

## QYOU MEDIA INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 28, 2017

TAKE NOTICE THAT an annual 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 600, 365 Bay Street, Toronto, Ontario, M5H 2V1, on Thursday, December 28, 2017 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation as at and for the financial year ended June 30, 2017, 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 Ernst & Young 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 and confirm, by ordinary resolution, the repeal of the existing by-laws of the Corporation and the adoption of new By-Law No. 1-A, being a by-law relating generally to the transaction of the business and affairs of the Corporation, substantially in the form set out in Schedule “A” of the accompanying information circular;
5. to consider and, if deemed advisable, approve and confirm, with or without variation, by ordinary resolution, the Corporation’s amended and restated 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**”);
6. to consider and, if deemed advisable, approve and confirm, with or without variation, by ordinary resolution of Disinterested Shareholders (as defined below), the Corporation’s amended and restated restricted share unit plan, including the reservation for issuance thereunder of all unallocated restricted share units, rights and other entitlements, in accordance with the rules of the TSXV; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Approval of the restricted share unit plan will require Disinterested Shareholder approval, being the approval of a majority of the votes cast by shareholders at the Meeting excluding Insiders and Associates of Insiders. An “Insider” includes all directors and senior officers of the Corporation and its subsidiaries and any person who beneficially owns or controls, directly or indirectly, more than 10% of the issued and outstanding common shares of the Corporation; and “Associates of Insiders” includes an Insider’s spouse, children and any relative who lives in the same residence as the Insider.

Information relating to the items described above is set forth in the accompanying Management Information Circular of the Corporation.

This year, the Corporation has determined to 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](http://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 will reduce the Corporation’s printing and mailing costs.

The Meeting Materials will be available online at [www.theqyou.com/#investors](http://www.theqyou.com/#investors) as of November 29, 2017 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.sedar.com](http://www.sedar.com). 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 by calling 1-888-221-0915. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

Only shareholders of record as of November 18, 2017, 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 in person or deposit an instrument of proxy in accordance with the instructions set forth below and in the accompanying Management Information Circular.

DATED at Toronto, Ontario this 20th day of November, 2017.

**By Order of the Board of Directors**

(signed) "*Curt Marvis*"

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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 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) not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, prior to the time of the Meeting or any adjournment thereof. 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](http://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.