

**QYOU MEDIA INC.**

as the Corporation

and

**COMPUTERSHARE TRUST COMPANY OF CANADA**

as the Warrant Agent

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**SUPPLEMENTAL INDENTURE**

**Amending the Warrant Indenture Dated as of April 30, 2019**

**Dated effective as of October 23, 2019**

**THIS SUPPLEMENTAL INDENTURE** dated effective as of October 23, 2019

**B E T W E E N:**

**QYOU MEDIA INC.**, a corporation existing under the laws of the Province of Ontario and having a head office in the City of Toronto, in the Province of Ontario

(the “**Corporation**”),

- and -

**COMPUTERSHARE TRUST COMPANY OF CANADA**, a trust company existing under the laws of Canada and having an office in the City of Calgary, in the Province of Alberta

(the “**Warrant Agent**”)

**WHEREAS**

A. In connection with a short form prospectus offering by the Corporation, the Corporation issued a total of 20,509,358 common share purchase warrants (the “**Warrants**”) pursuant to a Warrant Indenture between the Corporation and the Warrant Agent dated April 30, 2019 (the “**Indenture**”). Each Warrant entitles the registered holder thereof to purchase one common share in the capital of the Corporation (subject to adjustment as provided in the Indenture) at the price and upon the terms and conditions set out in the Indenture.

B. The original Expiry Date (as such term is defined in the Indenture) of the Warrants is October 30, 2019. The Corporation made application to the TSX Venture Exchange (the “**Exchange**”) to extend the Expiry Date to March 31, 2020, and such application was approved by the Exchange on October 18, 2019.

D. Pursuant to Section 8.1(f) of the Indenture, the Corporation and the Warrant Agent may, in certain circumstances as set out therein, execute a supplemental indenture for the purpose of modifying the provisions of the Indenture.

D. The Corporation wishes to amend the Indenture pursuant to this Supplemental Indenture to reflect the new Expiry Date as approved by the Exchange.

**NOW THEREFORE** for good and valuable consideration mutually given and received, the receipt and sufficiency of which is acknowledged by each of the parties, the terms and conditions of the Indenture and the terms and conditions of this Supplemental Indenture, the parties agree as follows:

1. Effective as of the date hereof, the Indenture is amended as follows:

The definition of “Expiry Date” in Section 1.1 of the Indenture is hereby deleted in its entirety and replaced with the following:

“**Expiry Date**” means March 31, 2020;

2. Other than as amended in Section 1 of this Supplemental Indenture, the Corporation and Warrant Agent ratify and confirm the terms and conditions of the Indenture in all other respects.
3. This Supplemental Indenture is supplemental to the Indenture and the Warrants issued thereunder shall henceforth be read in conjunction with this Supplemental Indenture. The Indenture and this Supplemental Indenture shall henceforth have effect, so far as practicable, as if all the provisions of the Indenture and of this Supplemental Indenture were contained in one instrument.
4. This Supplemental Indenture shall be construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.
5. This Supplemental Indenture may be simultaneously executed in several counterparts by facsimile or electronic means, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute one and the same instrument.

*(signature page follows)*

**IN WITNESS WHEREOF** the parties hereto have executed this Supplemental Indenture under the hands of their proper officers in that behalf as of the date first written above.

**QYOU MEDIA INC.**

By: (signed) "Curt Marvis"  
Name: Curt Marvis  
Title: Chief Executive Officer

By: (signed) "Warren Barnes"  
Name: Warren Barnes  
Title: Interim Chief Financial Officer

**COMPUTERSHARE TRUST COMPANY OF CANADA**

By: (signed) "Angela Fletcher"  
Name: Angela Fletcher  
Title: Corporate Trust Officer

By: (signed) "Shannon Grover"  
Name: Shannon Grover  
Title: Manager, Corporate Trust