



**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 23, 2025

QYOU MEDIA INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 23, 2025

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 23, 2025 at 10:00 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, 2024, 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.theqyou.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.theqyou.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 13, 2025, 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/81217332209>. 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 13th day of June, 2025.

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 10:00 a.m. (Toronto time) on July 21, 2025 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 13th day of June, 2025, 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.theqyou.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 9, 2025 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 Wednesday, July 23, 2025 at 10:00 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/81217332209>

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 812 1733 2209 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: 812 1733 2209

Participant ID: Not required (just press #)

International numbers available: <https://wildlaw-ca.zoom.us/u/kb415UqHCS>

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 10:00 a.m. (Toronto time) on July 21, 2025 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 10:00 a.m. (Toronto time) on July 21, 2025 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 10:00 a.m. (Toronto time) on July 21, 2025, 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 597,444,526 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 13, 2025 (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, 2024 (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 five (5) and there are presently six (6) directors of the Corporation, each of whose term of office expires at the Meeting. Mr. Steven Beeks will not stand for re-election.

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⁾
Damian Lee ⁽²⁾ Ontario, Canada	Director (May 3, 2017)	Has been a director, writer and producer in the film and television industry for over thirty years.	1,171,665 0.20%
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.	9,566,666 1.60%
G. Scott Paterson ⁽²⁾ Ontario, Canada	Chairman of the Board, Director (March 13, 2017)	Principal, Paterson Partners, a venture capital entity focused on media and Fintech since 2002.	46,406,158 ⁽³⁾ 7.77%
Catherine Warren ⁽²⁾ 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.	1,328,333 0.22%
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). Head of Strategy of ByteDance (May 2019 to August 2020). Country Manager of TikTok (2018 to 2019).	Nil

Notes:

- (1) Percentages are based on 597,444,526 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) Member of the Audit Committee.
- (3) 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:

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 Slamdunk 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 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. (Cboe Canada: VERS).

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 and Entertainment One Ltd. 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 Committees.

Catherine Warren

Catherine Warren is the founder and president of FanTrust and a pioneer in fan-building and digital innovation. Catherine has led two decades of digital engagement, rights, and revenues for international entertainment clients in the creator economy, streaming, TV, film, video games and eSports. Prior to founding FanTrust, Ms. Warren was Chief Operating Officer of a broadcast tech company that she and co-founders took public on the Nasdaq, growing it to a \$300M market cap. A media-tech innovator, economic development

CEO and Board Director, Ms. Warren's leadership has resulted in \$3B+ in high-impact investment to Canada since 2018. As Chief Executive Officer of Vancouver Economic Commission, she led a portfolio including the Vancouver Film Commission, the world's largest animation and visual effects sector contributing \$4B in annual production; smart cities technologies such as AI, quantum computing and the green and impact economies. Ms. Warren's portfolio includes building North America's fastest-growing tech sector in Alberta and establishing an accelerator fund for Edmonton, known as a global AI capital. Ms. Warren has also served as the CEO of Canada's Centre for Digital Media an innovation district for startups and university partnerships in the heart of Vancouver. Ms. Warren serves as Canada's representative on the International Emmy nominating committee and on the Board of the World Summit Awards, a UN flagship program celebrating digital-first innovations from 182 member nations.

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

Except as described below, 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.

Mr. Marvis is a director of NFT Technologies, which was issued a cease trade order on June 4, 2024 by the British Columbia Securities Commission relating to the failure to file certain financial statements, management's discussion and analysis, its annual information form and certifications of filings for the periods ended December 31, 2023 and March 31, 2024.

Bankruptcies and Insolvency

Except as described below, 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.

Mr. Paterson was a director of Trees Corporation (Cboe Canada: TREE) from March 2022 to April 2024. In December 2023, Trees received an order under the Companies' Creditors Arrangement Act and was subsequently sold in April 2024.

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 597,444,526 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	119,488,905
1 for 10	59,744,453
1 for 15	39,829,635
1 for 20	29,872,226
1 for 25	23,897,781
1 for 30	19,914,818
1 for 35	17,069,844
1 for 40	14,936,113
1 for 45	13,276,545
1 for 50	11,948,891

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 19, 2024, 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 59,744,452 Common Shares available to be reserved under the Stock Option Plan. As at the date hereof, Stock Options to purchase a total of 36,124,994 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 13, 2025, 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, 2024 and December 31, 2023. 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 directors in the future.

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, 2024	\$426,740 ⁽¹⁾⁽²⁾	\$71,123 ⁽²⁾⁽³⁾	Nil	Nil	\$59,823 ⁽²⁾⁽⁴⁾	\$557,686 ⁽²⁾
	December 31, 2023	\$404,910 ⁽¹⁾⁽²⁾	\$67,485 ⁽²⁾⁽³⁾	Nil	Nil	\$51,988 ⁽²⁾⁽⁴⁾	\$524,383 ⁽²⁾
Kevin Williams Chief Financial Officer	December 31, 2024	\$180,000	Nil	Nil	Nil	Nil	\$180,000
	December 31, 2023	\$180,000	Nil	Nil	Nil	Nil	\$180,000
Glenn Ginsburg President, QYOU USA Inc.	December 31, 2024	\$1,242,939 ⁽²⁾⁽⁵⁾⁽⁶⁾	Nil	Nil	Nil	Nil	\$1,242,939 ⁽²⁾⁽⁵⁾⁽⁶⁾
	December 31, 2023	\$975,309 ⁽²⁾⁽⁵⁾⁽⁶⁾	Nil	Nil	Nil	Nil	\$975,309 ⁽²⁾⁽⁵⁾⁽⁶⁾
G. Scott Paterson Chairman and Director	December 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
Catherine Warren Director	December 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
Damian Lee Director	December 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
Steven Beeks Director	December 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
Raj Mishra Chief Executive Officer, Chatterbox Technologies Private Limited, and Director	December 31, 2024	\$502,976 ⁽⁶⁾	\$277,672 ⁽³⁾⁽⁶⁾	Nil	Nil	Nil	\$780,648 ⁽⁶⁾
	December 31, 2023	\$149,121 ⁽²⁾	Nil	Nil	Nil	Nil	\$149,121 ⁽²⁾

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\$1.00 = CDN\$1.3226 (December 31, 2023) and US\$1.00 = CDN\$1.4389 (December 29, 2024).
- (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) \$884,447 of such compensation was sales commission earned but not paid for the year ended December 31, 2024 and \$635,185 for the year ended December 31, 2023.
- (6) Represents amounts originally received in Indian Rupees. The amount was converted to Canadian Dollars for the purposes of the above table at an exchange rate of INR = CAD\$0.01635 (December 31, 2023) and INR = CAD\$0.01677 (December 29, 2024).

The Corporation did not grant any compensation securities to the Named Executive Officers and directors during the Financial Year.

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	333,333	N/A ⁽¹⁾	January 9, 2024	\$0.08	N/A ⁽¹⁾	\$26,666.64
	Restricted Share Units	1,000,000	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$60,000.00
	Restricted Share Units	300,000	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$12,000.00
Kevin Williams Chief Financial Officer	Restricted Share Units	83,333	N/A ⁽¹⁾	January 9, 2024	\$0.08	N/A ⁽¹⁾	\$6,666.64
	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$4,999.98
	Restricted Share Units	66,667	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$2,666.68
Glenn Ginsburg President, QYOU USA Inc.	Restricted Share Units	500,000	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$30,000.00
	Restricted Share Units	100,000	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$4,000.00
G. Scott Paterson Chairman and Director	Restricted Share Units	83,333	N/A ⁽¹⁾	January 9, 2024	\$0.08	N/A ⁽¹⁾	\$6,666.64
	Restricted Share Units	500,000	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$30,000.00
	Restricted Share Units	100,000	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$4,000.00
Catherine Warren Director	Restricted Share Units	41,666	N/A ⁽¹⁾	January 9, 2024	\$0.08	N/A ⁽¹⁾	\$3,333.28
	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$4,999.98
	Restricted Share Units	16,667	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$666.68
Damian Lee Director	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$4,999.98
	Restricted Share Units	16,667	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$666.68
Steven Beeks Director	Restricted Share Units	41,666	N/A ⁽¹⁾	January 9, 2024	\$0.08	N/A ⁽¹⁾	\$3,333.28
	Restricted Share Units	83,333	N/A ⁽¹⁾	March 1, 2024	\$0.06	N/A ⁽¹⁾	\$4,999.98
	Restricted Share Units	16,667	N/A ⁽¹⁾	November 22, 2024	\$0.04	N/A ⁽¹⁾	\$666.68
Raj Mishra Director	Restricted Share Units ⁽²⁾	12,600	N/A ⁽¹⁾	December 12, 2024	N/A ⁽³⁾	N/A ⁽³⁾	\$805,014.00 ⁽³⁾

Notes:

- (1) In connection with vesting of restricted share units (“**RSUs**”) on a basis of one Common Share for each RSU.
- (2) In connection with the grant of RSUs of Chatterbox Technologies Private Limited (“**Chatterbox**”), a subsidiary of the Corporation.
- (3) The shares of Chatterbox are not publicly listed on a stock exchange or marketplace. Each share was valued at \$63.89 per share at the time of vesting being, December 12, 2024.

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, 2024:

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	37,072,905	\$0.19	15,024,547 ⁽¹⁾
	RSU Plan	17,700,003	\$0.04 ⁽²⁾	23,129,377 ⁽³⁾
Equity compensation plans not approved by securityholders		N/A	N/A	N/A
Total		54,772,908		38,153,924 ⁽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, 2024 there were 520,974,528 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, 2024, 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 36,124,944 and 23,619,458 Common Shares remain available for future issuances under the Stock Option Plan. As of the date hereof, there are 2,216,673 RSUs outstanding and 38,612,707 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. Mr. Beeks is not standing for re-election. If the management designees are elected, the Board will be composed of five (5) directors, being G. Scott Paterson, Curt Marvis, Catherine Warren, Damian Lee 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	The FUTR Corporation Verses Technologies Inc. WonderFi Technologies Inc.
Curt Marvis	NFT Technologies Inc. The FUTR Corporation
Damian Lee	Spacefy Inc.
Catherine Warren	EQ 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, 2024 and December 31, 2023, and were paid or estimated to be payable for services in this period:

	Year ended December 31, 2024	Year ended December 31, 2023
Audit Fees ⁽¹⁾	\$195,275	\$230,050
Audit Related Fees ⁽²⁾	\$4,00	\$110,150
Tax Fees ⁽³⁾	\$23,200	\$14,750
All Other Fees	Nil	Nil
Total:	\$209,700	\$354,950

Notes:

- (1) Estimated audit fees.
- (2) Audit related fees were review services procured throughout the fiscal year in 2024 and for review and prior year PCAOB audit services procured throughout the fiscal year in 2023.
- (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 13th day of June, 2025.

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)

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.
