

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

QYOU Media Inc. (the “Company”)
154 University Avenue, Unit 601
Toronto, ON
M5H 3Y9

Item 2 Date of Material Change

November 17, 2022

Item 3 News Release

On November 17, 2022, a news release was disseminated through the newswire services of GlobalNewswire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company closed its previously announced prospectus supplement public offering of 25,600,000 units of the Company (the “Units”) at a price of \$0.125 per Unit (the “Offering Price”), and 1,920,000 Warrants (as defined below) issued in connection with the partial exercise of the agent’s over-allotment option, for aggregate gross proceeds of \$3,203,840 (the “Offering”). The Offering was led by Clarus Securities Inc. (the “Agent”) who acted as sole agent and bookrunner.

The Company also completed a concurrent private placement of 1,840,000 Units for aggregate gross proceeds of \$230,000 (the “Concurrent Private Placement”).

Item 5 Full Description of Material Change

On November 17, 2022, it was announced that the Company had closed the Offering. In connection with the Offering, the Company issued 25,600,000 Units at the Offering Price and 1,920,000 Warrants in connection with the partial exercise of the Agent’s over-allotment option, for aggregate gross proceeds of \$3,203,840.

Each Unit consisted of one common share (each a “Common Share”) in the capital of the Company and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will entitle the holder thereof to acquire one Common Share at a price of \$0.20 until November 17, 2024.

All securities issued in connection with the Concurrent Private Placement are subject to a statutory hold period of four months plus a day until March 18, 2023. The Concurrent Private Placement is subject to the final approval of the TSX Venture Exchange.

Subscriptions by insiders of the Company accounted for approximately \$125,000 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 416-559-2700.

Item 9 **Date of Report**

November 21, 2022