

**OFFICER'S CERTIFICATE**  
**UNDER SECTION 2.20 OF NATIONAL INSTRUMENT 54-101**  
**OF**  
**QYOU MEDIA INC.**  
**(the "Company")**

**TO: Ontario Securities Commission**  
**Alberta Securities Commission**  
**British Columbia Securities Commission**

**RE: Annual and special meeting of the shareholders of the Company to be held on January 12, 2021 (the "Meeting") - Abridged Times set forth in Sections 2.1(b), 2.2(1) or 2.5(1) of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101")**

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With reference to NI 54-101, the undersigned, Curt Marvis, Chief Executive Officer of the Company, in such capacity and not in his personal capacity and without personal liability, certifies for and on behalf of the Company, that, as of the date of this Certificate:

1. in accordance with the requirements set out in section 2.20(a) of NI 54-101, arrangements have been made to have the "proxy-related materials" (as such term is defined in NI 54-101) for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of NI 54-101;
2. in accordance with the requirements set out in section 2.20(b) of NI 54-101, arrangements have been made to carry out all of the requirements of NI 54-101 in addition to those described in paragraph 1 above; and
3. the Company is relying upon section 2.20 of NI 54-101 in connection with the Meeting.

This Certificate is issued by the Company pursuant to section 2.20 of NI 54-101 on December 18, 2020.

**QYOU MEDIA INC.**

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