

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**

October 19, 2023 and October 20, 2023

Item 3 **News Release**

On October 20, 2023, a news release was disseminated through the newswire services of Cision (Newswire) and subsequently filed on SEDAR+ at www.sedarplus.ca.

Item 4 **Summary of Material Change**

The Company closed its previously announced non-brokered private placement of units of the Company (“Units”), pursuant to which the Company issued 30,000,000 Units at a price of \$0.07 per Unit (the “Offering”), for aggregate gross proceeds of approximately \$2,100,000.

Item 5 **Full Description of Material Change**

On October 20, 2023, it was announced that the Company had closed the Offering. In connection with the Offering, the Company issued 30,000,000 Units at a price of \$0.07 per Unit for aggregate gross proceeds of approximately \$2,100,000.

Each Unit is composed of one (1) common share in the capital of the Company (a “Share”) and one (1) common share purchase warrant of the Company (a “Warrant”). Each Warrant entitles the holder thereof to acquire one (1) additional Share (a “Warrant Share”) at a price of \$0.10 per Warrant Share for a period twenty-four (24) months, subject to an accelerated expiry date at the option of the Company in the event that the ten (10) day volume weighted average trading price of the Shares on the TSX Venture Exchange (“TSXV”) for any ten (10) consecutive trading days is \$0.25 or more.

The Company intends to use the net proceeds from the Offering to build out its Maxamtech and QGamesMela gaming business, and for general working capital purposes.

The Units issued under the Offering were offered to purchasers pursuant to the listed issuer financing exemption (LIFE) under Part 5A of National Instrument 45-106 *Prospectus Exemptions* and therefore the securities issued to such purchasers in the Offering are not subject to a hold period pursuant to applicable Canadian securities laws. There is an offering document (the “Offering Document”) related to the Offering that can be accessed under the Company’s profile on SEDAR+ at www.sedarplus.ca and at www.qyoumedia.com.

The Company paid an aggregate of approximately \$64,559 and issued finder’s warrants to acquire

up to an aggregate of 2,041,060 Shares (the “Finder’s Warrants”) as finder’s fees to certain persons who assisted the Company in connection with the Offering. Each Finder’s Warrant entitles the holder to acquire one (1) Share at a price of \$0.10 per Share for a period of twenty-four (24) months. The Finder’s Warrants, and Shares issuable upon exercise of the Finder’s Warrants, are subject to a statutory four-month hold period pursuant to applicable Canadian securities laws. The Offering is subject to the final approval of the TSXV.

The securities issued pursuant to the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any 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 absent registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

October 26, 2023