

**Form 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

HeyBryan Media Inc. (the “**Issuer**”)
501-318 Homer Street
Vancouver, BC V6B 2V2

Item 2: Date of Material Change

May 26 and June 2, 2020.

Item 3: News Release

The May 26th and June 2nd news releases were disseminated through Stockwatch and Market News, and filed on SEDAR (www.sedar.com). Copies of the news releases are attached as Schedule “A” hereto.

Item 4: Summary of Material Change

On May 26, 2020, the Issuer announces that it had issued various units pursuant to the original purchase contract between the Issuer and the vendors of two companies which originally held the Company’s technology and intellectual property (the “**Acquisition**”). The Issuer also completed certain debt-to-equity conversions to settle certain indebtedness.

On June 2, 2020, the Issuer announced that it intends to postpone the filing of its first quarter consolidated interim financial statements, accompanying management’s discussion and analysis, and the related CEO and CFO certifications for the three months ended March 31, 2020, which are required to be filed by June 1, 2020, under Sections 4.3 and 4.4 of National Instrument 51-102 - *Continuous Disclosure Obligations*.

Item 5: Full Description of Material Change

Please see Schedule “A” attached hereto.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

Lance Montgomery, President & CEO
Phone: 778-928-7708

Email: lance@heybryan.com

Item 9: Date of Report

June 4, 2020

SCHEDULE "A"

HeyBryan Announces Shares Issuances and Debt Conversions

May 26, 2020 – Vancouver, BC: HeyBryan Media Inc. (CSE:HEY) (OTCQB:HEYBF) ("HeyBryan" or the "Company"), the creator of the HeyBryan app that connects home-maintenance Experts to homeowners for help with small tasks around the home, announces that it has issued various units pursuant to the original purchase contract between the Company and the vendors of two companies which originally held the Company's technology and intellectual property (the "**Acquisition**"). HeyBryan has also completed certain debt-to-equity conversions to settle certain indebtedness of the Company.

In connection with the Acquisition, the Company was required to pay additional consideration of \$200,000 cash and 1,600,000 units (the "**Consideration Units**") if the Company was unable to list on a Canadian stock exchange within a specific timeframe following the completion of the Acquisition and the delivery of related financial information. The Company was listed in October 2019, which did not meet the deadline to avoid payment of the additional consideration. The Company issued 1,600,000 Consideration Units at a deemed price of \$0.50 per Unit, each Unit consisting of one common share of the Company (each, a "**Share**"), and one common share purchase warrant (each, a "**Consideration Warrant**"). Each Consideration Warrant is exercisable into one additional Share at a price of \$1.00 per Share until September 28, 2020. The vendors also agreed to accept the \$200,000 of additional cash consideration as units, and the Company has issued 4,000,000 units (the "**Additional Units**") in satisfaction of this obligation. Each Additional Unit, issued at a deemed price of \$0.05 per Additional Unit, consists of one Share and one common share purchase warrant (each, a "**Additional Warrant**"). Each Additional Warrant is exercisable into one additional Share at a price of \$0.075 per Share until May 7, 2022.

The Company has also issued a total of 748,195 units (the "**Settlement Units**") in connection with debt-to-equity conversions of existing indebtedness. Each Settlement Unit was issued at a deemed price of \$0.05 and consists of one Share and one common share purchase warrant (each, a "**Settlement Warrant**"). Each Settlement Warrant is exercisable into one additional Share at a price of \$0.075 per Share until May 7, 2020. The debt settlements were conducted with three arms-length service providers, and one former employee.

The securities issued under both financings, and the Shares that may be issuable on exercise of the Warrants, are subject to a statutory four-month and one-day hold period.

ON BEHALF OF HEYBRYAN MEDIA INC.

Lance Montgomery

CEO, President & Director

About HeyBryan Media Inc.:

HeyBryan Media is a crowdsourcing app offering a free seamless way for customers to connect with trusted and vetted Experts for everyday home-maintenance needs. Founded in 2018, the app is named after Canadian HGTV personality and one of the country's most trusted contractors, Bryan Baeumler. Payments are processed through the HeyBryan app, eliminating the need for any in-person money exchange. Every Expert is background checked and credit checked to ensure a safe and secure experience for consumers. Typical tasks booked include handyman services, cleaning, mounting and installation, furniture assembly, plumbing, painting, cleaning, lawn and yard maintenance, and more. HeyBryan accommodates busy schedules by allowing the independent workforce and consumers to communicate and work together.

Investor Relations Contacts:

Lance Montgomery, President & CEO
778-928-7708
lance@heybryan.com

The Canadian Securities Exchange has not reviewed, approved or disapproved the contents of this news release.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking information and statements (collectively, "forward-looking statements") under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon a number of estimates, forecasts, beliefs and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such risks, uncertainties and factors include, but are not limited to: risks related to the development, testing, licensing, intellectual property protection, and sale of, and demand for, the HeyBryan App and the services offered thereby, the impact of the COVID-19 pandemic on demand for our services and our ability to access capital markets, general business, economic, competitive, political and social uncertainties, delay or failure to receive board or regulatory approvals where applicable, and the state of the capital markets. HeyBryan cautions readers not to place undue reliance on forward-looking statements provided by HeyBryan, as such forward-looking statements are not a guarantee of future results or performance and actual results may differ materially. The forward-looking statements contained in this press release are made as of the date of this press release, and HeyBryan expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.

This news release is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States or to or for the account or benefit of U.S. persons (as such terms are defined in Regulation S under the United States Securities Act of 1933, as

amended (the "U.S. Securities Act")), absent registration or an exemption from registration. The securities offered have not been and will not be registered under the U.S. Securities Act or any state securities laws and, therefore, may not be offered for sale in the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

HeyBryan to Postpone Reporting 1st Quarter Financial Results Due to COVID-19 Related Delays

Vancouver, British Columbia – June 2, 2020: HEYBRYAN MEDIA INC. (CSE: HEY) (“HeyBryan” or the “Company”), the creator of the HeyBryan app that connects home-maintenance Experts to homeowners for help with small tasks around the home, announces due to the COVID-19 pandemic, the Company intends to postpone the filing of its first quarter consolidated interim financial statements, accompanying management’s discussion and analysis, and the related CEO and CFO certifications for the three months ended March 31, 2020, which are required to be filed by June 1, 2020, under Sections 4.3 and 4.4 of National Instrument 51-102 - *Continuous Disclosure Obligations* (collectively, the “Quarterly Filings”).

On March 18, 2020, the Canadian Securities Administrators (CSA) announced that they would provide issuers with a 45-day filing extension for filings required on or before June 1, 2020, to allow issuers the time needed to focus on the many other business and financial reporting implications of the COVID- 19 pandemic.

The Company will rely on this exemption with respect to the Quarterly Filings in accordance with BC Instrument 51-515 - *Temporary Exemption from Certain Corporate Finance Requirements*. The Company is continuing to work diligently and expeditiously to file the Quarterly Filings and currently expects them to be filed on or prior to the extended filing deadline of July 16, 2020.

Until such time as the Quarterly Filings are filed, the Company's management and other insiders of HeyBryan are subject to a trading black-out that reflects the principles in section 9 of National Policy 11-207.

Recent global events pertaining to COVID-19 have impacted the Company, its employees and its directors’ ability to rely on timely information in relation to its financial reporting obligations, to meet to approve its financial statements and management discussion and analysis. As always, ensuring a safe and healthy working environment for our employees, customers and Experts remains a primary focus for HeyBryan and we continue to promote precautionary health and safety measures for all three of these groups.

The Company confirms there have been no undisclosed material business developments since the filing of the Company’s unaudited interim financial statements and associated management’s discussion and analysis for the three and nine month periods ended September 30, 2019 that have not been otherwise disclosed by the Company by way of news release.

About HeyBryan Media Inc.

HeyBryan Media (CSE: HEY) is a peer-to-peer marketplace app offering a friendly and seamless way for customers to connect with trusted and vetted Experts for everyday home-maintenance needs. Founded in 2018, the app is named after Canadian HGTV personality and one of the country’s most trusted contractors, Bryan Baeumler.

Payments are processed through the HeyBryan app, eliminating the need for any in-person money exchange. Every Expert is background checked and credit checked to ensure a safe and secure experience for consumers. Typical tasks booked include handyman services, mounting or installation, furniture assembly, plumbing, painting, cleaning, lawn and yard maintenance, and more. HeyBryan accommodates busy schedules by allowing the independent workforce

and consumers to communicate and work together. It's about real experts doing real work for real people.

Investor Relations Contacts:

Lance Montgomery, President & CEO

604-240-8192

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Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking information and statements (collectively, "forward-looking statements") under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon a number of estimates, forecasts, beliefs and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such risks, uncertainties and factors include, but are not limited to: risks related to the development, testing, licensing, intellectual property protection, and sale of, and demand for, the HeyBryan App and the services offered thereby, general business, economic, competitive, political and social uncertainties, delay or failure to receive board or regulatory approvals where applicable, and the state of the capital markets. HeyBryan cautions readers not to place undue reliance on forward-looking statements provided by HeyBryan, as such forward-looking statements are not a guarantee of future results or performance and actual results may differ materially. The forward-looking statements contained in this press release are made as of the date of this press release, and HeyBryan expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.