

November 8, 2022



QYOU Media Inc.
Up to C\$3,200,000
Indicative Term Sheet

A final short form base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the provinces of Alberta, British Columbia and Ontario. A copy of the final short form base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

Copies of the final short form base shelf prospectus may be obtained from Clarus Securities Inc. at acuadra@clarussecurities.com

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final short form base shelf prospectus, any amendment and any applicable prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

MARKETED OFFERING OF UNITS BY WAY OF PROSPECTUS SUPPLEMENT

Issuer:	QYOU Media Inc. (the “ Company ”).
Offering:	Up to 25,600,000 Units (the “ Units ”) of the Company (the “ Offering ”).
Offering Price:	C\$0.125 per Unit (the “ Issue Price ”).
Offering Size:	Up to C\$3,200,000 (C\$3,680,000 if the Over-allotment Option is exercised in full).
Issue:	Each Unit will consist of one common share in the capital of the Company (each, a “ Common Share ”), and one-half of one Common Share purchase warrant (each whole warrant, a “ Warrant ”, and together with the Common Shares, the “ Offered Securities ”). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of C\$0.20 for 24 months following the completion of the Offering.
Type of Transaction:	The Offering will be offered by way of a prospectus supplement to the Company’s short form base shelf prospectus dated July 7, 2022, pursuant to National Instrument 44-101 – <i>Short Form Prospectus Distributions</i> (“ NI 44-101 ”) and National Instrument 44-102 – <i>Shelf Distributions</i> (“ NI 44-102 ”) as filed and to be filed, as applicable, in each of the provinces of Alberta, British Columbia and Ontario (the “ Qualifying Jurisdictions ”). The Offering may also be made to or for the account or benefit of persons in the “United States” and/or “U.S. persons” (as such terms are defined by Regulation S under the United States Securities Act of 1933, as amended (the “ U.S. Securities Act ”)) on a private placement basis to a limited number of “accredited investors” (as defined in Rule 501(a) of Regulation D under the U.S. Securities Act) (“ U.S. Accredited Investors ”) and to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) that are also U.S. Accredited Investors (“ Qualified Institutional Buyers ”), in such manner as to not require registration under the U.S. Securities Act or any applicable securities laws of any state of the United States, and in other jurisdictions as mutually agreed by the Company and Clarus.
Over-allotment Option:	The Agent shall have an over-allotment option, exercisable in whole or in part, for a period of 30 days from and including the Closing Date (as defined herein) to purchase up to an additional 3,840,000 Units exercisable in whole or in part, for additional gross proceeds of up to C\$480,000 on the same terms and conditions as the Offering.

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- Use of Proceeds:** The Company intends to use the net proceeds from the Offering to build out the Company's Indian operations, and for working capital and general corporate purposes.
- Agent:** Clarus Securities Inc.
- Fees:** A cash fee equal to 7.5% of the gross proceeds of the Offering shall be payable by the Company to the Agent. As additional compensation, the Company will issue the Agent that number of broker compensation warrants (the "**Broker Warrants**") equal in number to 7.5% of the number of Units issued under the Offering. Each Broker Warrant will allow the holder to purchase one Unit of the Offering at the Issue Price for a period of 24 months from the Closing Date.
- Eligibility:** Eligible for investment in RRSPs, RRIFs, RESPs, DPSPs, and TFSAs.
- Listing:** The Common Shares currently trade on the TSXV under the symbol "QYOU".
- Closing Date:** On or about November 17, 2022.
- U.S. Notice:** The Units have not and will not be registered under the U.S. Securities Act or any U.S. state securities laws and may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. persons unless the Units have been registered under the U.S. Securities Act and any applicable state securities laws, or in compliance with the requirements of an exemption therefrom.