

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Media Central Corporation Inc. (the "Issuer").

Trading Symbol: FLYY

Number of Outstanding Listed Securities: 338,325,802

Date: November 05, 2020

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

On October 1, 2020 the Issuer announced that they have entered into an affiliate partnership with the well-known waterproof Canadian footwear company, Vessi. The partnership will be featured on the digital platforms of MediaCentral's leading NOW Magazine ("NOW"), and the Georgia Straight ("Straight"). Similar to the previously announced partnership with online gaming site, Spreads, editors from each outlet will produce engaging sponsored content that will drive potential consumers to Vessi's website via in-text links, banner ads and emails.

Vessi is a Vancouver-based Canadian waterproof sneaker company that launched in 2018. In April of this year Vessi introduced the Vessi Community Fund, a fund giving away \$1,000 for 10 days to everyday heroes who are looking to make a difference through small acts of kindness within their community. As a direct result, Vessi tripled their sales during that quarter and expects to hit one million customers by the end of 2020³. MediaCentral will leverage its audience of 6.5 million readers through engaging and relevant content, driving readers to purchase from Vessi via affiliate links.

Statista reported that the global footwear market in 2020 is estimated to be worth \$365.5 billion USD and is "forecast[ed] to reach about 530.3 billion U.S. dollars by 2027"¹. MediaCentral recognizes the footwear industry in Canada is an increasingly large market and as fashion trends continue to favour athleisure sneakers, saw an opportunistic partnership in Vessi. According to Statista the footwear market in Canada is estimated at \$8,637m in 2020 and is expected to grow annually by 4.0 per cent (CAGR 2020-2025)⁴.

As noted in the recent Spreads release, the affiliate marketing sector is worth 12 billion dollars and continues to be one of the largest sources of online ecommerce income with 94 per cent of publishers engaging with more than one affiliate partner at a time². The Company continues to build their affiliate marketing partnerships, seeking brands that align to MediaCentral's audience of 6.5 million. Through its Vessi partnership, MediaCentral will generate revenue in the form of commission on completed sales from users that are delivered to their websites.

The Vessi partnership adds to MediaCentrals affiliate agreements with Spreads, Tia Health, iMD Health, and Wineonline.ca. MediaCentral and its subsidiaries remain committed to providing its engaged audience of 6.5 million with up to the minute reporting on local news, arts, entertainment, and cultural coverage from an editorial perspective. MediaCentral carefully selects its partners ensuring principles align and that its readers will gain value from the promotion. All sponsored content is marked as such and upholds to the highest level of journalistic integrity.

On October 2, 2020 the issuer announced that on October 1, 2020, the Company has entered into a non-binding letter of intent ("LOI") to acquire Varipay Inc. ("VP" or "Varipay"). The LOI represents a strategic

acquisition to boost MediaCentral's aggressive eCommerce initiative bolstering sales and marketing synergies across all digital platforms.

Varipay is a digital payment processing company with established clients in industries such as Pharmaceuticals, Nutraceuticals, Cannabis and CBD, Healthcare and Media. Varipay currently offers ecommerce integration, POS retail processing and virtual terminals to its merchants. Varipay is expected to launch its mobile app in Q4 2020. The mobile app will provide customers with peer to peer funds transfer capabilities with full integration into retail environments and ecommerce websites. In F2019, Varipay processed \$15.56-million in transactions generating total revenue of \$1.65-million and \$27K EBITDA. For the six months ended June 30, 2020, VP processed \$9.50-million in transactions generating revenue of \$1.23-million, compared to \$5.16M and \$438K, respectively, in the first half of 2019. Resulting year over year growth was 83.9% in transaction volumes and 127% growth in revenue. During the same six-month period Varipay achieved EBITDA of \$193K compared to an EBITDA loss of \$144K in 2019.

MediaCentral expects to integrate Varipay into its eCommerce platforms and popular digital media sites which include: Toronto's Now Magazine, Vancouver's Georgia Straight, CannCentral.com and ECentralSports.com.

MediaCentral and Varipay will work to entering into a definitive agreement within 30 days subject to completion of mutual due diligence, a comprehensive business valuation report of Varipay, financial audit of Varipay, regulatory approvals, and consent from certain of MediaCentral's significant shareholders. It is expected that the acquisition will be by way of a share exchange which will result in Varipay becoming a wholly-owned subsidiary of MediaCentral. Based on the projected twenty-day volume weighted average price of the Company's stock, on closing, MediaCentral is expected issue approximately 200,000,000 shares to the shareholders of Varipay in exchange for their shares in Varipay.

On the successful closing of the transaction, the shareholders of Varipay will nominate two individuals to join MediaCentral's Board of Directors. A finder's fee of up to 6% of the value of the transaction may be payable following the closing of the acquisition.

On October 15, 2020 the Issuer announced that it has received a request from certain minority shareholders to hold a special meeting of shareholders pursuant to subsection 105(1) of the Business Corporations Act (Ontario) (the "Meeting"). The stated intention of the Meeting is to replace the Company's current Board of Directors. MediaCentral is currently reviewing the requisition and will update all shareholders as required. There was no action for shareholders to take at this time.

On October 16, 2020 the Issuer announced that on October 13, 2020, the Company and Varipay Inc. ("VP" or "Varipay") have mutually agreed to not proceed with the Letter of Intent ("LOI") as press released on October 2, 2020 ([See Press Release Dated October 2nd, 2020](#)). The LOI contained a number of conditions that MediaCentral and Varipay had agreed to. The Company was informed that certain conditions would not be met leading to the mutual termination of the proposed transaction.

On October 20, 2020 the Issuer announced that it has expanded its existing partnership with [iMD Health Global](#) ("iMD") to provide readers of the Company's publications [NOW Magazine](#) ("NOW"), the [Georgia Straight](#) ("the Straight") and [Canncentral.com](#) ("Canncentral") with informative, reliable and up-to-date health information. The new branded content partnership will provide an additional source of revenue for the Company as it continues to grow its affiliate and branded content derived revenue sources.

According to HubSpot, 70 per cent of marketers are actively investing in content marketing¹ with 56 per cent of businesses reporting that they want to increase their spending in this sector². Effective October 8, 2020, new co-branded spaces in partnership with iMD appeared on [NOW](#), and will soon be implemented on the Straight and Canncentral platforms. These spaces will provide health brands the opportunity to offer expert insights into the latest health and wellness issues through intelligent and well-executed branded content. The revenue from brand partners will provide the Company with the resources to leverage more elaborate production techniques, secure high-profile contributors and be more prolific, ultimately benefiting the reader.

iMD is a global award-winning digital health company that seeks to create happier, healthier and better-informed patients by equipping people with the information they need when and where they need it. iMD offers a robust digital library of health education resources and tools, including over 80,000 patient-friendly images, booklets, factsheets, and videos featuring vetted information from over 60 Canadian health associations, product manufacturers and the world renowned Mayo Clinic. The extensive materials cover more than 2,100 common medical ailments and procedures. iMD will tap into its extensive database to drive partnerships to this new offering.

While MediaCentral continues to introduce alternative ways to monetize and sustain its media brands through new models of advertising, ecommerce, affiliate partnerships and branded content partnerships, the Company remains committed to providing its 6.5 million audience with up to the minute reporting on local news, alternative perspectives, entertainment and cultural coverage from an editorial perspective.

On October 29, 2020 the Issuer announced the date for a Special Meeting of Shareholders (the "Meeting") as December 30, 2020.

Following receipt of a shareholder requisition for a special meeting ([See press release dated October 15, 2020](#)), the Company has directed its transfer agent to file a Notice of Record and Meeting Dates with the relevant regulators and the Canadian Securities Exchange.

Record Date: November 25, 2020

Meeting Date: December 30, 2020

The Company worked in the most expeditious manner possible to schedule this Meeting, after the Board of Directors took the necessary time to review the requisition materials and to consult with a variety of stakeholders including shareholders who reached out to the Company to express their concerns with the actions of the dissident shareholders. The Company is grateful for the support expressed for the current leadership.

The actions taken by a small group of dissident shareholders have created, and continue to create, an unnecessary distraction from managing the day-to-day business of MediaCentral, especially during a pandemic, which began affecting MediaCentral within mere months of its launch. These same actions further needlessly serve to undermine the Company's underlying business and the tremendous potential upon which Management has been striving to capitalize – to the benefit of ALL shareholders.

In the interim, management will continue its work to build upon the developmental success that was detailed in the Company's open letter to shareholders ([See press release dated June 9, 2020](#))

2. Provide a general overview and discussion of the activities of management.

In addition to the activities described above, management has been working to offset the impact that the COVID-19 Global Pandemic has had on its sales, which were estimated to be a reduction of approximately 85% from its typical pre-COVID-19 run rate, and workforce, which began affecting the Company on or about the week of March 13, 2020 as a state of emergency was declared in Canada.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

n/a

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.
n/a
5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.
None other than noted above. The relationship noted above with with an arms length, non related party
6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.
n/a
7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.
n/a
8. Describe the acquisition of new customers or loss of customers.
The Company is a publisher and derives its revenues almost entirely from print and digital advertising, where customers are both acquired and lost weekly and monthly.
9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.
n/a
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.
The Company and two of its wholly owned subsidiaries: NOW Central Communications and the Vancouver Free Press had laid off or have effected a 10% - 20% cut in hours, to 38 employees as a result of the COVID-19 Global Pandemic's impact on the Company's consolidated sales, as reported in March 2020. The Company has recalled a number of employees to the Vancour Free Press, with 4 refusing a return.
11. Report on any labour disputes and resolutions of those disputes if applicable.
n/a
12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

n/a

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

The Issuer has made an interest payment to its bondholders, further to the terms of the convertible debenture financing which closed, and was previously reported, in February 2020.

The Issuer was advanced an unsecured convertible \$70,000 loan, with a one year term, that bears interest at 10% per annum. The payee shall have the right, at its option, at any time on fifteen (15) days prior written notice to the issuer and within three (3) months from date of the promissory note to oblige the Issuer to convert the funds, in whole, into common shares of the Issuer at the rate of: one (1) common share for each \$0.035 of the funds advanced. Any conversion and/or issuance of securities associated with the promissory shall comply with the provisions of the Securities Act (Ontario) or such other regulatory authority having jurisdiction. The loan may be repaid by the Issuer at any time. The loan has been advanced from an unrelated, arms length third party.

14. Provide details of any securities issued and options or warrants granted.

n/a

15. Provide details of any loans to or by Related Persons.

n/a

16. Provide details of any changes in directors, officers or committee members.

n/a

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The Company is a publisher and derives its revenues almost entirely from print and digital advertising which market has been and continues to be in a constant state of flux. The effects of the COVID-19 Global Pandemic have negatively affected the Company's sales to approximately 85% of its pre-COVID-19 run rate, and cash flows, and are expected to until the COVID-19 Global Pandemic materially and permanently abates.

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated November 5, 2020.

Brian Kalish

Name of Director or Senior Officer

"signed"

Signature

CEO and Director

Official Capacity

Issuer Details Name of Issuer Media Central Corporation Inc.	For Month End October 2020	Date of Report YY/MM/D 2020/11/05
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