

QYOU Media Subsidiary Chatterbox Technologies Files for SME IPO in India

Filing is India's First Influencer Marketing Focused IPO

QYOU Media Initiates \$2 Million Non-Brokered Private Placement

MUMBAI, India and TORONTO, Feb. 24, 2025 /CNW/ - QYOU Media Inc., (TSXV: QYOU) OTCQB: QYOUF) a company operating in India and the United States producing and distributing content created by social media stars and digital content creators, has announced that its subsidiary, Chatterbox Technologies Limited (Chtrbox) has filed a Draft Red Herring Prospectus (DRHP) on the SME Platform of the BSE Limited ("BSE") (formerly known as the Bombay Stock Exchange).

The initial public offering ("IPO") of up to 3,727,200 equity shares will have a final issue price to be determined through the Book Building Process via QIB participation. The equity shares offered through the DRHP are proposed to be listed on the BSE Limited.

The initial public offering (IPO) is being made pursuant to Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 through Book Building Process in accordance with Regulation 229 (2) and 253 (1) of the Securities and Exchange Board of India (ICDR) Regulations. The company will now enter into the process of seeking regulatory approval. The Book Building Process, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Curt Marvis, CEO and Co-Founder of QYOU Media commented, "Our team in India has been working diligently on this project for many months. All QYOU Media shareholders should be extremely proud of this accomplishment as it marks the beginning of our journey to become a leading publicly listed SME company in the influencer marketing space in India. This is something we have aspired to achieve for the last few years and we are now moving forward to make this a reality."

Added Raj Mishra, Chtrbox CEO and Managing Director who will lead the public entity, "We all recognized the amazing potential that existed for Chtrbox when I joined the QYOU Media team, particularly in light of the powerful and sustained growth of what is now being called "The Creator Economy". As the first publicly listed company in India specifically focused on the influencer marketing business segment and with the influencer landscape becoming more crowded and diverse, the ability to quickly and accurately discover influencers with the right audience demographic and engagement metrics becomes increasingly valuable. This listing process becomes a significant goal to help us achieve the growth of the overall business and we all recognize this as a groundbreaking way to power Chtrbox further as an influencer and social first marketing powerhouse."

Chtrbox is an influencer and marketing platform agency in India, connecting brands/products and social media influencers. Since 2016, the company has managed approximately a thousand plus campaigns with approximately 500 Influencers and content creators to reach and engage large numbers of subscribers of social media platforms such as Instagram. Chtrbox uses the latest technology like HypeAuditor with the strategy to build influencer content and campaigns mainly for marketing and brand building on social media platforms. As of now the company primarily operates in India, with HQ in Mumbai and team members in many cities in India. The company has successfully rendered services outside India in international markets like Singapore, UAE, USA and UK helping to build a global footprint. As part of our expansion strategy, Chtrbox is targeting key international markets such as the UAE and Southeast Asia, where influencer marketing is on the rise.

The Global Influencer Marketing Platform Market size is expected to be worth around USD \$306.9 Billion by 2033, from USD \$16.2 Billion in 2023, growing at a CAGR of 34.2% during the forecast period from 2024 to 2033.

In addition, QYOU Media has announced a Non-Brokered Private Placement Offering of up to 50 million Units of the Company at a price of \$0.04 per Unit for aggregate gross proceeds of up to \$2 Million, with an ultimate maximum of 57.5 million Units for aggregate gross proceeds of \$2.3 million. Each Unit will be comprised of one (1) Common Share in the capital of the Company and three quarters of one (3/4) common share purchase Warrant of the Company. Each Warrant will entitle the holder thereof to purchase one (1) Common Share at a price of \$0.06 per Common Share until February 28, 2027.

The Company requires the net proceeds of the Offering to support QYOU Media, Inc. expenses related to the transaction and anticipates they will be used primarily for legal, accounting and consulting fees along with final earnout payments from the original acquisition of Chtrbox by QYOU Media due to founding investors. The Offering is expected to close on or about February 28, 2025, or such other date as the Company may determine and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange. The Common Shares partially comprising the Units and the Common Shares underlying the Warrants will be subject to a four-month plus one day hold period commencing on the day of the closing of the Offering, pursuant to applicable Canadian securities laws. The Units issued pursuant to the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. persons absent registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption therefrom. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the

Units in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About QYOU Media

Among the fastest growing creator driven media companies, QYOU Media operates in India and the United States through its subsidiaries, producing, distributing and monetizing content created by social media influencers and digital content stars. Our influencer marketing business in India, Chtrbox, is an influencer and marketing platform and agency, connecting brands/products and social media influencers. In the United States, we power major film studios, game publishers and brands to create content and market via creators and influencers. Founded and managed by industry veterans from Lionsgate, MTV, Disney, Sony and TikTok. QYOU Media's millennial and Gen Z-focused content has reached more than one billion consumers. Experience our work at www.qyoumedia.com

Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements concerning the filing of a DRHP to list Chtrbox on the SME Platform of BSE Limited which requires the receipt of necessary approvals for the IPO, the receipt of regulatory approvals of the Offering, closing of the Offering and the intended use of proceeds from the Offering. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. Additional risks and uncertainties regarding the Company are described in its publicly available disclosure documents, filed by the Company on SEDAR+ (www.sedarplus.ca) except as updated herein. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by management of the Company at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. The forward-looking statements contained in this news release are made as of the date of this news release, and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, the Company undertakes no obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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