



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR
WITH RESPECT TO THE ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS OF**

QYOU MEDIA INC.

TO BE HELD ON JULY 19, 2024

QYOU MEDIA INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 19, 2024

TAKE NOTICE THAT an annual general 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 July 19, 2024 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 December 31, 2023, 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, with or without variation, a special resolution authorizing an amendment to the articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation on the basis of a consolidation ratio to be selected by the board of directors of the Corporation within a range between two (2) pre-consolidation shares to one (1) post-consolidation share and fifty (50) pre-consolidation shares to one (1) post-consolidation share;
5. 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**”); and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

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 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 as of June 13, 2024 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.sedarplus.ca. 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 via email at shareholder@qyoutv.com. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three (3) business days of their request, if such requests are made before the Meeting.

Only shareholders of record as of June 5, 2024, 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.

Shareholders may vote at the Meeting in person or may be represented by proxy. The Corporation strongly encourages all shareholders to vote by proxy in advance of the Meeting. The Corporation will 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://wildlaw-ca.zoom.us/j/89444880101>. 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 5th day of June, 2024.

By Order of the Board of Directors

(signed) "*Curt Marvis*"

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 11:00 a.m. (Toronto time) on July 17, 2024 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 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.

QYOU MEDIA INC.**INFORMATION CIRCULAR****PURPOSE OF SOLICITATION**

Information in this Management Information Circular (the “**Circular**”) is given as of the 5th day of June, 2024, except as otherwise indicated herein. Unless otherwise indicated, dollar amounts are expressed in Canadian dollars.

NOTICE AND ACCESS

QYOU Media Inc. (the “**Corporation**”) has elected to deliver the materials in respect of the Meeting (as hereinafter defined) pursuant to the notice and access provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) which came into force on February 11, 2013 (“**Notice and Access**”). Notice and Access is a set of rules that reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online.

In accordance with the Notice and Access provisions, a notice and a form of proxy or voting instruction form (together, the “**Notice Package**”) has been sent to all shareholders informing them that this Circular is available online and explaining how this Circular may be accessed, in addition to outlining relevant dates and matters to be discussed at the Meeting. The Notice of Meeting (as hereinafter defined), the Circular and the financial statements (collectively, the “**Proxy-Related Materials**”) have been made available online to shareholders of the Corporation at www.qyoumedia.com/investors and under the Corporation’s profile on SEDAR+ (the System for Electronic Document Analysis and Retrieval) at www.sedarplus.ca. The Corporation will indirectly send the Notice Package to Non-Registered Holders (as hereinafter defined).

For the Meeting, the Corporation is using Notice and Access delivery procedures for both registered and non-registered (or beneficial) shareholders. Neither registered shareholders nor Non-Registered Holders will receive a paper copy of this Circular unless they contact the Corporation after it is posted, in which case the Corporation will mail this Circular within three business days of any request provided the request is made prior to the Meeting. Shareholders wishing to receive paper copies of the Proxy-Related Materials can request same from the Corporation via email at shareholder@qyoutv.com. The Corporation must receive your request prior to 5:00 p.m. (Toronto time) on July 5, 2024 to ensure you will receive paper copies in advance of the deadline to submit your vote.

PROXY RELATED INFORMATION**Solicitation of Proxies**

This Circular is provided in connection with the solicitation of proxies by management of QYOU Media Inc. (the “**Corporation**”) for use at the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of the Corporation (“**Common Shares**”). The Meeting will be held at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, M5H 2V1 on Friday, July 19, 2024 at 11:00 a.m. (Toronto time), or at such other time or place to which the Meeting may be postponed or adjourned, for the purposes set forth in the Notice of Meeting accompanying this Circular (the “**Notice**”).

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone by regular employees of the Corporation without special compensation, at

nominal cost. The costs of solicitation will be borne by the Corporation. The Corporation will pay the reasonable expenses of persons who are the registered but not beneficial owners of Common Shares for forwarding copies of the Notice Package to non-objecting beneficial owners. The Corporation will provide, without cost to such persons, upon request to the Corporate Secretary of the Corporation, additional copies of the foregoing documents required for this purpose.

Contained in the Notice Package is a form of proxy for use at the Meeting (the “**Instrument of Proxy**”). Each Shareholder who is entitled to attend at Shareholders’ meetings is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered at the Meeting or by proxy.

Virtual Meeting Viewing

The Meeting will be able to be viewed virtually via the Zoom meeting platform. To access the Meeting, Shareholders will have three options: through an Internet browser; through the Zoom application; or via teleconference.

OPTION 1: Using your Internet browser

Click this link to join the Zoom webinar directly via your browser:
<https://wildlaw-ca.zoom.us/j/89444880101>

This allows participants to bypass the Zoom application download process and join a meeting directly from their browser. This is a workaround for participants who are unable to download, install, or run applications. Note that the meeting experience from the browser may be limited.

OPTION 2: Using your Zoom application

Visit <http://www.zoom.com> or access the Zoom application on your computer or smartphone

1. Click ‘Join a Meeting’ (Browser) or ‘Join’ (Mobile or Desktop Application)
2. Enter Webinar ID 894 4488 0101 into the Meeting ID box
3. Enter your name
4. Click ‘Join’

OPTION 3: Dial in to the AGM (audio only):

Dial (for higher quality, dial a number based on your current location):

Canada: +1 647 558 0588

US (Houston): +1 346 248 7799

US (New York): +1 929 205 6099

US (San Jose): +1 669 900 6833

US (Tacoma): +1 253 215 8782

US (Washington D.C.): +1 301 715 8592

US (Chicago): +1 312 626 6799

Webinar ID: 894 4488 0101

Participant ID: Not required (just press #)

International numbers available: <https://wildlaw-ca.zoom.us/j/89444880101>

It is the Shareholder’s responsibility to ensure connectivity during the meeting and the Company encourages its Shareholders to allow sufficient time to log in to the Meeting before it begins.

Any Shareholders wishing to view materials that may be presented at the Meeting by the Company’s management will need to join the meeting through an Internet browser or the Zoom application.

Appointment, Time for Deposit and Revocation of Proxies

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper form of proxy to the Proxy Department of Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 (facsimile (866) 249-7775). As an alternative to completing and submitting a proxy for use at the Meeting, a Shareholder may vote electronically on the internet at www.investorvote.com or by telephone by contacting Computershare Investor Services Inc. at 1-866-732-8683. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the same manner as, votes cast via a paper Instrument of Proxy. Shareholders who wish to vote using internet or by telephone should follow the instructions provided in the Instrument of Proxy contained in the Notice Package. Votes cast electronically or by telephone must be submitted no later than 11:00 a.m. (Toronto time) on July 17, 2024 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.

The persons named as proxyholders in the Instrument of Proxy contained in the Notice Package are directors or officers of the Corporation and are representatives of the Corporation's management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) as his, her or its representative at the Meeting may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person's name in the blank space provided in the Instrument of Proxy included in the Notice Package; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Corporate Secretary of the Corporation, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Instrument of Proxy should notify the nominee of the appointment, obtain the nominee's consent to act as proxy, and provide instructions on how Common Shares are to be voted. The nominee should bring personal identification to the Meeting. The form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

In order to validly appoint a proxy, Instruments of Proxy must be received by 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 11:00 a.m. (Toronto time) on July 17, 2024 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. After such time, the chair of the Meeting may accept or reject a form of proxy delivered to him or her in his or her discretion but is under no obligation to accept or reject any particular late Instrument of Proxy.

Non-Registered Holders

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name and thus are considered non-registered beneficial shareholders. Only registered holders of Common Shares or the persons they appoint as their proxyholder are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") (including, among others, banks, trust companies, securities dealers, brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans) that the Non-Registered Holder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. Non-Registered Holders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. In accordance with the requirements of the Canadian Securities Administrators (the "**CSA**"), the Corporation will have distributed copies of the Notice Package to the clearing agencies and

Intermediaries for onward distribution to Non-Registered Holders. If you are a Non-Registered Holder, your Intermediary will be the entity legally entitled to vote your Common Shares at the Meeting. Common Shares held by an Intermediary can only be voted upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting Common Shares.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Non-Registered Holders in advance of the Meeting. Often, the form of proxy supplied to a Non-Registered Holder by its Intermediary is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Non-Registered Holder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The Non-Registered Holder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, the Non-Registered Holder may call a toll-free telephone number or access the internet to provide instructions regarding the voting of Common Shares held by the Non-Registered Holder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Non-Registered Holder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting, as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have such Common Shares voted.

Non-Registered Holders should ensure that instructions respecting the voting of their Common Shares are communicated in a timely manner and in accordance with the instructions provided by their Intermediary or Broadridge, as applicable. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their Intermediary, a Non-Registered Holder may attend the Meeting as proxyholder for the Intermediary and vote the Common Shares in that capacity. **Non-Registered Holders who wish to attend the Meeting and indirectly vote their Common Shares as a proxyholder, should enter their own names in the blank space on the form of proxy or voting instruction form provided to them by their Intermediary and/or Broadridge, as applicable, and return the same in accordance with the instructions provided by their Intermediary and/or Broadridge, as applicable, well in advance of the Meeting.**

The purpose of the above-noted procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Non-Registered Holders should carefully follow the instructions and procedures of their Intermediary or Broadridge, as applicable, including those regarding when and where the form of proxy or voting instruction form is to be delivered.

Pursuant to NI 54-101, the Corporation is distributing copies of proxy-related materials in connection with the Meeting indirectly to non-objecting beneficial owners of Common Shares. The Corporation is relying on the Notice and Access delivery procedures to distribute copies of Proxy-Related Materials in connection with the Meeting. See information under the heading “*Notice and Access*”. The Corporation has determined not to pay the fees and costs of Intermediaries for their services in delivering Meeting Materials to objecting beneficial owners in accordance with NI 54-101. As a result, objecting beneficial owners will not receive the Meeting Materials unless the objecting beneficial owners’ Intermediary assumes the costs of delivery.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed in the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the offices of

counsel to the Corporation at Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, M5H 2V1, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or deposited with the chair of the Meeting on the day of the Meeting, or any adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. As well, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chair of the Meeting before the proxy is exercised) and vote in person at the Meeting (or withhold from voting). If a Shareholder has voted on the internet or by telephone and wishes to change such vote, such Shareholder may vote again through such means before 11:00 a.m. (Toronto time) on July 17, 2024, or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.

Signature on Proxies

The Instrument of Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. An Instrument of Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his, her or its proxyholder on how to vote his, her or its Common Shares by completing the blanks on the Instrument of Proxy. **Common Shares represented by the Instrument of Proxy included in the Notice Package will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. In the absence of such direction, such Common Shares will be voted IN FAVOUR OF PASSING THE RESOLUTIONS DESCRIBED IN THE INSTRUMENT OF PROXY AND BELOW.** If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the Instrument of Proxy included in the Notice Package confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. As at the date of this Circular, the management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Unless otherwise stated, Common Shares represented by a valid Instrument of Proxy will be voted in favour of: (i) the election of nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion; (ii) the re-appointment of MNP LLP ("MNP") as auditors of the Corporation and the authorization of the board of directors of the Corporation (the "Board") to fix their remuneration; (iii) the special resolution approving the Share Consolidation Resolution (as hereinafter defined); and (iv) the ordinary resolution approving and re-confirming the Corporation's current stock option plan.

All references to Shareholders in this Circular and the Instrument of Proxy and Notice are to registered Shareholders unless specifically stated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of First Preferred Shares, Second Preferred Shares and Common Shares, without nominal par value. As of the date hereof, there are 519,724,524 Common Shares, nil First Preferred Shares and nil Second Preferred Shares issued and outstanding. Holders of the Common Shares are entitled to vote at the Meeting on the basis of one vote for each Common Share held.

The holders of Common Shares of record at the close of business on the record date, set by the Board to be June 5, 2024 (the “**Record Date**”), are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Share.

The bylaws of the Corporation provide that one (1) person present and representing, in person at the Meeting or by proxy, not less than five percent (5%) of the issued Common Shares entitled to vote constitutes a quorum for a meeting of Shareholders of the Corporation.

To the knowledge of the directors and executive officers of the Corporation, as at the close of business on the Record Date, there are no persons who beneficially own, control or direct, directly or indirectly, ten percent (10%) or more of the outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be placed before the Meeting are those matters set forth in the Notice of Meeting relating to: (i) receipt of the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023 (the “**Financial Year**”) and the auditor’s report thereon; (ii) the election of directors until the close of business of the next annual meeting of Shareholders; (iii) the re-appointment of auditors to hold office until the close of business of the next annual meeting of the Corporation’s Shareholders and the authorization of the directors of the Corporation to fix the auditors’ remuneration; (iv) the special resolution approving of an amendment to the articles of the Corporation to effect a consolidation of all the issued and outstanding Common Shares on the basis of a consolidation ratio to be selected by the Board within a range between two (2) pre-consolidation Common Shares to one (1) post-consolidation Common Shares and fifty (50) pre-consolidation Common Shares to one (1) post-consolidation Common Shares; and (v) the ordinary resolution approving and re-confirming 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 (“**TSXV**”).

I. Receipt of Financial Statements

The directors will place before the Meeting the audited consolidated financial statements for the Financial Year, together with the auditor’s report thereon. Receipt at the Meeting of the financial statements of the Corporation for the Financial Year and the auditors’ report thereon will not constitute approval or disapproval of any matters referred to therein.

II. Election of Directors

The articles of the Corporation provide for a minimum of three (3) and a maximum of twelve (12) directors. The number of directors to be elected at the Meeting has been fixed at six (6) and there are presently six (6) directors of the Corporation, each of whose term of office expires at the Meeting.

It is proposed that the persons named below will be nominated at the Meeting. **The management designees, if named as proxy, will vote in favour of the election of said persons to the Board. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if, for any reason, any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the**

shareholder has specified in his, her or its proxy that his, her or its Common Shares are to be withheld from voting in the election of directors. Subject to the approval of the TSXV, as applicable, each director elected will hold office until the Corporation's next annual meeting of Shareholders or until his or her successor is duly elected or appointed pursuant to the by-laws of the Corporation.

The following information relating to the nominees as directors is based on information furnished by the respective nominees to the Corporation. The following table sets out the names of persons proposed to be nominated by management for election as a director; all positions and offices in the Corporation held by them and the periods during which they have served as a director; their principal occupation for the last five years; and the number of Common Shares beneficially owned or controlled, directly or indirectly, which control or direction is exercised by or over them, as at the date of this Circular. The Corporation has an Audit Committee, the members of which are also identified below.

Name and Place of Residence	Position with QYOU and Date First Appointed to the Board (if applicable)	Principal Occupation and Positions During the Last Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled⁽¹⁾
Steven Beeks California, USA	Director (November 1, 2018)	Currently an entertainment consultant and previously the Chief Operating Officer and President, Motion Picture Group of Lionsgate Entertainment.	922,242 ⁽²⁾ 0.18%
Damian Lee ⁽³⁾ Ontario, Canada	Director (May 3, 2017)	Has been a director, writer and producer in the film and television industry for over thirty years.	1,113,331 0.21%
Curt Marvis California, USA	Chief Executive Officer, Director (March 13, 2017)	Chief Executive Officer (formerly Co-Chief Executive Officer) of QYOU Media Inc. since December 2016. President of QYOU Media Holdings Inc. (formerly "QYOU Media Inc.") since June 2015. Prior thereto, President of Digital Media at Lionsgate from April 2008 to June 2013.	8,933,333 1.72%
G. Scott Paterson ⁽³⁾ Ontario, Canada	Chairman of the Board, Director (March 13, 2017)	Principal, Paterson Partners, a venture capital entity focused on media and Fintech since 2002.	32,889,491 ⁽⁴⁾ 6.33%
Catherine Warren ⁽³⁾ British Columbia, Canada	Director (March 13, 2017)	President of FanTrust Entertainment Strategies since 2001. Chief Executive Officer of Edmonton Unlimited (December 2020 to January 2024). Chief Executive Officer of Vancouver Economic Commission 2018-2020.	1,269,999 0.24%
Raj Mishra Delhi, India	Director (July 17, 2023)	India Group Chief Executive Officer of QYOU Media Inc. since November 1, 2023. Country GM & India Head of Thriller (August 2020 to September 2021).	Nil

		Head of Strategy of ByteDance (May 2019 to August 2020).	
		Country Manager of TikTok (2018 to 2019).	

Notes:

- (1) Percentages are based on 519,724,524 Common Shares issued and outstanding as the date hereof. Information as to the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the direct knowledge of the Corporation, has been furnished by the respective directors individually or obtained from the System for Electronic Disclosure by Insiders and may include Common Shares owned or controlled by spouses and/or children of such individuals and/or companies controlled by such individuals or their spouses and/or children.
- (2) 297,243 of such Common Shares held in the name of Beeks Revocable Trust, over which Mr. Beeks exercises control.
- (3) Member of the Audit Committee.
- (4) 2,939,764 of such Common Shares held in the name of Patstar Inc., a company controlled by Mr. Paterson. The number of Common Shares owned by Mr. Paterson does not include any Common Shares held by The G. S. Paterson Family Trust as Mr. Paterson is not a trustee nor does he exert any control over The G. S. Paterson Family Trust.

Biographies of Directors

Biographical information regarding the foregoing nominees for election as a director of the Corporation is set forth below:

Steven Beeks

Steve Beeks has over 35 years of experience in the entertainment industry, most recently spending 20 years with Lionsgate, until December 2017 (including 6 years with a predecessor company, Artisan Entertainment), where he served as COO of the corporation as well as President, Motion Picture Group.

Mr. Beeks was a key strategist in executing Lionsgate's growth initiatives, both organic and through acquisition. He coordinated all aspects of film production, acquisition and distribution, and oversaw film portfolio investment, production, acquisition and distribution (over \$1 billion in investment each year), and oversaw an operation of over 400 employees. In just over five years, Lionsgate's film slate grossed approximately \$10 billion at the global box office and every annual film slate in the 14 years was significantly profitable. Mr. Beeks acquired and distributed substantial libraries of content, amassing a library of over 16,000 titles, one of the largest in the industry, over his time with Lionsgate.

In addition to motion picture responsibilities, he directly managed worldwide home entertainment and television licensing and distribution operations. The home entertainment box-office-to-home-entertainment conversion rate was consistently the top of the industry, and in spite of Lionsgate maintaining a domestic theatrical box office market share of approximately 7-8% on average, Lionsgate's home entertainment market share averaged 10-12%. This was due to a focus on library management as well as being known as the best third-party distributor in the industry.

Mr. Beeks also directly oversaw international expansion in the UK through acquisition of an existing distributor and managed the UK and Latin American operations.

From 1998 to 2003, Mr. Beeks served as EVP and President, Home Entertainment at Artisan Entertainment, as an integral member of the management group that was recruited for a "turn-around" situation by Bain Capital, which had acquired what was then known as LIVE Entertainment and took it private. He was part of the team that restructured the company, managed it for growth and positioned for a transaction; acquired by Lionsgate in 2003.

He previously held positions of President, Home Entertainment, Hallmark Entertainment from 1994 to 1998, EVP and President, Home Entertainment at Republic Pictures from 1987 to 1994 and Director, Studio Operations for the Walt Disney Company from 1985 to 1987.

He holds an MBA from The Harvard Business School and a BS Industrial Engineering from Cal Poly, San Luis Obispo.

Damian Lee

Damian Lee is a thirty-year veteran of the film and television industry. He produced and directed over one hundred television sports specials before commencing a career in feature films. To date, Mr. Lee has written, produced and/or directed over fifty feature films, some of which have spawned profitable and entertaining sequels. *Ski School*, a perennial teen favorite, went into sequel, *Watchers* went into four sequels, and he took over the *Death Wish* franchise.

Each such film produced requires a full audit, and Mr. Lee has worked with each of the major accounting firms and many accountants in the process and preparation of such audits. The films Mr. Lee has produced have an aggregate budget in excess of \$200 million and Mr. Lee has supervised and worked with a number of financiers, from large lending institutions to private investors, in financing these budgets.

Mr. Lee has cast many notable actors in their first feature film roles including Jim Carrey, Hayden Christensen, Jason Priestly, Kim Coates and Nina Dobrev. As a producer, career highlights include *Woman Wanted* starring Holly Hunter and Kiefer Sutherland, which won Best Feature Film at the Slam Dunk Film Festival and Best Independent Feature Film at the Ajjiic International Film Festival; *Fun*, which won two Special Jury Awards at the Sundance Film Festival; *King of Sorrow* starring Kim Coates, which premiered at the World Film Festival in Montreal; *The Poet*, which won Best Director at the Staten Island Film Festival and Best Cinematography at the Boston International Film Festival; and *Sacrifice*, starring Cuba Gooding Jr., Christian Slater and Kim Coates.

In the past ten years Mr. Lee has written and directed three films for Sony, including *A Dark Truth*, starring Andy Garcia, Forest Whitaker, Eva Longoria and Kim Coates, which won Best Picture at the Boston International Film Festival; *Breakout*, starring Brendan Fraser, Dominic Purcell and Ethan Suplee; and *A Fighting Man* starring Dominic Purcell, James Caan, Famke Janssen and Lou Gossett Jr.

Mr. Lee has also been involved in various capacities with a number of junior companies. He is the former President and Chief Executive Officer of Noble House Entertainment Inc., a former Audit Committee member of Bontan Corporation, a former member of the Directors Guild of Canada and a former member of the board of directors of Findore Gold Resources Ltd. Mr. Lee has a BA from the University of Guelph.

Curt Marvis

Curt Marvis is the Chief Executive Officer of the Corporation and Co-Founder of QYOU Media, is employed full time with the Corporation and is responsible for day-to-day business operations including strategy, marketing initiatives, financing and developing key industry partnerships.

Mr. Marvis previously served as Lionsgate's President of Digital Media, helping the company evolve into a leading next-generation film entertainment studio. Reporting to Lionsgate's top management team, Mr. Marvis was responsible for guiding the company's portfolio of digital businesses including Lionsgate's broad spectrum of digital delivery agreements for its filmed entertainment content. In addition, Mr. Marvis successfully launched original content channels on YouTube, original series in partnership with Hulu and Machinima and several social and mobile games based on iconic Lionsgate properties such as *Dirty Dancing* and *Weeds*.

Prior to joining Lionsgate, Mr. Marvis was Co-Founder and Chief Executive Officer of CinemaNow Inc., a leader in digital distribution and technology with investors including Microsoft Corporation, Cisco Systems, Lionsgate, Dish Network Corp and Menlo Ventures.

Mr. Marvis previously served as President of publicly-held game developer 7th Level, Inc. (Nasdaq: SEVL), leading its successful restructuring into delivery of web-based technology applications. At 7th Level, he helped create and implement leading web-based business partnerships with Microsoft, Real Networks, GeoCities, broadcast.com, IBM and MTV and helped orchestrate a merger to create Learn2.com. Mr. Marvis was also co-founder of multimedia startup Powerhouse Entertainment and served one year on the IBM Multimedia Task Force creating strategic plans for IBM in its continued development of interactive software. From 1984 to 1994, Mr. Marvis was Co-Founder and Chief Executive Officer of The Company, an award winning and highly successful production company for music videos and commercials. Mr. Marvis is a recipient of the Michael Jackson Video Vanguard award from MTV.

G. Scott Paterson

Mr. G. Scott Paterson is a prolific entrepreneur, financier and investor focused on technology and media. Mr. Paterson is currently active in Fintech, as Executive Chairman of FutureVault Inc. and artificial intelligence as a Board member of Verses AI Inc. (NEO: VERS).

Mr. Paterson was a *Top 40 Under 40*, has been a *TedTalk* speaker, had a chapter dedicated to him in Peter C Newman's #1 bestseller: *Titans*, was profiled in *Time Magazine* as 'One of Canada's 21st Century Leaders', was profiled in *Newsweek* as 'One of 17 People to Watch Globally', was awarded Western University's top Alumni *Purple & White Award* and has been a keynote speaker on behalf of countless organizations including *Mastercard*, *EY Entrepreneur of the Year* and the *National Angel Capital Organization*.

Mr. Paterson served on the Board of Lionsgate Entertainment (NYSE: LGF.A) for 21 years and serves today on the Board of Lions Gate Media Canada LP. Paterson co-founded JumpTV Inc (TSX: JTV) in 2005 and led the company's IPO led by Morgan Stanley in 2006. JumpTV acquired NeuLion in 2008 and the company was sold to Endeavor (NYSE: EDR) for US \$250 million in 2018. He co-founded Symbility Solutions (TSXV: SY) in 2004 and served as Board Chair. The company was acquired by Corelogic Inc.

From 1995 until 2001, Mr. Paterson built Yorkton Securities into Canada's preeminent technology bank. He has served as Vice Chair of the Toronto Stock Exchange, Chair of the Venture Exchange and a Governor of the Investment Dealers Association (now CIRO). Mr. Paterson has served as a Trustee of the Art Gallery of Ontario, obtained his ICD.d designation as a graduate of the Institute of Corporate Directors at Rotman School of Management, earned a Certificate in Entertainment Law from Osgoode Hall Law School and holds an active ACTRA membership.

Mr. Paterson has served on the Board of Directors for a multitude of public companies listed on multiple exchanges including the NYSE, TSX, TSXV, Cboe Canada and AIM (UK) and has served on and chaired Audit, Risk, Compensation and Governance Committee.

Mr. Paterson established two bursaries at Western University and donated in 2000 to build the *G Scott Paterson Biotech Wing* at the Schulich Medical School. He is the longest serving Governor at Ridley College (26 years) where he has established two bursaries, donated to build the *Paterson Performance Hall* as well as having Co-chaired both the School's 125th Anniversary Campaign and currently active Campaign For Ridley. In 1997, Mr. Paterson co-founded and remains passionate today as volunteer Board Chair of ComKids (rebranded from Kids, Cops & Computers on the 20th anniversary). The charity's program partners with school boards in eight Canadian Provinces and Nunavut to provide brand new laptops to financially disadvantaged kids in an effort to "level the playing field" via access to technology.

Catherine Warren

As President of FanTrust Entertainment Strategies, Catherine Warren provides growth strategies for the entertainment and media technology sectors. Founded in 2001, her business helps global clients to captivate audiences, build revenues, close strategic deals and secure financing. A pioneer in digital FanBuilding, Ms.

Warren has created the fan strategies for mega-hits such as *Homeland* and the *CSI* television franchise, for eOne TV and Lionsgate films as well as for top YouTube multi-channel networks and videogame companies, including for Sony AAA titles and eSports broadcasters. Catherine's work includes mergers and acquisitions for digital distribution and digital intellectual property, raising capital and liquidity events for media company clients and advising media funds, hedge funds and media executives on strategic growth.

From 2018 to 2020, Ms. Warren also served as Chief Executive Officer of Vancouver Economic Commission and from December 2020 to January 2024, she served as Chief Executive Officer of Edmonton Unlimited, the municipal innovation authority.

Earlier in her career, Ms. Warren was Chief Operating Officer of a broadcast tech company that she and colleagues took public on the Nasdaq, growing it to a \$300 million market capitalization, with clients including CTV Television Network and FOX Broadcasting Company. Ms. Warren is a member of the international Academy of Television Arts & Sciences, serving on the Nominating Committee and as an Emmy judge; and is a longstanding Executive Board director of the United Nations flagship program, World Summit Awards for digital media, which represents the best media from 160 countries. For close to two decades, she served on the board of the national Bell Fund, Canada's largest private fund for digital broadcasting, with over \$220 million invested in media for all platforms.

Ms. Warren has a physics degree from Reed College and an MS from Columbia University's Graduate School of Journalism, where she did her original digital work at MIT's Media Lab, and won the Correspondent Fund Award to report at CERN, the European Centre for Particle Physics Research.

Raj Mishra

An industry veteran, Mr. Raj Mishra is an experienced professional with a proven history of driving businesses to profitability and exponential growth in the mobile app, media and entertainment industries. An Institute of Management Technology (IMT) alumnus, the former Country Head at musical.ly, TikTok and Triller enjoys combining technology and trends to help curate substantial value propositions for users. With over 13 years of professional experience, Mr. Mishra began his career with Hindustan Times Media and was the top revenue grosser throughout his stint for four consecutive years and has worked in multiple industries such as media and entertainment, automotive, dating, social media and short format video apps. Mr. Mishra's specializations include deriving go-to-market strategies, driving aggressive strategies for sales and marketing, business growth, and profit and loss management for brands that aim for success in the ever-evolving social media landscape in India.

Mr. Mishra joined musical.ly in 2016 where he was the first employee and instrumental in building musical.ly and TikTok from scratch to 150M+ monthly active users. In his earlier role as the Country Head at musical.ly and TikTok, Mr. Mishra was instrumental in driving growth for ByteDance in India by creating and setting up the local team, liaising with business partners and the creator community in India, while identifying and incubating talent with the potential to grow and help gain popularity on the app. Under his leadership, Musical.ly became the most downloaded app on both Android and iOS. Mr. Mishra also spearheaded the transition from musical.ly to TikTok and was responsible for the end-to-end rebranding process after the acquisition in 2017. In 2019, he decided to take up a new challenge within ByteDance while working with the core ByteDance team and spearheaded strategy for their newly launched and upcoming suite of products. Most recently, Mr. Mishra joined Triller as the GM and Head of Triller where he helped set up the foundation for its scaling across India and Asia-Pacific.

Cease Trade Orders

To the knowledge of the Corporation, no proposed director of the Corporation is, as at the date of this Circular, or was within ten (10) years before the date of this Circular, a director or chief executive officer or chief financial officer of any company (including the Corporation) that: (a) was the subject of an order that was

issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer. For the purposes of this paragraph, “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

Bankruptcies and Insolvency

To the knowledge of the Corporation, no proposed director of the Corporation: (a) is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director or executive officer of a corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

Penalties or Sanctions

Except as described below, to the knowledge of the Corporation, no proposed director has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder in deciding whether to vote for the proposed director.

Mr. Paterson reached a voluntary settlement with the Ontario Securities Commission twenty-two years ago in December 2001 in respect to administrative proceedings which included a suspension of his registration for two years and a one million dollar voluntary payment. There were no allegations that Mr. Paterson had violated any securities law, statute, regulation or policy statement.

Advance Notice Policy

By-Law No. 1-A of the Corporation includes an advance notice provision (the “**Advance Notice Provision**”) which requires that advance notice be given to the Corporation in circumstances where nomination of persons for election to the Board are made by Shareholders. The Advance Notice Provision sets a deadline and the proper written form by which Shareholders must submit nominations (a “**Notice**”) for the election of directors to the secretary of the Corporation prior to any annual or special meeting of Shareholders. In the case of an annual meeting of Shareholders (or an annual and special meeting), the Notice to the Corporation must be made not less than thirty (30) days nor more than sixty-five (65) days prior to the date of the meeting of Shareholders; provided, however, that in the event that the meeting of Shareholders is to be held on a date that is less than fifty (50) days after the date on which the first public announcement of the date of the meeting was made (the “**Notice Date**”), notice by the nominating Shareholder may be given not later than the close of business on the tenth (10th) day following the Notice Date. In the case of a special meeting of the Shareholders (which is not also an annual and special meeting) called for the purpose of electing directors (whether or not called for the purpose of conducting other business), the Notice to the Corporation must be made not later than the close of business on the fifteenth (15th) day following the Notice Date.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provision.

III. Appointment and Remuneration of Auditors

At the Meeting, Shareholders will be asked to re-appoint MNP as auditors of the Corporation, to hold office until the next annual meeting of Shareholders. Shareholders will also be asked to authorize the directors of the Corporation to fix MNP's remuneration. MNP was first appointed as auditors of the Corporation on September 9, 2019. **Unless otherwise directed, the management designees, if named as proxy, intend to vote such proxies in favour of the appointment of MNP as auditors of the Corporation and to authorize the Board to fix MNP's remuneration.**

IV. Approval of Share Consolidation

The Corporation proposes to have the ability to effect a share consolidation (the "**Share Consolidation**") of the issued and outstanding Common Shares on the basis of a consolidation ratio to be selected by the Board within a range between two (2) pre-consolidation Common Shares to one (1) post-consolidation Common Share and fifty (50) pre-consolidation Common Shares to one (1) post-consolidation Common Share. The Board will have the discretion to select any ratio for the Share Consolidation falling within the aforementioned range of ratios upon receipt of Shareholder approval and prior to the filing of articles of amendment to the Corporation's articles, as amended from time to time.

If the Share Consolidation Resolution (as hereinafter defined) is approved by Shareholders at the Meeting and implemented by the Board, the Common Shares will be consolidated into a lesser number of Common Shares, at the ratio selected by the Board which shall apply uniformly to the Common Shares. If the Share Consolidation Resolution is approved by Shareholders at the Meeting, the directors will have the sole discretion to implement the Share Consolidation at any time prior to the next annual meeting of Shareholders of the Corporation and at such ratio as they may determine in accordance with the Share Consolidation Resolution, subject to the approval of the TSXV.

The Board believes that the proposed range of Share Consolidation ratios (rather than a single ratio) will provide it with the flexibility to implement the Share Consolidation in a manner designed to maximize the anticipated benefits to the Corporation as it is not possible to predict market conditions at the time the Share Consolidation would be implemented. In determining which precise Share Consolidation ratio within the aforementioned range of ratios to implement, if any, following the receipt of Shareholder approval, the Board may consider, among other things, factors such as: (i) the historical trading prices and trading volume of the Common Shares; (ii) the then prevailing trading price and trading volume of the Common Shares and the anticipated impact of the Share Consolidation on the trading market(s) for the Common Shares; (iii) the outlook for the trading price of the Common Shares; (iv) threshold prices of brokerage houses or institutional investors that could impact their ability to invest or recommend investments in the Common Shares; (v) the number of Common Shares that may be issued pursuant to outstanding securities exercisable or exchangeable for, or convertible into, Common Shares, and pursuant to the exercise of the issued Common Share purchase warrants; (vi) the overall reduction of the Corporation's administrative costs; and (vii) prevailing general market and economic conditions. The potential benefits of the Share Consolidation and a higher post-consolidation share price may include the ability to meet the initial listing requirements of major exchanges in the United States in the event that the Corporation determines to pursue such a listing.

Implementing the Share Consolidation

If the Share Consolidation Resolution is approved at the Meeting and the Board determines to implement the Share Consolidation, the Corporation will send a letter of transmittal to registered shareholders which will provide instructions on how registered shareholders may obtain new certificates representing the number of post-consolidation Common Shares to which they are entitled as a result of the Share Consolidation. Upon receipt of a properly completed and signed letter of transmittal and the share certificate(s) referred to in such letter of transmittal, the Corporation will arrange to have a new share certificate representing the appropriate number of post-consolidation Common Shares delivered in accordance with the instructions provided by the

holder in their letter of transmittal. No delivery of a new certificate to a shareholder will be made until the shareholder has surrendered his, her or its current issued share certificates. Until surrendered, each share certificate representing pre-consolidation Common Shares shall be deemed for all purposes to represent the number of post-consolidation Common Shares to which the holder is entitled as a result of the Share Consolidation.

If the Share Consolidation Resolution is approved by Shareholders at the Meeting and the Board determines to implement the Share Consolidation, the Corporation will effect the Share Consolidation (subject to receipt of all necessary regulatory approvals including the TSXV) through the filing of articles of amendment with the Director under the *Business Corporations Act* (Ontario) (the “**OBCA**”). The Share Consolidation will become effective on the date shown in the certificate of amendment issued pursuant to the OBCA.

Principal Effects of the Share Consolidation

If approved and implemented, the Share Consolidation will occur simultaneously for all of the Common Shares at the ratio selected by the Board in accordance with the Share Consolidation Resolution and will affect all Common Shares uniformly. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from the Share Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any Shareholder’s percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. No fractional post-consolidation Common Shares will be issued and no cash will be paid in lieu of fractional interests in post-consolidation Common Shares. Any fractional interest in Common Shares resulting from the Share Consolidation will be rounded down to the nearest whole number. In addition, the Share Consolidation will not materially affect any Shareholder’s proportionate voting rights. Each Common Share outstanding after the Share Consolidation will be entitled to one vote in respect of all matters on which holders of Common Shares are entitled to vote and each Common Share will be fully paid and non-assessable.

As of the date hereof, the Corporation has 519,724,524 Common Shares issued and outstanding. Following the completion of the proposed Share Consolidation, the number of Common Shares issued and outstanding will depend on the ratio selected by the Board in accordance with the Share Consolidation Resolution. The following table sets out the appropriate number of Common Shares that would be outstanding as a result of the Share Consolidation at the ratios indicated below:

Proposed Common Share Consolidation Ratio⁽¹⁾	Approximate Number of Outstanding Common Shares (Post Consolidation)⁽²⁾
1 for 5	103,944,905
1 for 10	51,972,452
1 for 15	34,648,302
1 for 20	25,986,226
1 for 25	20,788,981
1 for 30	17,324,151
1 for 35	14,849,272
1 for 40	12,993,113
1 for 45	11,549,434
1 for 50	10,394,490

Notes:

- (1) The ratios above are for information purposes only and are not indicative of the actual ratio that may be adopted by the Board to effect the Share Consolidation.
- (2) Based on the number of outstanding Common Shares as of the date hereof.

The implementation of the Share Consolidation alone would not affect the total shareholders’ equity of the Corporation or any components of shareholders’ equity as reflected on the Corporation’s financial statements

except: (i) to change the number of issued and outstanding Common Shares; and (ii) to change the stated capital of the Common Shares to reflect the Share Consolidation.

The Corporation is authorized to issue an unlimited number of Common Shares and the Share Consolidation will not have any effect on the number of Common Shares that remain available for future issuance. The exercise or conversion price and the number of Common Shares issuable under any convertible securities of the Corporation, including Stock Options (as defined below), RSUs (as defined below), compensation options and warrants, will be proportionately adjusted upon the Share Consolidation becoming effective.

Risks Relating to the Share Consolidation

There are numerous factors and contingencies that could affect the price of the Common Shares before or following the Share Consolidation, including the status of the market for the Common Shares at the time, the status of the Corporation's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the Common Shares may not be sustainable at the direct arithmetic result of the Share Consolidation and may be lower. If the market price of the Common Shares is lower than it was before the Share Consolidation on an arithmetic equivalent basis, the Corporation's total market capitalization after the Share Consolidation may be lower than before the Share Consolidation. If the Share Consolidation is implemented and the market price of the Common Shares declines, the decline may have a greater effect on the market value of a Shareholder's holdings had the Share Consolidation not occurred. The market price of the Common Shares will also be based on the Corporation's performance and other factors, which are unrelated to the number of Common Shares outstanding. Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Share Consolidation. The Share Consolidation may result in some shareholders owning "odd lots" of Common Shares on a post-consolidation basis. "Odd lots" may be more difficult to sell or require greater transaction costs per Common Shares to sell, than Common Shares held in "board lots" of even multiples of Common Shares.

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, pass, with or without variation, the following special resolution to approve the Share Consolidation (the "**Share Consolidation Resolution**"):

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- (a) the articles of QYOU Media Inc. (the "**Corporation**") be amended to provide that the issued and outstanding common shares of the Corporation be consolidated within a range between two (2) pre-consolidation Common Shares of the Corporation (the "**Common Shares**") to one (1) post-consolidation Common Share and fifty (50) pre-consolidation Common Shares to one (1) post-consolidation Common Share (the "**Share Consolidation**") provided that any holders of Common Shares on the date that the articles of amendment to give effect to such Share Consolidation become effective shall not be entitled to receive any fractional Common Shares following the Share Consolidation and any fractional interest in Common Shares will be rounded down to the nearest whole number;
- (b) the board of directors of the Corporation is hereby authorized to determine the ratio for the Share Consolidation within a range between two (2) pre-consolidation Common Shares to one (1) post-consolidation Common Share and fifty (50) pre-consolidation Common Shares to one (1) post-consolidation Common Share;
- (c) any one director or officer of the Corporation is authorized to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Corporation or otherwise, as may be considered

necessary or advisable to give full force and effect to the foregoing, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

- (d) notwithstanding the passage of above resolutions, the Share Consolidation must be implemented prior to the next annual general meeting of shareholders of the Corporation and the directors of the Corporation be and are hereby authorized and empowered to revoke the above resolutions without further approval, ratification or confirmation of the shareholders of the Corporation at any time before it is acted on.”

For the Share Consolidation to be approved and confirmed, the Share Consolidation Resolution must be passed by at least two thirds of the votes cast with respect to the Share Consolidation Resolution by the Shareholders of the Corporation present at the Meeting in person or by proxy. **Unless otherwise directed, the management designees, if named as proxy, intend to vote such proxies in favour of the resolution approving and confirming the Share Consolidation.**

V. Approval of the Corporation’s Stock Option Plan

At the Corporation’s last annual general and special meeting held on July 17, 2023, shareholders approved the Corporation’s amended and restated incentive stock option plan (the “**Stock Option Plan**”), which plan permits the Board to grant options (“**Stock Options**”) to purchase up to ten percent (10%) of the issued number of Common Shares outstanding at the date of the Stock Option grant. The policies of the TSXV require all listed companies with a ten percent (10%) rolling stock option plan to obtain shareholder approval of such plan on an annual basis.

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution (the “**Stock Option Plan Resolution**”) to approve the current Stock Option Plan. The full text of the Stock Option Plan is attached hereto as Schedule “A”. Shareholders are encouraged to read the full text of the Stock Option Plan.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, Stock Options to purchase Common Shares. The Stock Option Plan provides for a floating maximum limit of Stock Options to purchase ten percent (10%) of the outstanding Common Shares, as permitted by the policies of the TSXV, provided that the number of Common Shares reserved for issuance under the Stock Option Plan in combination with the aggregate number of Common Shares issuable under all of the Corporation’s other equity incentive plans in existence from time to time, including the Corporation’s amended and restated restricted share unit plan, shall not exceed 20% of the issued and outstanding Common Shares. As at the date hereof, there are 8,924,353 Common Shares available to be reserved under the Stock Option Plan. As at the date hereof, Stock Options to purchase a total of 43,048,099 Common Shares have been issued to directors, officers, employees and consultants of the Corporation.

The aggregate number of Common Shares reserved for issuance pursuant to Stock Options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued and outstanding Common Shares in any 12-month period, calculated on the date of grant. The Board determines the price per Common Share issuable upon exercise of a Stock Option and the number of Common Shares issuable upon the exercise of Stock Options that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the options, subject to the rules of the TSXV.

Stock Options may be exercisable for up to ten (10) years from the date of grant, but the Board has the discretion to grant Stock Options that are exercisable for a shorter period. Stock Options under the Stock Option Plan are not transferable or assignable. If prior to the exercise of a Stock Option, the holder ceases to be a director, officer, employee or consultant of the Corporation, the Stock Option shall be limited to the

number of Common Shares purchasable by the holder immediately prior to the time of his or her cessation of office or employment and the holder shall have no right under the Stock Option to purchase any other Common Shares. Pursuant to the Stock Option Plan, Stock Options must be exercised within a reasonable period following termination of employment or cessation of the optionee's position with the Corporation, or such other period established by the Board, subject to a maximum of one (1) year (or thirty (30) days in the case of an optionee engaged in investor relations activities) following the cessation of office, directorship, consulting arrangement or employment. If the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the Stock Option may be exercised within one (1) year, subject to the expiry date.

The Stock Option Plan provides that if requested by an Optionee, the Corporation may permit the exercise of a Stock Option through either: (i) a "Cashless Exercise" whereby the Corporation has an arrangement with a brokerage firm pursuant to which the brokerage firm loans money to an Optionee to purchase the Common Shares underlying the Stock Options, with the brokerage firm then selling a sufficient number of Common Shares to cover the exercise price of the Stock Options in order to repay the loan made to the Optionee; or (ii) a "Net Exercise" whereby Stock Options are exercised without the Optionee making any cash payment to the Corporation, such that the Corporation does not receive any cash in payment of the applicable exercise, and instead the Optionee receives only the number of Common Shares equal in value to the difference between the option price and the fair market value of the Common Shares on the date of exercise, computed in accordance with the Stock Option Plan.

Management of the Corporation believes that it would be in the best interest of the Corporation to approve the Stock Option Plan to encourage the interest of directors, officers, employees and consultants of the Corporation and its affiliates in the growth and development of the Corporation and its affiliates by providing them with the opportunity through stock options to acquire an increased proprietary interest in the Corporation.

The Stock Option Plan is subject to approval by the TSXV and subject to approval by the shareholders of the Corporation, as required by the policies of the TSXV.

Shareholders will be asked to approve and confirm the Stock Option Plan by passing the Stock Option Plan Resolution at the Meeting, such resolution to be substantially in the form set forth below:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (a) the continued use of the amended and restated incentive stock option plan of QYOU Media Inc. (the "**Corporation**"), substantially as described in and attached as Schedule "A" to the management information circular of the Corporation dated June 5, 2024, be and is hereby approved and confirmed, including the reservation for issuance thereunder at any time of a maximum of 10% of the issued and outstanding common shares of the Corporation, in accordance with the policies of the TSX Venture Exchange;
- (b) the form of the amended and restated incentive stock option plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
- (c) any one director or officer of the Corporation is authorized to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Corporation or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

- (d) the directors of the Corporation may revoke this resolution before it is acted upon without further approval of the shareholders of the Corporation.”

For the Stock Option Plan to be approved and confirmed, the Stock Option Plan Resolution must be passed by at least a majority of the votes cast with respect to the Stock Option Plan Resolution by the Shareholders of the Corporation present at the Meeting in person or by proxy. **Unless otherwise directed, the management designees, if named as proxy, intend to vote such proxies in favour of the resolution approving and confirming the Stock Option Plan.** If the Stock Option Plan is not approved and confirmed by the Shareholders, the Corporation will have to consider other methods of compensating and providing incentives to directors, officers, employees, consultants and other personnel.

COMPENSATION OF DIRECTORS AND NAMED EXECUTIVE OFFICERS

For the purpose of this section, a “CEO” or “CFO” means each individual who served as Chief Executive Officer or Chief Financial Officer, respectively, of the Corporation or acted in a similar capacity during the most recently completed financial year. A “Named Executive Officer” means each CEO; each CFO; the most highly compensated executive officer, other than the CEO and CFO, who was serving as an executive officer of the Corporation or one of its subsidiaries at the end of the most recently completed financial year of the Corporation and whose total compensation was individually greater than \$150,000; and any additional individuals (other than the CEO and CFO) for whom disclosure would have been provided except that the individual was not serving as an officer of the Corporation nor acting in a similar capacity at the end of the most recently completed financial year.

During the Financial Year, the Corporation had three Named Executive Officers, namely: Curt Marvis, Chief Executive Officer of the Corporation; Kevin Williams, Chief Financial Officer; and Glenn Ginsburg, President of QYOU USA Inc.

Compensation Discussion and Analysis

The Corporation does not have in place any formal objective, criteria or analysis for assessing the compensation of its executive officers. Rather, the Corporation relies mainly on board discussion of the Corporation’s executive compensation program, which is comprised of the following components: base salary, discretionary annual incentive and long-term incentives. The basic executive compensation philosophy of management is to attract and retain executives by way of aggressive performance bonuses in both cash and equity that mix company and personal achievement. This is required due to a lower than normal base salary level for all executives in order to conserve cash until the Corporation reaches a cash flow positive operating position.

Compensation Governance

The Corporation does not currently have a compensation committee. The Board has the responsibility for determining the compensation policies and practices of the Corporation.

The Corporation has not retained any compensation consultant or advisor at any time since inception to assist the Board in determining compensation for any of the Corporation’s directors or executive officers.

As part of its annual review of the Corporation’s compensation policies and practices, the Board considers the implications of risks associated with such compensation policies and practices. The Board keeps itself apprised of the current compensation policies of other comparably-sized companies to help identify compensation policies and practices that could encourage an executive officer to take inappropriate or excessive risks. As of the date hereof, the Board is not aware of any material risks arising from the Corporation’s current compensation policies or practices that would be reasonably likely to have a material adverse effect on the Corporation. The Board will continue to review the Corporation’s approach to executive

and director compensation and, if deemed appropriate in the circumstances, will consider alternative or supplemental compensation arrangements to mitigate and discourage excessive risk-taking.

The Corporation does not currently have any policies in place that would prevent Named Executive Officers or directors from purchasing financial instruments that might be designed to hedge or offset a decrease in market value of equity securities granted as compensation or held by Named Executive Officers or directors. To the knowledge of the Corporation, none of the Named Executive Officers or directors have purchased any such financial instruments. The Corporation will continue to review whether a formal policy in this regard is necessary or advisable as the Corporation continues to execute its business plan and gain further market visibility.

Director and Named Executive Officer Compensation

The following table sets forth the total compensation paid to or earned by those persons who were Named Executive Officers and directors during the Financial Years ended December 31, 2023 and December 31, 2022. The compensation paid to the Corporation's Named Executive Officers and directors in the past is not indicative of the compensation expected to be paid to the Corporation's Named Executive Officers and

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Financial Period Ended	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Curt Marvis Chief Executive Officer (formerly, Co-Chief Executive Officer) and Director	December 31, 2023	\$404,910 ⁽¹⁾⁽²⁾	\$67,485 ⁽²⁾⁽³⁾	Nil	Nil	\$51,988 ⁽²⁾⁽⁴⁾	\$524,383 ⁽²⁾
	December 31, 2022	\$390,330 ⁽¹⁾⁽²⁾	\$65,055 ⁽²⁾⁽³⁾	Nil	Nil	\$48,764 ⁽²⁾⁽⁴⁾	\$504,149 ⁽²⁾
Kevin Williams Chief Financial Officer	December 31, 2023	\$180,000	Nil	Nil	Nil	Nil	\$180,000
	December 31, 2022	\$180,000	Nil	Nil	Nil	Nil	\$180,000
Glenn Ginsburg President, QYOU USA Inc. ⁽⁶⁾	December 31, 2023	\$975,309 ⁽²⁾⁽⁵⁾	Nil	Nil	Nil	Nil	\$975,309 ⁽²⁾⁽⁵⁾
	December 31, 2022	\$863,952 ⁽²⁾⁽⁵⁾	Nil	Nil	Nil	Nil	\$863,952 ⁽²⁾
G. Scott Paterson Chairman and Director	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
Catherine Warren Director	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
Damian Lee Director	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
Steven Beeks Director	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
Raj Mishra Director	December 31, 2023	\$149,121 ⁽²⁾	Nil	Nil	Nil	Nil	\$149,121 ⁽²⁾
	December 31, 2022	N/A	N/A	N/A	N/A	N/A	N/A

directors in the future.

Notes:

- (1) No compensation was earned or paid in respect of such individual's position as a director of the Corporation.
- (2) Represents amounts originally received in United States Dollars and converted to Canadian Dollars for the purposes of the above table at an exchange rate of US\$1 = CDN\$1.3011 (December 31, 2022) and US\$1 = CDN\$1.3226 (December 29, 2023).

- (3) Represents bonus earned but not paid during such period.
(4) Represents payments made to such individual for medical insurance benefit and payroll taxes.
(5) \$635,185 of such compensation was sales commission earned but not paid for the year ended December 31, 2023 and \$536,075 for the year ended December 31, 2022.

The following table sets forth the compensation securities of the Corporation granted to the Named Executive Officers and directors during the Financial Year:

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class ⁽¹⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$) ⁽²⁾	Expiry Date
Curt Mavis Chief Executive Officer and Director	Stock Options	1,000,000 ⁽³⁾ 1,000,000 0.20%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	1,000,000 1,000,000 0.20%	January 9, 2023	N/A ⁽⁵⁾⁽⁶⁾	\$0.12	\$0.075	N/A
Kevin Williams Chief Financial Officer	Stock Options	500,000 ⁽⁷⁾ 500,000 0.10%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	250,000 250,000 0.05%	January 9, 2023	N/A ⁽⁵⁾⁽⁶⁾	\$0.12	\$0.075	N/A
Glenn Ginsburg President, QYOU USA Inc.	Stock Options	1,000,000 ⁽⁸⁾ 1,000,000 0.20%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	Nil	N/A	N/A	N/A	N/A	N/A
G. Scott Paterson Chairman and Director	Stock Options	500,000 ⁽⁹⁾ 500,000 0.10%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	250,000 250,000 0.05%	January 9, 2023	N/A ⁽⁵⁾⁽⁶⁾	\$0.12	\$0.075	N/A
Catherine Warren Director	Stock Options	250,000 ⁽¹⁰⁾ 250,000 0.05%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	125,000 125,000 0.03%	January 9, 2023	N/A ⁽⁵⁾⁽⁶⁾	\$0.12	\$0.075	N/A
Damian Lee Director	Stock Options	250,000 ⁽¹¹⁾ 250,000 0.05%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	125,000 125,000 0.03%	January 9, 2023	N/A ⁽⁵⁾⁽⁶⁾	\$0.12	\$0.075	N/A
Steven Beeks Director	Stock Options	250,000 ⁽¹²⁾ 250,000 0.05%	January 9, 2023	\$0.125 ⁽⁴⁾	\$0.12	\$0.075	January 9, 2028
	Restricted Share Units	125,000 125,000 0.03%	January 9, 2023	N/A ⁽⁵⁾⁽⁶⁾	\$0.12	\$0.075	N/A
Raj Mishra Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	Restricted Share Units	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Percentages are based on a total of 489,108,295 Common Shares outstanding as of December 31, 2023.
(2) Reflects the closing price of the Common Shares on the TSXV as of December 29, 2023, the last trading day prior to the Financial Year end of the Corporation.
(3) Mr. Marvis holds a total of 8,933,333 Common Shares, 4,250,000 Stock Options and 966,667 restricted share units ("RSUs").

- (4) Stock Options vest monthly over period of five years.
(5) Of such RSUs, 1/3 vests on each of the first three anniversaries of the date of grant.
(6) Upon vesting of each RSU, one Common Share shall be issued for each RSU so vested.
(7) Mr. Williams holds a total of 2,073,615 Common Shares, 1,200,000 Stock Options and 233,335 RSUs.
(8) Mr. Ginsburg holds a total of 3,525,000 Common Shares, 3,150,000 Stock Options and 100,000 RSUs.
(9) Mr. Paterson controls, directly or indirectly, 32,889,491 Common Shares, 2,650,000 Stock Options, 266,667 RSUs.
(10) Ms. Warren holds a total of 1,269,999 Common Shares, 1,600,000 Stock Options and 100,001 RSUs.
(11) Mr. Lee holds a total of 1,113,331 Common Shares, 1,450,000 Stock Options and 100,001 RSUs.
(12) Mr. Beeks controls, directly or indirectly, a total of 922,242 Common Shares, 1,300,000 Stock Options and 100,001 RSUs.

The following table sets forth the compensation securities of the Corporation exercised by the Named Executive Officers and directors during the Financial Year:

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOs							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price per Security (\$)	Date of Exercise	Closing Price per Security on Date of Exercise (\$)	Difference Between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
Curt Mavis Chief Executive Officer and Director	Restricted Share Units	200,000	N/A ⁽¹⁾	February 27, 2023	\$0.105	N/A ⁽¹⁾	\$21,000
	Restricted Share Units	1,000,000	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$105,000
	Restricted Share Units	416,666	N/A ⁽¹⁾	August 14, 2023	\$0.085	N/A ⁽¹⁾	\$35,416
	Restricted Share Units	300,000	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$24,000
Kevin Williams Chief Financial Officer	Restricted Share Units	283,333	N/A ⁽¹⁾	February 27, 2023	\$0.105	N/A ⁽¹⁾	\$29,750
	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$8,750
	Restricted Share Units	50,000	N/A ⁽¹⁾	August 14, 2023	\$0.085	N/A ⁽¹⁾	\$4,250
	Restricted Share Units	66,667	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$5,333
Glenn Ginsburg President, QYOU USA Inc.	Restricted Share Units	500,000	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$52,500
	Restricted Share Units	100,000	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$8,000
G. Scott Paterson Chairman and Director	Restricted Share Units	500,000	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$52,500
	Restricted Share Units	333,333	N/A ⁽¹⁾	August 14, 2023	\$0.085	N/A ⁽¹⁾	\$28,333
	Restricted Share Units	100,000	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$8,000
Catherine Warren Director	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$8,750
	Restricted Share Units	16,667	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$1,333
Damian Lee Director	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$8,750
	Restricted Share Units	16,667	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$1,333
Steven Beeks Director	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2023	\$0.105	N/A ⁽¹⁾	\$8,750
	Restricted Share Units	16,667	N/A ⁽¹⁾	November 22, 2023	\$0.08	N/A ⁽¹⁾	\$1,333
Raj Mishra Director	Restricted Share Units	N/A	N/A	N/A	N/A	N/A	N/A

Note:

- (1) In connection with vesting of RSUs on a basis of one Common Share for each RSU.

Stock Option Plans and Other Incentive Plans

See “Particulars of the Matters to be Acted Upon – Approval of the Corporation’s Stock Option Plan”.

Restricted Share Unit Plan

The Corporation’s amended and restated restricted share unit plan (the “**RSU Plan**”) provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants (other than those consultants performing investor relations activities) (each an “**Eligible Person**”) of the Corporation, or any subsidiary of the Corporation, RSUs. The RSU Plan provides that the maximum number of Common Shares reserved for issuance pursuant to RSUs is 40,829,380, provided that, in accordance with the policies of the TSXV, the number of Common Shares reserved for issuance under the RSU Plan in combination with the aggregate number of Common Shares issuable under all of the Corporation’s other equity incentive plans in existence from time to time, including the Stock Option Plan, shall not exceed 20% of the issued and outstanding Common Shares.

The aggregate number of Common Shares issued or granted to Insiders (as defined in the RSU Plan) in any 12-month period or at any point in time pursuant to RSUs shall not exceed 10% of the aggregate number of Common Shares outstanding, calculated at the date an RSU is granted to any Insider, unless disinterested shareholder approval is obtained. The aggregate number of Common Shares reserved for issuance to any one Eligible Person under the RSU Plan pursuant to RSUs in any 12-month period shall not exceed 5% of the issued and outstanding Common Shares determined at the grant date. The aggregate number of Common Shares reserved for issuance to a consultant in a 12-month period shall not exceed 2% of the issued and outstanding Common Shares determined at the grant date.

Unless redeemed earlier in accordance with the RSU Plan, the RSUs of each Eligible Person will be redeemed on or within 30 days after the Redemption Date (as defined below) for cash or Common Shares, as determined by the Board, for an amount equal to the fair market value (being the closing market price of the Common Shares on the TSXV on the day prior to redemption) of the RSU. The “Redemption Date” in respect of any RSU means the third anniversary of the grant date on which such RSU was granted to the Eligible Person, unless (i) an earlier date has been approved by the Board as the Redemption Date in respect of such RSU; (ii) such Eligible Person is terminated within six (6) months of a “Change of Control” of the Corporation (as defined in the RSU Plan); or (iii) the RSU is terminated upon an Eligible Person’s termination of employment or death.

If an Eligible Person ceases to hold such status for any reason (excluding death), all of the Eligible Person’s RSUs which have vested at the time of such cessation shall be redeemed for cash or Common Shares and the remainder shall be cancelled. No amount shall be paid by the Corporation to the Eligible Person in respect of the RSUs so cancelled. If an Eligible Person dies, all of the deceased’s RSUs, whether vested or not at the time of death, shall be redeemed for cash or Common Shares as determined by the Board.

If an Eligible Person ceases to hold such status for any reason (excluding death), all of the Eligible Person’s RSUs which have vested at the time of such cessation shall be redeemed for cash or Common Shares and the remainder shall be cancelled. No amount shall be paid by the Corporation to the Eligible Person in respect of the RSUs so cancelled. If an Eligible Person dies, all of the deceased’s RSUs, whether vested or not at the time of death, shall be redeemed for cash or Common Shares as determined by the Board.

In the event an Eligible Person is terminated within six (6) months of a Change of Control (as defined in the RSU Plan) of the Corporation, the Corporation will redeem, subject to prior approval of the TSXV, 100% of the RSUs granted to the Eligible Persons and outstanding under the RSU Plan as soon as reasonably practical, but no later than thirty (30) days following the Redemption Date for a number of Common Shares equal to the number of RSUs then held by the Eligible Persons.

A full copy of the RSU Plan is available under the Corporation’s profile on SEDAR+.

Employment, Consulting and Management Agreements

During the Financial Year, there was no plan or arrangement in respect of compensation received or that may be received by a Named Executive Officer or director with a view to compensating such individuals in the event of severance, constructive dismissal or termination of their employment or a change of responsibilities following a change of control.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth the information pertaining to the Corporation’s Stock Option Plan and RSU Plan as at December 31, 2023:

Plan Category		Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by securityholders	Stock Option Plan	41,338,099	\$0.18	4,467,730 ⁽¹⁾
	RSU Plan	7,766,665	N/A ⁽²⁾	33,062,715 ⁽³⁾
Equity compensation plans not approved by securityholders		N/A	N/A	N/A
Total		49,104,764		37,530,445⁽⁴⁾

Notes:

- (1) Pursuant to the Stock Option Plan, the number of authorized but unissued Common Shares that may be issued upon the exercise of Stock Options granted under the Stock Option Plan at any time shall not exceed 10% of the issued and outstanding Common Shares at any time. As at December 31, 2023 there were 41,338,099 Common Shares issued and outstanding.
- (2) Pursuant to the RSU Plan, one Common Share is granted upon the vesting of each RSU.
- (3) As at December 31, 2023, the RSU Plan authorized an aggregate of 40,829,380 Common Shares to be reserved for issuance pursuant to RSUs.
- (4) As at the date hereof, the number of Common Shares to be issued upon exercise of the outstanding Stock Options under the Stock Option Plan is 43,048,099 and 8,924,353 Common Shares remain available for future issuances under the Stock Option Plan. As of the date hereof, there are 3,416,662 RSUs outstanding and 37,412,718 RSUs remain available for future issuances under the RSU Plan.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The CSA have adopted National Policy 58-201 – *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation. In addition, the CSA have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), which prescribes certain disclosure of corporate governance practices. This disclosure is presented below.

Composition of the Board

The Board is currently composed of six (6) directors, being G. Scott Paterson, Curt Marvis, Catherine Warren, Damian Lee, Steven Beeks and Raj Mishra.

Except for Mr. Marvis, Mr. Mishra and Mr. Paterson, all of the proposed nominees of the Corporation are considered by the Board to be independent within the meaning of NI 58-101. An “independent director” is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the Corporation. Mr. Marvis is the Chief Executive Officer of the Corporation and Mr. Paterson has acted as a consultant to the Corporation and has been compensated as such, and accordingly is considered to be “non-independent”. See “*Compensation of Executive Officers and Directors – Summary Compensation Table*”.

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

The following table sets forth the current and proposed directors of the Corporation who currently hold directorships with other reporting issuers:

Director	Other Reporting Issuers
G. Scott Paterson	Trees Corporation Verses Technologies Inc. WonderFi Technologies Inc.
Curt Marvis	NFT Technologies Inc.
Damian Lee	Spacefy Inc.

Orientation and Continuing Education of Board Members

New Board members will receive information which includes access to reports on operations and results, and all public disclosure filings by the Corporation. In addition, management of the Corporation makes itself available for discussion with all Board members.

Measures to Encourage Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct through various measures. It is the responsibility of all employees, officers and directors to report any concerns regarding accounting, financial statement disclosure, internal accounting or disclosure controls, auditing matters or suspected wrong-doings in accordance with the provisions set out herein. No employee, officer or director who in good faith makes a complaint shall suffer harassment, retaliation or adverse employment consequences. An individual who retaliates against someone who has made a complaint in good faith is subject to discipline up to and including termination of employment. Additionally, no person having knowledge of undisclosed material information relating to the Corporation shall disclose the information to any person other than in the necessary course of business or with the express written consent of his or her supervising director, officer or manager; or buy or sell, or acquire an option to buy or sell, any security of the Corporation or of a third party involved in activity or negotiation with the Corporation.

Nomination of Directors

The Corporation’s management is continually in contact with individuals involved in other junior public companies in a variety of business sectors. From these sources, the Corporation has made numerous contacts and in the event that the Corporation were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Corporation conducts due diligence, reference and background

checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

Compensation

See “*Compensation of Executive Officers and Directors – Compensation Governance*”.

Other Board Committees

The Corporation does not have any committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board.

AUDIT COMMITTEE

The Audit Committee has a charter (the “**Audit Committee Charter**”), which outlines its authority and responsibilities. The full text of the Audit Committee Charter is attached as Schedule “B” hereto.

Composition

The Audit Committee was reconstituted effective June 5, 2023 and is currently comprised of three individuals, Damian Lee (Chair), Catherine Warren and Scott Paterson, all of whom are considered financially literate under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and all of whom are independent other than Mr. Paterson, who has acted as a consultant to the Corporation and has been compensated as such, and accordingly is considered to be “non-independent”.

Relevant Education and Experience

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is outlined above under “*Particulars of Matters to be Acted Upon – Biographies of Directors*”.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and permitted non-audit services.

External Auditor Service Fees (By Category)

The following table provides information about the fees billed to the Corporation for professional services rendered by MNP LLP during the Financial Years ended December 31, 2023 and December 31, 2022, and were paid or estimated to be payable for services in this period:

	Year ended December 31, 2023	Year ended December 31, 2022
Audit Fees ⁽¹⁾	\$230,050	\$175,000
Audit Related Fees ⁽²⁾	\$110,150	\$211,169
Tax Fees ⁽³⁾	\$14,750	\$5,000
All Other Fees	Nil	Nil
Total:	\$354,950	\$391,169

Notes:

- (1) Estimated audit fees.
- (2) Audit related fees were for professional advisory services procured to support the audit of the Corporation's consolidated financial statements.
- (3) Tax fees were for tax compliance services and tax advice and planning.

The Audit Committee communicated through meetings, emails and telephone conferences in the Financial Year to fulfill its mandate.

Exemptions

Since the Corporation is a “Venture Issuer” (its securities are not listed or quoted on any of the Toronto Stock Exchange, Cboe Canada Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America), the Corporation has relied on the exemption in Section 6.1 of NI 52-110 in order to be exempt from the requirements of Part 5 *Reporting Obligations* of NI 52-110, which relates to the reporting of the required disclosure.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

Other than as set forth in this Circular, the Corporation is not aware of any indebtedness of any directors, officers or employees.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Circular, the Corporation is not aware of any material interest, direct or indirect, of any informed person or proposed director of the Corporation or any associate or affiliate of any such persons in any transaction since the commencement of the Financial Year or in any proposed transaction, which has materially affected or would materially affect the Corporation or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Circular, the management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of the Corporation's last financial year or any proposed nominee for election as a director, or any associate or affiliate of any of the foregoing persons, in any matter to be acted upon at the Meeting other than the election of directors or the re-appointment of auditors. All of the directors and officers are entitled to receive Stock Options pursuant to the Stock Option Plan and to receive RSUs pursuant to the RSU Plan. See “*Particulars of Matters to be Acted Upon – Approval of the Corporation's Stock Option Plan*”.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's audited consolidated financial statements and accompanying management's discussion and analysis (“**MD&A**”) for the Financial Year. Copies of the audited consolidated financial statements and MD&A for the Financial Year are available under the Corporation's profile on SEDAR+.

Shareholders may contact the Corporation to request copies of the Corporation's financial statements and MD&A at shareholder@qyoutv.com.

Additional information relating to the Corporation is available on the SEDAR+ website at www.sedarplus.ca.

GENERAL

All matters referred to herein for approval by the shareholders require a majority of the votes cast by shareholders in person or by proxy at the Meeting.

The contents and sending of this Circular have been approved by the Board. Where information contained in this Circular rests particularly within the knowledge of a person other than the Corporation, the Corporation has relied upon information furnished by such person.

Unless otherwise stated, the information contained herein is given as of the 5th day of June, 2024.

By Order of the Board of Directors

(signed) "Curt Marvis"

Curt Marvis

Chief Executive Officer

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SCHEDULE "A"

QYOU MEDIA INC.

STOCK OPTION PLAN

(See attached)

QYOU MEDIA INC.**AMENDED AND RESTATED STOCK OPTION PLAN****1. Purpose**

The purpose of the Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation or any of its subsidiaries to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract to and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

2. Definitions and Interpretation

When used in this Plan, unless there is something in the subject matter or context inconsistent therewith, the following words and terms shall have the respective meanings ascribed to them as follows:

- (a) “Board” means the Board of the Corporation;
- (b) “Common Shares” means common shares in the capital of the Corporation and any shares or securities of the Corporation into which such common shares are changed, converted, subdivided, consolidated or reclassified;
- (c) “Corporation” means QYOU Media Inc. and any successor corporation and any reference herein to action by the Corporation means action by or under the authority of its Board or a duly empowered committee appointed by the Board;
- (d) “Discounted Market Price” means the last per share closing price for the Common Shares on the Exchange before the date of grant of an Option, less any applicable discount under Exchange Policies;
- (e) “Exchange” means the TSX Venture Exchange or any other stock exchange on which the Common Shares are listed;
- (f) “Exchange Policies” means the policies of the Exchange, including those set forth in the Corporate Finance Manual of the Exchange;
- (g) “Insider” has the meaning ascribed thereto in Exchange Policies;
- (h) “Option” means an option granted by the Corporation to an Optionee entitling such Optionee to acquire a designated number of Common Shares from treasury at a price determined by the Board;
- (i) “Option Period” means the period determined by the Board during which an Optionee may exercise an Option, not to exceed the maximum period permitted by the Exchange, which maximum period is ten (10) years from the date the Option is granted;
- (j) “Optionee” means a person who is a director, officer, employee, consultant or other personnel of the Corporation or a subsidiary of the Corporation; a corporation wholly-

owned by such persons; or any other individual or body corporate who may be granted an option pursuant to the requirements of the Exchange, who is granted an Option pursuant to this Plan;

- (k) “Plan” shall mean the Corporation’s incentive stock option plan as embodied herein and as from time to time amended;
- (l) “Share Compensation Arrangement” means a stock option, stock option plan, employee stock purchase plan, restricted share unit plan, deferred share unit plan, securities for services, stock appreciation right plan, shares for debt or any other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares or other securities to directors, officers or employees of, or consultants to, the Corporation or its subsidiaries, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise;
- (m) “Trading Days” means a day when trading occurs through the facilities of the Exchange; and
- (n) “VWAP” means the volume weighted average trading price of the Common Shares on the Exchange calculated by dividing the total value by the total volume of such securities traded for the five Trading Days immediately preceding the exercise of the subject Option, subject to the proviso that the Exchange may exclude internal crosses and certain other special terms trades from the calculation.

Capitalized terms in the Plan that are not otherwise defined herein shall have the meaning set out in the Exchange Policy, including without limitation “Consultant”, “Employee”, “Director”, “Insider”, “Investor Relations Activities”, “Management Company Employee”, “Tier 1 Issuer” and “Tier 2 Issuer”.

Wherever the singular or masculine is used in this Plan, the same shall be construed as meaning the plural or feminine or body corporate and vice versa, where the context or the parties so require.

3. Administration

The Plan shall be administered by the Board. The Board shall have full and final discretion to interpret the provisions of the Plan and to prescribe, amend, rescind and waive rules and regulations to govern the administration and operation of the Plan. All decisions and interpretations made by the Board shall be binding and conclusive upon the Corporation and on all persons eligible to participate in the Plan, subject to shareholder approval if required by the Exchange. Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of the Plan to a special committee of directors appointed from time to time by the Board, in which case all references herein to the Board shall be deemed to refer to such committee.

4. Eligibility

The Board may at any time and from time to time designate those Optionees who are to be granted an Option pursuant to the Plan and grant an Option, to such Optionee. Subject to Exchange Policies and the limitations contained herein, the Board is authorized to provide for the grant and exercise of Options on such terms (which may vary as between Options) as it shall determine. No Option shall be granted to any person except upon recommendation of the Board. A person who has been

granted an Option may, if he is otherwise eligible and if permitted by Exchange Policies, be granted an additional Option or Options if the Board shall so determine. Subject to Exchange Policies, the Corporation shall represent that the Optionee is a bona fide Employee, Consultant or Management Company Employee (as such terms are defined in Exchange Policies) in respect of Options granted to such Optionees.

5. Participation

Participation in the Plan shall be entirely voluntary and any decision not to participate shall not affect an Optionee's relationship or employment with the Corporation.

Notwithstanding any express or implied term of this Plan or any Option to the contrary, the granting of an Option pursuant to the Plan shall in no way be construed as conferring on any Optionee any right with respect to continuance as a director, officer, employee or consultant of the Corporation or any subsidiary of the Corporation.

Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director or officer of or a consultant to the Corporation or any of its subsidiaries, where the Optionee at the same time becomes or continues to be a director, officer or full-time employee of or a consultant to the Corporation or any of its subsidiaries.

Options will not be granted to an officer, employee or consultant of the Corporation, unless such participant is a *bona fide* Officer, Employee or Consultant of the Corporation.

No Optionee shall have any of the rights of a shareholder of the Corporation in respect to Common Shares issuable on exercise of an Option until such Common Shares shall have been paid for in full and issued by the Corporation on exercise of the Option, pursuant to this Plan.

Optionees resident in the State of California should also refer to Appendix "I" of the Plan.

6. Common Shares Subject to Options

The number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Plan at any time shall not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis at any time, and such aggregate number of Common Shares shall automatically increase or decrease as the number of issued and outstanding Common Shares changes, provided that such number of unissued Common Shares issuable upon exercise of Options granted under the Plan plus the number of Common Shares reserved for issuance under all other equity incentive plans of the Corporation, including, but not limited to, the restricted share unit plan of the Corporation, shall not exceed 20% of the issued and outstanding Common Shares on a non-diluted basis at any time.

All subject to Exchange Policies, the aggregate number of Common Shares issued or granted to Insiders (as a group), in any 12 month period or at any point in time, pursuant to Options granted under this Plan or Options or other entitlements granted under any other Share Compensation Arrangement shall not exceed 10% of the aggregate number of Common Shares outstanding, calculated at the date an Option is granted to any Insider, unless disinterested shareholder approval is obtained. The aggregate number of Common Shares reserved for issuance to any one (1) Optionee under Options or other entitlements granted under this Plan or any other Share Compensation Arrangement granted in any 12 month period shall not exceed 5% of the issued and outstanding Common Shares determined at the date of grant. The aggregate number of Common

Shares reserved for issuance to an Optionee under this Plan or any other Share Compensation Arrangement who is a Consultant in any 12 month period shall not exceed 2% of the issued and outstanding Common Shares determined at the date of grant. The aggregate number of Shares reserved for issuance pursuant to Options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued and outstanding Shares in any 12 month period, calculated on the date of grant.

Appropriate adjustments shall be made as set forth in Section 13 and Section 14 hereof, in both the number of Common Shares covered by individual grants and the total number of Common Shares authorized to be issued hereunder, to give effect to any relevant changes in the capitalization of the Corporation.

If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unpurchased Common Shares subject thereto shall again be available for the purpose of the Plan.

7. Option Agreement

A written agreement will be entered into between the Corporation and each Optionee to whom an Option is granted hereunder, which agreement will set out the number of Common Shares subject to option, the exercise price and any other terms and conditions approved by the Board, all in accordance with the provisions of this Plan (herein referred to as the "Stock Option Agreement"). The Stock Option Agreement will be in such form as the Board may from time to time approve, and may contain such terms as may be considered necessary in order that the Option will comply with any provisions respecting options in the income tax or other laws in force in any country or jurisdiction of which the Optionee may from time to time be a resident or citizen or the rules of any regulatory body having jurisdiction over the Corporation.

8. Option Period and Exercise Price

Each Option and all rights thereunder shall be expressed to expire on the date set out in the respective Stock Option Agreement, which shall be the date of the expiry of the Option Period (the "Expiry Date"), subject to earlier termination as provided in Sections 10 and 11 hereof.

Subject to Exchange Policies and any limitations imposed by any relevant regulatory authority, the exercise price of an Option granted under the Plan shall be as determined by the Board when such Option is granted and shall be an amount at least equal to the Discounted Market Price of the Common Shares.

9. Exercise of Options

An Optionee shall be entitled to exercise an Option granted to it at any time prior to the expiry of the Option Period, subject to Sections 10 and 11 hereof and to vesting limitations which may be imposed by the Board at the time such Option is granted. Subject to Exchange Policies, the Board may, in its sole discretion, determine the time during which an Option shall vest and the method of vesting, or that no vesting restriction shall exist.

The exercise of any Option will be conditional upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Common Shares in respect of which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Common Shares with respect to which the Option is being exercised

unless exercised in accordance with either of the methods described under Sections 9(a) or 9(b) below if requested by an Optionee and approved by the Corporation.

- (a) “Cashless Exercise” means and may be effected when the Corporation has an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to an Optionee to purchase the Common Shares underlying their Options, with the brokerage firm then selling a sufficient number of Common Shares to cover the exercise price of the Options in order to repay the loan made to the Optionee. Upon such a Cashless Exercise, the brokerage firm involved receives a number of Common Shares from the exercise of an Optionee’s Options to repay the loan so provided, and the Optionee receives the balance of Common Shares or the cash proceeds from the balance of such Common Shares. Pursuant to a “Cashless Exercise” an Optionee shall deliver a properly executed notice of exercise together with irrevocable instructions to a broker providing for the assignment to the Corporation of the proceeds of a sale or loan with respect to some or all of the shares being acquired upon the exercise of the Option. The Corporation reserves, at any and all times, the right, in the Corporation’s sole and absolute discretion, to establish, decline to approve or terminate any program or procedures for the exercise of Options by means of a Cashless Exercise, including with respect to one or more Optionees specified by the Corporation notwithstanding that such program or procedures may be available to other Optionees.
- (b) “Net Exercise” means, and may be effected for Optionees other than those engaged in Investor Relations Activities for the Corporation, a process whereby Options are exercised without the Optionee making any cash payment to the Corporation, such that the Corporation does not receive any cash in payment of the applicable exercise, and instead the Optionee receives only the number of Common Shares underlying the applicable Options as is equal to the quotient obtained by dividing:
 - (i) the product of the number of Options being exercised multiplied by the difference between the VWAP of the underlying Common Shares and the exercise price of the subject Options; by
 - (ii) the VWAP of the underlying Common Shares.

For greater certainty, these methods for exercising Options shall be subject to all other provisions of the Plan, including, without limitation, Section 17.

Common Shares shall not be issued pursuant to the exercise of an Option unless the exercise of such Option and the issuance and delivery of such Common Shares pursuant thereto shall comply with all relevant provisions of applicable securities law and the requirements of any stock exchange or consolidated stock price reporting system on which prices for the Common Shares are quoted at any given time. As a condition to the exercise of an Option, the Corporation may require the person exercising such Option to represent and warrant at the time of any such exercise that the Common Shares are being purchased only for investment and without any present intention to sell or distribute such Common Shares if, in the opinion of counsel for the Corporation, such a representation is required by law.

10. Ceasing to be a Director, Officer, Employee or Consultant

Unless otherwise determined by the Board, and subject to the rules Exchange Policies, if an Optionee ceases to be a director, officer, employee or consultant of the Corporation or its

subsidiaries for any reason other than death, the Optionee may, but only within a reasonable period, to be set out in the applicable Stock Option Agreement at the time of the grant, subject to a maximum of one (1) year following the Optionee's ceasing to be a director, officer, employee or consultant (or 30 days in the case of an Optionee engaged in Investor Relations Activities) or prior to the expiry of the Option Period, whichever is earlier, exercise any Option held by the Optionee, but only to the extent that the Optionee was entitled to exercise the Option at the date of such cessation. For greater certainty, any Optionee who is deemed to be an employee of the Corporation pursuant to any medical or disability plan of the Corporation shall be deemed to be an employee for the purposes of the Plan.

11. Death of Optionee

In the event of the death of an Optionee, the Option previously granted to him shall be exercisable within one (1) year following the date of the death of the Optionee or prior to the expiry of the Option Period, whichever is earlier, and then only:

- (a) by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution, or by the Optionee's legal personal representative; and
- (b) to the extent that the Optionee was entitled to exercise the Option at the date of the Optionee's death.

12. Optionee's Rights Not Transferable

No right or interest of any Optionee in or under the Plan is assignable or transferable, in whole or in part, either directly or by operation of law or otherwise in any manner except by bequeath or the laws of descent and distribution, subject to the requirements of the Exchange, or as otherwise allowed by the Exchange.

Subject to the foregoing, the terms of the Plan shall bind the Corporation and its successors and assigns, and each Optionee and his heirs, executors, administrators and personal representatives.

13. Takeover or Change of Control

Subject to the prior approval of the Exchange, the Corporation shall have the power, in the event of:

- (a) any disposition of all or substantially all of the assets of the Corporation, or the dissolution, merger, amalgamation or consolidation of the Corporation with or into any other corporation or of such corporation into the Corporation, or
- (c) any change in control of the Corporation,

to make such arrangements as it shall deem appropriate for the exercise of outstanding Options or continuance of outstanding Options, including without limitation, to amend any Stock Option Agreement to permit the exercise of any or all of the remaining Options prior to the completion of any such transaction. If the Corporation shall exercise such power, the Option shall be deemed to have been amended to permit the exercise thereof in whole or in part by the Optionee at any time or from time to time as determined by the Corporation prior to the completion of such transaction.

For greater certainty, subject to Exchange Policies, any acceleration of vesting terms of Options granted to persons retained to provide investor relations activities shall be subject to the prior approval of the Exchange, whether or not made in the context of a transaction described in the foregoing section.

14. Anti-Dilution of the Option

In the event of:

- (a) any subdivision, redivision or change of the Common Shares at any time during the term of the Option into a greater number of Common Shares, the Corporation shall deliver, at the time of any exercise thereafter of the Option, such number of Common Shares as would have resulted from such subdivision, redivision or change if the exercise of the Option had been made prior to the date of such subdivision, redivision or change;
- (b) any consolidation or change of the Common Shares at any time during the term of the Option into a lesser number of Common Shares, the number of Common Shares deliverable by the Corporation on any exercise thereafter of the Option shall be reduced to such number of Common Shares as would have resulted from such consolidation or change if the exercise of the Option had been made prior to the date of such consolidation or change;
- (c) any reclassification of the Common Shares at any time outstanding or change of the Common Shares into other shares, or in case of the consolidation, amalgamation or merger of the Corporation with or into any other corporation (other than a consolidation, amalgamation or merger which does not result in a reclassification of the outstanding Common Shares or a change of the Common Shares into other shares), or in case of any transfer of the undertaking or assets of the Corporation as an entirety or substantially as an entirety to another corporation, at any time during the term of the Option, the Optionee shall be entitled to receive, and shall accept, in lieu of the number of Common Shares to which he was theretofore entitled upon exercise of the Option, the kind and amount of shares and other securities or property which such holder would have been entitled to receive as a result of such reclassification, change, consolidation, amalgamation, merger or transfer if, on the effective date thereof, he had been the holder of the number of Common Shares to which he was entitled upon exercise of the Option.

Adjustments shall be made successively whenever any event referred to in this section shall occur and any adjustments made in connection with Section 14(c) shall be subject to the prior approval of the Exchange. For greater certainty, the Optionee shall pay for the number of shares, other securities or property as aforesaid, the amount the Optionee would have paid if the Optionee had exercised the Option prior to the effective date of such subdivision, redivision, consolidation or change of the Common Shares or such reclassification, consolidation, amalgamation, merger or transfer, as the case may be.

15. Costs

The Corporation shall pay all costs of administering the Plan.

16. Termination and Amendment

- (a) Subject to Exchange Policies, the Board may amend or terminate this Plan or any outstanding Option granted hereunder at any time without the approval of the shareholders

of the Corporation or any Optionee whose Option is amended or terminated, as the case may be, in order to (i) fix any typographical errors, (ii) make any necessary amendments for the Options to qualify for favourable treatment under applicable tax laws, and (iii) amend any existing provisions of this Plan that do not alter the scope, nature and intent of such provisions, including to conform this Plan or such Option, as the case may be, to applicable law or regulation or the requirements of the Exchange or any relevant regulatory authority, whether or not such amendment or termination would affect any accrued rights.

- (b) The Board may amend or terminate this Plan or any outstanding Option granted hereunder for any reason other than the reasons set forth in Section 16(a) hereof, subject to the approval of the Exchange or any relevant regulatory authority and the approval of the shareholders of the Corporation if required by the Exchange or such regulatory authority. Subject to Exchange Policies, disinterested shareholder approval will be obtained for any reduction in the exercise price of an Option or an extension to the Expiry Date if the Optionee is an Insider of the Corporation at the time of the proposed amendment. No such amendment or termination will, without the consent of an Optionee, alter or impair any rights which have accrued to him prior to the effective date thereof.
- (c) The Plan, and any amendments thereto, shall be subject to acceptance and approval by the Exchange. Any Options granted prior to such approval and acceptance shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless and until such approval and acceptance are given.

17. Withholding Tax

Upon exercise of an Option, the Optionee will, upon notification of the amount due and prior to or concurrently with the delivery of the certificates representing the Common Shares, pay to the Corporation amounts necessary to satisfy applicable withholding tax requirements or will otherwise make arrangements satisfactory to the Corporation for such requirements. In order to implement this provision, the Corporation or any related corporation will have the right to retain and withhold from any payment of cash or Common Shares under the Plan the amount of taxes required to be withheld or otherwise deducted and paid in respect of such exercise. At its discretion, the Corporation may require an Optionee receiving Common Shares upon the exercise of an Option to reimburse the Corporation for any such taxes required to be withheld by the Corporation and withhold any distribution to the Optionee in whole or in part until the Corporation is so reimbursed. In lieu thereof, the Corporation will have the right to withhold from any cash amount due or to become due from the Corporation to the Optionee an amount equal to such taxes. The Corporation may also retain and withhold or the Optionee may elect, subject to approval by the Corporation at its sole discretion, to have the Corporation retain and withhold a number of Common Shares having a market value not less than the amount of such taxes required to be withheld by the Corporation to reimburse the Corporation for any such taxes and cancel (in whole or in part) any such Common Shares issuable upon exercise of an Option so withheld.

18. Applicable Law

This Plan shall be governed by, administered and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

19. Prior Plans

On the effective date (as set out in Section 20 hereof), subject to Exchange approval and, if required, shareholder approval:

- (a) the Plan shall entirely replace and supersede prior stock option plans, if any, enacted by the Corporation; and
- (b) all outstanding options shall be deemed to be granted pursuant to the Plan.

20. Effective Date

This Plan shall become effective as of and from, and the effective date of the Plan shall be May 19, 2022, upon receipt of all necessary shareholder and regulatory approvals.

**APPENDIX “I”
CALIFORNIA RESIDENTS**

**(for California residents only, to the extent required by
California Corporations Code Section 25102(o))**

This Appendix “I” to the foregoing Stock Option Plan shall apply only to the Participants who are residents of the State of California and who are receiving an Option under the Plan in reliance on California Corporations Code Section 25102(o) only. Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to them in the Plan. Notwithstanding any provisions contained in the Plan or the Plan to the contrary and to the extent required by applicable laws, the following terms shall apply to the Option granted to the Participant as a resident of the State of California, until the earlier to occur of (i) such time as the Board amends this Appendix “I” or (ii) at such time as the Board otherwise provides.

(a) Unless determined otherwise by the Board, the Option may not be sold, pledged, assigned, hypothecated, or otherwise transferred in any manner other than by will or by the laws of descent and distribution, and may be exercised, during the lifetime of the Participant, only by the Participant. If the Board makes an Option transferable, such Option may only be transferred (i) by will, (ii) by the laws of descent and distribution, (iii) to a revocable trust, or (iv) as permitted by Rule 701 of the Securities Act.

(b) If the Participant ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than (i) a termination for Cause (as hereinafter defined); (ii) death; or (iii) permanent and total disability, the Participant may exercise his, her or its Option prior to the Expiration Date and within such period of time as specified by the Board, which period shall not be less than thirty (30) days following the Participant’s ceasing to be a director, officer, employee or consultant, but only to the extent that the Participant was entitled to exercise the Option at the date of such cessation. “Cause” shall mean, as determined by the Board, unless otherwise provided in an applicable agreement between the Participant and the Corporation: (i) negligence or wilful misconduct by a Participant in connection with the performance of duties; (ii) a commission by a Participant of a criminal offence; or (iii) material breach by a Participant of any term of any employment, consulting or other services, confidentiality, intellectual property, non-competition or non-solicitation agreement between the Participant and the Corporation or a subsidiary.

(c) If the Participant ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries prior to the Expiration Date by reason of the Participant’s permanent and total disability, the Participant may exercise his or her Option within such period of time as specified by the Board, which period shall not be less than six (6) months following the date of the Participant’s ceasing to be a director, officer, employee or consultant, to the extent such Option is exercisable on the date of such cessation (but in no event later than the Expiration Date).

(d) No Option shall be granted, nor shall any Optioned Shares be issued upon the exercise, vesting or settlement of any Option, to a resident of the State of California more than ten (10) years after the earlier of the date of adoption of the Plan or the date the Plan is approved by the Corporation’s shareholders.

(e) In the event of a share split, reverse share split, share dividend, recapitalization, combination, reclassification or other distribution of the Corporation’s equity securities without the receipt of consideration by the Corporation, of or on the Common Shares, the Board will make a proportionate adjustment of the number of Optioned Shares purchasable pursuant to the Option and the exercise price thereof under the Option; *provided, however*, that the Board will make such proportionate adjustments to

the Option in the event of or as required by Section 25102(o) of the California Corporations Code to the extent the Corporation is relying upon the exemption afforded thereby with respect to the Option.

(f) The Board shall have the authority to amend this Appendix "I" in accordance with the terms of the Plan.

SCHEDULE “B”

QYOU MEDIA INC.
(the “Company”)

MANDATE OF THE AUDIT COMMITTEE

As approved by the Board of Directors of the Company (the “Board”) on June 23, 2017.

A. PURPOSE AND SCOPE

The Audit Committee (the “Committee”) of the Board shall be responsible for assisting in the Board’s oversight of the reliability and integrity of the accounting principles and practices, financial statements and other financial reporting and disclosure practices followed by management of the Company. The Committee shall also have oversight responsibility for: (i) the qualifications, independence and performance of the independent auditors; (ii) the establishment by management of an adequate system of internal controls; (iii) the preparation by management of quarterly and annual financial statements; and (iv) the maintenance by management of practices and processes to ensure compliance with applicable laws.

B. COMPOSITION AND MEETINGS

The Committee shall be comprised of a minimum of three directors as appointed by the Board, each of whom shall meet the criteria for independence, financial literacy and audit committee composition requirements of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“NI 52-110”) (subject to any applicable exemptions from such requirements permitted by NI 52,110, which the Board and Committee shall be permitted to avail themselves of), any exchange upon which securities of the Company are traded or any governmental or regulatory body exercising authority over the Company.

A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee, but in no case shall a quorum be comprised of less than two members of the Committee, and the action of a majority of those present, after determining a quorum, shall be the act of the Committee.

The members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected or until their earlier death, resignation or removal. The Board may fill a vacancy in the membership of the Committee and remove a member of the Committee at any time for any reason. The Board shall appoint the chair of the Committee (the “Chair”) from the Committee members. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Committee shall meet at least four (4) times per year or more frequently as circumstances dictate. At the invitation of the Committee, members of the Company’s management and others may attend Committee meetings as the Committee considers necessary or desirable. The Company’s independent auditors are entitled to attend and be heard at each Committee meeting. The Committee shall meet without management present at each Committee meeting. All independent directors may attend Committee meetings, provided that directors who are not members of the Committee shall not be entitled to vote, nor shall their attendance be counted as part of the quorum of the Committee.

The Chair, any member of the Committee, the Company’s independent auditors or the Chair of the Board may call a meeting by notifying the members of the Committee. Ordinarily, meetings of the Committee should be convened with no less than seven (7) days’ notice having been given. The requirement for notice can be waived subject to the consent of each member of the Committee.

The Committee shall report its actions to the members of the Board. The Committee shall keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company. Minutes of each meeting will be made available to the members of the Board and the Company's independent auditors. The Committee shall report its decisions and recommendations to the Board promptly after each Committee meeting.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. periodically review and assess the adequacy of this Mandate, and recommend any proposed changes to the Board for approval;
2. recommend to the Board, for approval by the shareholders, the appointment of the independent auditors of the Company;
3. require the independent auditors of the Company to report to it directly;
4. review and recommend to the Board for approval, the terms of any annual audit engagement of the independent auditors, including the appropriateness of the proposed audit fees with respect to the engagement of the independent auditors for any audit related services;
5. oversee the resolution of any disagreements between management and the independent auditors;
6. periodically perform a review of the performance of the independent auditors to provide further insight on the audit firm, its independence and application of professional standards;
7. pre-approve any non-audit services to be provided by the firm of the independent auditors to the Company in accordance with NI 52-110;
8. review the Company's financial statements, management discussion and analysis, and interim profit or loss press releases, along with any other disclosure by the Company of financial information extracted or derived from the Company's financial statements, in each case prior to the public disclosure of such documents or information, and ensure adequate procedures are in place for such pre-filing review;
9. periodically review the status and findings of the independent auditors' audit plan and the adequacy of internal controls established by management and, where appropriate, make recommendations or reports thereon to the Board;
10. understand the scope, principal risks and integrity of internal and independent auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses;
11. review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Company's present and former independent auditors;
12. monitor and periodically review the Company's procedures for:
 - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - the confidential, anonymous submission by directors, officers and employees of the Company of concerns regarding questionable accounting or auditing matters.

D. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

The Committee shall have unrestricted access to the Company's management and employees and to the books and records of the Company and from time to time may hold unscheduled or regularly scheduled meetings or portions of meetings in executive session or otherwise with the Company's independent auditors, the Chief Financial Officer or the Chief Executive Officer.

While the Committee has the responsibilities and powers set forth in this Mandate, it is not the duty of the Committee to plan or conduct audits, to establish the Company's accounting and financial reporting systems, or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.
