**Item 5            Full Description of Material Change**

On October 30, 2019, the Company completed a private placement for aggregate gross proceeds of CDN\$1,800,000 (the “**Offering**”) through the issuance of 36,000,000 Units, at a price of \$0.05 per Unit. Each Unit is comprised of one common share in the capital of the Company (“**Common Share**”), one-half of one Common Share purchase warrant (each such whole Common Share purchase warrant, a “**6 Cent Warrant**”) and a second one-half of one Common Share purchase warrant (each such whole Common Share purchase warrant, a “**10 Cent Warrant**”, and together with the 6 Cent Warrants, the “**Warrants**”). Each 6 Cent Warrant will be exercisable to purchase one Common Share (a “**6 Cent Warrant Share**”) at a price of \$0.06 per 6 Cent Warrant Share until September 30, 2020. Each 10 Cent Warrant will be exercisable to purchase one Common Share (a “**10 Cent Warrant Share**”) at a price of \$0.10 per 10 Cent Warrant Share until September 20, 2021.

The Company paid \$113,300 for finder’s fees and issued 2,266,000 non-transferable compensation options of the Company (the “**Finder’s Compensation Options**”) to certain persons who assisted the Company in connection with the Offering. Each Finder’s Compensation Option is exercisable at a price of \$0.05 to acquire one unit in the capital of the Company, on the same terms as the Units.

Subscriptions by insiders of the Company accounted for approximately \$250,000 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**

October 30, 2019