

**QYOU MEDIA INC.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON JANUARY 19, 2021**

TAKE NOTICE THAT an annual and special meeting (the “Meeting”) of the shareholders of QYOU MEDIA INC. (the “Corporation”) will be held at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, M5H 2V1 on Tuesday, January 19, 2021 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation as at and for the financial year ended June 30, 2020, together with the report of the auditors thereon;
2. to elect directors of the Corporation to hold office until the close of business of the next annual meeting of the Corporation’s shareholders;
3. to re-appoint MNP LLP as auditors of the Corporation to hold office until the close of business of the next annual meeting of the Corporation’s shareholders and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider and, if deemed advisable, approve and re-confirm, with or without variation, by ordinary resolution, the Corporation’s current stock option plan, including the reservation for issuance thereunder of all unallocated options, rights and other entitlements, in accordance with the rules of the TSX Venture Exchange (the “TSXV”);
5. to consider and, if deemed advisable, approve and confirm, with or without variation, by ordinary resolution of Disinterested RSU Shareholders (as defined below), the Corporation’s amended and restated restricted share unit plan, including the reservation for issuance thereunder of all unallocated restricted share units, rights and other entitlements, in accordance with the rules of the TSXV; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Approval of the restricted share unit plan will require Disinterested RSU Shareholder approval, being the approval of a majority of the votes cast by shareholders at the Meeting excluding Insiders and their Associates. An “Insider” includes all directors and senior officers of the Corporation and its subsidiaries and any person who beneficially owns or controls, directly or indirectly, more than 10% of the issued and outstanding common shares of the Corporation; and “Associates” includes an individual’s spouse, children and any relative who lives in the same residence as such person.

Information relating to the items described above is set forth in the accompanying Management Information Circular of the Corporation.

The Corporation will deliver this notice of meeting and the accompanying Management Information Circular and form of proxy (collectively, the “Meeting Materials”) to shareholders by posting the Meeting Materials online at [www.qyoumedia.com/#investors](http://www.qyoumedia.com/#investors) in accordance with the notice and access notification mailed to shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws reduces the Corporation’s printing and mailing costs.

The Meeting Materials will be available online at [www.qyoumedia.com/#investors](http://www.qyoumedia.com/#investors) as of December 18, 2020 and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). All shareholders of the Corporation will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request same from the Corporation by calling 647-693-7380. The Corporation will mail paper

copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

Only shareholders of record as of December 1, 2020, the record date, are entitled to receive notice of and to vote at the Meeting. Shareholders who wish to vote at the Meeting must attend the Meeting or deposit an instrument of proxy in accordance with the instructions set forth below and in the accompanying Management Information Circular.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of a novel coronavirus disease, also known as COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, **the Corporation strongly encourages all shareholders to vote by proxy in advance of the Meeting rather than attending in person.** The Corporation will also be providing an option to view the Meeting in a virtual format. Registered shareholders and proxyholders will be able to attend the Meeting in person or virtually, but there will be no option to vote virtually. Non-registered shareholders who have not appointed themselves as proxyholder will not be able to attend the Meeting in person, but may view the Meeting virtually. The Meeting will be viewable online at <https://us02web.zoom.us/j/87901441833?pwd=QWlZZzB3aHZKSjkxRlhTc1A3NmxlQT09>. Inside the accompanying management information circular, you will find important information and detailed instructions about how to participate in the Meeting.

DATED at Toronto, Ontario this 7th day of December, 2020.

**By Order of the Board of Directors**

(signed) "*Curt Marvis*"

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Curt Marvis  
Chief Executive Officer

**IMPORTANT**

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the instrument of proxy that was sent to you and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be delivered to the Proxy Department of Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 (facsimile (866) 249-7775) no later than 5:00 p.m. (Toronto time) on Friday, January 15, 2021 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. Late instruments of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late instrument of proxy. As an alternative to completing and submitting an instrument of proxy, you may vote electronically on the internet at [www.investorvote.com](http://www.investorvote.com) or by telephone by contacting Computershare Investor Services Inc. at 1-866-732-8683. Shareholders who wish to vote using the internet or by telephone should follow the instructions in the instrument of proxy mailed to such shareholder.