

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

QYOU MEDIA INC. (the "Issuer")
200 Front Street West, Suite 2300
Toronto, ON M5V 3K2
Telephone: (416) 367-1930
E-mail : spiegel@stikeman.to

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

N/A

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting. **N/A**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input checked="" type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. **N/A**

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter. **N/A**

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

July 15, 2015 – Tranche 1

10,867,000 units - \$5,433,500 (Brokered)

6,019,530 units - \$3,009,765 (Non-Brokered)

July 20, 2015 – Tranche 2

1,740,000 units - \$870,000 (Brokered)

Item 6: Number and type of securities

For each security distributed:

Each unit is comprised of one common share, one-half (1/2) of one common share purchase warrant and one penalty warrant at a unit price of \$0.50 with a warrant exercise price of \$0.75 per share within 30 months

- state the total number of securities distributed.

Tranche 1

16,886,530 common shares, 8,443,265 common share purchase warrants and 16,886,530 penalty warrants were distributed on July 15, 2015.

Tranche 2

1,740,000 common shares. 870,000 common share purchase warrants and 1,740,000 penalty warrants were distributed on July 20, 2015.

If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

Tranche 1

Each warrant is exercisable into a common share at a price of \$0.75 per share until January 15, 2018

Tranche 2

Each warrant is exercisable into a common share at a price of \$0.75 per share until January 20, 2018.

Each penalty warrant is non-transferrable, non-separable from each unit, and is exercisable for up to two-tenths of one additional unit (each whole unit, a “Penalty Unit”) for no additional consideration, which will be deemed to be exercised if and only if: (a) in the event the Issuer is not a reporting issuer in any province or territory of Canada by November 30, 2015 (the “Qualification Deadline”), one-tenth of a Penalty Unit will be issued to the holder on December 1, 2015; (b) in the event the Corporation is not a reporting issuer in any province or territory of Canada by March 31, 2016, a further one-tenth of a Penalty Unit will be issued to the holder on April 1, 2016. For greater certainty, if the Issuer

becomes a reporting issuer in any province or territory of Canada after the Qualification Deadline and before March 31, 2016, the Penalty Units issuable shall be limited to one-tenth of a Penalty Unit on December 1, 2015.

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Accredited Investor Exemption

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the Jurisdiction (Canadian \$)
Ontario	77	\$0.50	\$6,323,240
British Columbia	9	\$0.50	\$153,000
Alberta	13	\$0.50	\$448,000
Luxembourg	1	\$0.50	\$100,000
Panama	1	\$0.50	\$300,000
Dominican Republic	1	\$0.50	\$5,000
California, U.S.A.	6	\$0.50	\$1,031,025
New York, U.S.A.	3	\$0.50	\$234,500
Massachusetts, U.S.A.	2	\$0.50	\$280,000
Connecticut, U.S.A.	1	\$0.50	\$62,500
Pennsylvania, U.S.A.	2	\$0.50	\$370,000
New Jersey, U.S.A.	1	\$0.50	\$6,000
Total number of Purchasers	117		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$9,313,265

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
JC Clark Ltd. 130 Adelaide St. W., Suite 3400 Toronto, Ontario M5H 3P5 416-361-6326		1,400,000 Units	\$700,000	Accredited Investor Exemption	2015-07-15
One E LP 2 Toronto St., 4 th Floor Toronto, Ontario M5C 2B6 416-703-3768		1,000,000 Units	\$500,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Front Street Investment Management Inc. 33 Yonge St., Suite 600 Toronto, Ontario M5E 1G4 416-915-2441		600,000 Units	\$300,000	Accredited Investor Exemption	2015-07-15
Two Cents Worth 67 South Drive Toronto, Ontario M4W 1R4 416-925-2125		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
Surge Ventures Inc. 10 Alcorn Ave., Suite 304 Toronto, Ontario M4V 3A9 416-869-6527		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
2121831 Ontario Ltd. 58 Lehman Crescent Markham, Ontario L3P 5W7 416-577-9520		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
CRM Global Capital Inc. Suite 414, Richmond Tower 100 Richmond St. W. Toronto, Ontario M5H 3K6 416-346-7660		60,000 Units	\$30,000	Accredited Investor Exemption	2015-07-15
Cedarpoint Capial Inc. 1725 25 Street SW Calgary, Alberta T3C 1J7 403-719-0978		100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
Fontaine Bleau Investments Ltd. 69 Dawlish Ave. Toronto, Ontario M4N 1H2 416-508-8493		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Whiskey Jack Creek Ltd. 9 Forest Glen Cres. Toronto, Ontario M4N 2E7 416-409-1163		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
2378083 Ontario Inc. 800-65 Queen St. W. Toronto, Ontario M5H 2M5 647-999-6520		100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
Fraser Kearney Capital Corp 130 Bloor St. W. Suite 905 Toronto, Ontario M5S 1N5 416-924-2112		50,000 Units	\$25,000	Accredited Investor Exemption	2015-07-15
Sanctum Sanctorum Inc. 3400-10180 101 St. NW Edmonton, Alberta T5J 3S4 647-202-5292		200,000 Units	\$100,000	Accredited Investor Exemption	Jul 15, 2015
Soler Consulting Inc. 162 Lake Driveway W. Ajax, Ontario L1S 4V7 905-427-4295		50,000 Units	\$25,000	Accredited Investor Exemption	Jul 15, 2015
Patstar Inc. 200-441 King St. W. Toronto, Ontario M5V 1K4 647-559-2700	I	150,000 Units	\$75,000	Accredited Investor Exemption	Jul 15, 2015
Roper Capital Corp. 47 Roxborough St. W. Toronto, Ontario M5R 1T9 416-558-2473		60,000 Units	\$30,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Bedrock Capital Corporation 3275 Dickson Cres. West Vancouver, BC V7V 2L4 604-999-9939		20,000 Units	\$10,000	Accredited Investor Exemption	2015-07-15
Triplet Management Inc. 4750 The Glen West Vancouver, BC V7S 3C3 604-913-0304		20,000 Units	\$10,000	Accredited Investor Exemption	2015-07-15
Iarm Investments Ltd. PH6, 77 Avenue Rd. Toronto, Ontario M5R 3R8 416-560-0842		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
Highland Capital Advisors Inc. 55 Walmsley Blvd. Toronto, Ontario M4V 1X7 416-371-5115		20,000 Units	\$10,000	Accredited Investor Exemption	2015-07-15
Patstar Inc. 200-441 King St. W, Toronto, Ontario M5V 1K4 647-559-2700	I	100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
1487240 Ontario Limited 152 Forest Hill Road Toronto, Ontario M5P 2M9 647-282-4164		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
1242564 Ontario Inc. 15 Gracedale Blvd. North York, Ontario M9L 2B7 416-749-7335		50,000 Units	\$25,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
2180447 Ontario Inc. 8 West Palm Crt. Toronto, Ontario M9M 1R7 416-520-9028		100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
Magal Group SA Panama Pronconsa Building, No. 1, 12 Floor Manuel Maria Icaza and 51 St. Panama +41 22 737 10 00		600,000 Units	\$300,000	Accredited Investor Exemption	2015-07-15
1701167 Ontario Limited 52 Kingsway Cres. Toronto, Ontario M8X 2R6 416-365-6029		160,000 Units	\$80,000	Accredited Investor Exemption	2015-07-15
Holiday Marketing Limited 7145 Kennedy Rd. Mississauga, Ontario L5L 3B4 905-678-2511 x227		40,000 Units	\$20,000	Accredited Investor Exemption	2015-07-15
Alkin Corporation 233 Hyman St. London, Ontario N6A 1N6 519-672-1585		50,000 Units	\$25,000	Accredited Investor Exemption	2015-07-15
Clarus Securities Inc. Exchange Tower 130 King Street West, Suite 3640 Toronto, Ontario M5X 1A9 416-343-2777	R	200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Adam Felesky Spousal Trust 2100, 444 5 th Ave. SW Calgary, Alberta T2P 2T8 403-231-4302		100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
Patstar Inc. 200-441 King St. W. Toronto, Ontario M5V 1K4 647-559-2700	I	200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
Kaplan/Wright Family Trust dated as of 01/22/01 13225 Old Oak Lane Los Angeles, CA 90049 USA 310-200-6943		129,000 Units	\$64,500	Accredited Investor Exemption	2015-07-15
The Zelnick/Belzberg Living Trust 115 East 67 th Street, Apt 9/10C New York, NY 10065 USA 212-327-2982		129,000 Units	\$64,500	Accredited Investor Exemption	2015-07-15
C.A. Delaney Capital Management Ltd. 4410-66 Wellington W. Toronto, Ontario M5K 1H1 416-361-0688		431,480 Units	\$215,740	Accredited Investor Exemption	2015-07-15
The Gordon and Dona Crawford Trust UTD 8/23/77 520 Georgian Road La Canada, CA 91011 USA 818-952-7045		1,060,000 Units	\$530,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Mark Amin Trust 957 Airole Way Bel Aire, CA 90077 USA 310-432-6900		250,000 Units	\$125,000	Accredited Investor Exemption	2015-07-15
1841104 Ontario Ltd. 7 Ormsby Cres. Toronto, Ontario M5P 2V2 416-543-8288		100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
JEC II Associates LLC 68 Mazzeo Drive Randolph, MA 02368 USA 1-617-680-6709		500,000 Units	\$250,000	Accredited Investor Exemption	2015-07-15
Pioneer Hospitality Inc. 1122 International Blvd. Suite 700 Burlington, Ontario L7L 6Z8 905-333-6010		100,000 Units	\$50,000	Accredited Investor Exemption	2015-07-15
BG Fund LP 18 King St. E. Toronto, Ontario M5C 1C4 416-750-4949		50,000 Units	\$25,000	Accredited Investor Exemption	2015-07-15
CAPIT Investment Corp. 245 Carlaw Ave #500 Toronto, Ontario M4M 2S1 416-399-0009		200,000 Units	\$100,000	Accredited Investor Exemption	2015-07-15
Muse Family Descendants Trust dated 12/31/92 Three Parkway Center, Suite 395 Pittsburgh, PA 15220 USA 412-921-1950		620,000 Units	\$310,000	Accredited Investor Exemption	2015-07-15

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
1517347 Ontario Ltd. 35 Church St., Suite 204 Toronto, Ontario M5R 1T3 647-409-5600		20,000 Units	\$10,000	Accredited Investor Exemption	2015-07-15
Lone Eagle Enterprises Inc. 39 Rowley Ave. Toronto, Ontario M4P 2T1 416-312-8546		20,000 Units	\$10,000	Accredited Investor Exemption	2015-07-15
Rierson Family Trust u/t/d dated 10/13/04 2140 Canyon Drive Los Angeles, CA 90068 USA 1-818-235-3239		259,050 Units	\$129,525	Accredited Investor Exemption	2015-07-15

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Number and type of securities issued	Securities Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
Clarus Securities Inc. Exchange Tower, 130 King St. W. Suite 3640, P.O. Box 38 Toronto, ON M5X 1A9	\$165,147.50	256,940 Compensation Options	\$0.75	Jul 15, 2015	\$165,147.50
	\$30,450.00	42,800 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$30,450.00
Cormark Securities Inc. Suite 2800, South Tower 200 Bay Street Royal Bank Plaza Toronto, ON M5J 2J2	\$66,059.00	104,056 Compensation Options	\$0.75	Jul 15, 2015	\$66,059.00
	\$12,180.00	13,920 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$12,180.00
Dundee Securities Ltd. 1 Adelaide St. E., Suite 2400 Toronto, ON M5C 2V9	\$0	10,640 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0
Primary Capital Inc. Suite 2110, P.O. Box 91 Exchange Tower 130 King St. W. Toronto, ON M5X 1B1	\$66,059.00	80,428 Compensation Options	\$0.75	Jul 15, 2015	\$66,059.00
	\$12,180.00	13,920 Compensation Options		Jul 20, 2015 Accredited Investor Exemption	\$12,180.00
Haywood Securities Inc. 700-200 Burrard St. Vancouver, BC V6C 3L6	\$0	24,400 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0
BMO Nesbitt Burns Inc. 1 First Canadian Place 3 rd Floor Podium Toronto, ON M5X 1H3	\$0	4,000 Compensation Options	\$0.75	Jul 15, 2015	\$0
	\$0	36,000 Compensation Options	\$0.75	July 20, 2015 Accredited Investor Exemption	\$0
CIBC World Markets 22 Front St. W. 4 th Floor Toronto, ON M5J 2W5	\$0	16,000 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0

	Compensation paid or to be paid (cash and/or securities)				
Full name and address of the person being compensated	Cash (Canadian \$)		Securities		Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir St. Vancouver, BC V7Y 1J5	\$0	4,000 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0
Macquarie Capital Markets Canada Ltd. 483 Bay St., Suite 200 Toronto, ON M5G 2N7	\$0	6,000 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0
GMP Securities L.P. 145 King St. W., Suite 300 Toronto, ON M5H 1J8	\$0	48,800 Compensation Options	\$0.75	Jul 15, 2015	\$0
	\$0	4,000 Compensation Options	\$0.75	July 20, 2015 Accredited Investor Exemption	\$0
Mackie Research Capital Corporation 199 Bay St., Suite 4500 Commerce Court West Toronto, ON M5L 1G2	\$0	28,840 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0
Industrial Alliance Securities Inc. 2200 McGill College Ave., Suite 350 Montreal, QC, H3A 3P8	\$0	8,000 Compensation Options	\$0.75	Jul 15, 2015	\$0
	\$0	9,200 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$0
Dominick & Dominick LLC 50 East 52nd Street, 3 rd Floor New York, NY 10022	\$0	4,000 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0
RBC Dominion Securities Inc. P.O. Box 50 Royal Bank Plaza Toronto, ON M5J 2W7	\$0	2,000 Compensation Options	\$0.75	Jul 15, 2015 Accredited Investor Exemption	\$0

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Number and type of securities issued	Securities Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
Canaccord Genuity Corp. 2200 – 609 Granville St. Vancouver, BC V7Y 1H2	\$0	18,800 Compensation Options	\$0.75	Jul 15, 2015	\$0
	\$0	2,000 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$0
Powerone Capital Markets Limited The Exchange Tower 130 King Street West, Suite 2210 Toronto, ON M5X 1E4	\$33,029.50	138,056 Compensation Options	\$0.75	Jul 15, 2015	\$33,029.50
	\$6,090.00	6,960 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$6,090.00
Beacon Securities Limited 66 Wellington St. W. Suite 4050 Toronto, ON M5K 1H1	\$0	2,400 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$0
Investor Company 77 Bloor St. W., 3 rd Floor (Cage) P.O. Box 5999, Station F Toronto, ON M4Y 2T1	\$0	8,000 Compensation Options	\$0.75	Jul 20, 2015 Accredited Investor Exemption	\$0
TOTAL	\$391,195.00	894,160 Compensation Options			\$391,195.00

Note: Each Compensation Option entitles the holder to subscribe for and purchase one fully paid and non-assessable unit. Each unit is comprised of one common share, one-half of one common share purchase warrant and one penalty warrant. Each purchase warrant is exercisable at an exercise price of \$0.75 at any time before 5:00 PM (Toronto time) on the date that is 30 months following the applicable closing date. Each penalty warrant is non-transferrable, non-separable from each unit, and is exercisable for up to two-tenths of one additional unit (each whole unit, a “Penalty Unit”) for no additional consideration, which will be deemed to be exercised if and only if: (a) in the event the Issuer is not a reporting issuer in any province or territory of Canada by November 30, 2015 (the “Qualification Deadline”), one-tenth of a Penalty Unit will be issued to the holder on December 1, 2015; (b) in the event the Issuer is not a reporting issuer in any province or territory of Canada by

March 31, 2016, a further one-tenth of a Penalty Unit will be issued to the holder on April 1, 2016. For greater certainty, if the Issuer becomes a reporting issuer in any province or territory of Canada after the Qualification Deadline and before March 31, 2016, the Penalty Units issuable shall be limited to one-tenth of a Penalty Unit on December 1, 2015.

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: July 24, 2015

QYOU MEDIA INC.

Name of [issuer/underwriter] (please print)

G. Scott Paterson, Director, 416-917-1964

Print name, title and telephone number of person signing

(Signed) "G. Scott Paterson"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.

3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).