

**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**

February 14, February 18, February 25 and March 3, 2020.

**Item 3: News Release**

The news releases were issued and disseminated on February 14, February 18, February 25 and March 3, 2020 through NewsFile and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news releases are attached as Schedule "A" hereto.

**Item 4: Summary of Material Change**

On February 14, 2020, the Issuer announced that the outstanding principal of a convertible debenture of \$250,000, plus interest of \$17,500, had been extinguished through the issuance of units at a price of \$0.098 per unit. On February 18, 2020, the Issuer announced that its common shares had been listed on the Frankfurt Stock Exchange under the trading symbol "9HB". On February 25, 2020, the Issuer announced that all resolutions presented at its Annual General Meeting were approved by the shareholders and that there had been some changes to its board of directors. On March 3, 2020, the Issuer announced the addition of four new task types to its service offering.

**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](mailto:lance@heybryan.com)

**Item 9: Date of Report**

March 3, 2020

## SCHEDULE "A"

# HeyBryan Announces Issuance of Restricted Units to Settle Convertible Debenture

**February 14, 2020 – Vancouver, BC: HeyBryan Media Inc. (CSE:HEY) (OTCQB:HEYBF)**, the creator of the HeyBryan app that connects home-maintenance Experts to homeowners for help with small tasks around the home, announces that today the outstanding principal of the company's convertible debenture of \$250,000 dated July 4, 2019 plus interest of \$17,500 has been extinguished through the issuance of units at a price of \$0.098 per unit. Each unit is comprised of one common share and one common share purchase warrant entitling the holder to purchase one common share in the company at a price of \$0.12 per share for a period of 24 months from the date of issuance.

The securities issued pursuant to the convertible debenture settlement, including the common shares and warrants underlying the units, and the warrant shares underlying the warrants, are subject to a statutory four-month and one-day hold period.

The company also announced it intends to complete a non-brokered private placement for proceeds of \$300,000, subject to increase as determined by the company, through the issuance of units at a price of \$0.085 per unit. Each unit will consist of one common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of the company at an exercise price of \$0.12 per common share for a period of 24 months from the date of issuance. The securities issued pursuant to the private placement, including the common shares and warrants underlying the units, and the warrant shares underlying 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, 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 Announces German Listing

**February 18, 2020 – Vancouver, BC: HeyBryan Media Inc. (CSE:HEY) (OTCQB:HEYBF) (FSE:9HB)**, the creator of the HeyBryan app that connects home-maintenance experts to homeowners for help with small tasks around the home, is pleased to announce that HeyBryan’s common shares have been listed on the Frankfurt Stock Exchange under the trading symbol “**9HB**”. HeyBryan is also now quoted on OTC Markets under the symbol “**HEYBF**”. The company’s common shares continue to be listed on the Canadian Securities Exchange (“**CSE**”) under the trading symbol “**HEY**”.

“HeyBryan is pursuing an aggressive growth strategy,” says Hey Bryan CEO Lance Montgomery. “Listing on the Frankfurt Stock Exchange and trading on the OTC Markets will allow us to grow our shareholder base throughout Europe and the U.S.”

The Frankfurt Stock Exchange is one of the world’s largest trading centres for securities. It is the largest of Germany’s seven stock exchanges and it is an international trading centre, which is reflected in the structure of its participants. Of the approximately 200 market participants, roughly 50% are from countries other than Germany.

ON BEHALF OF HEYBRYAN MEDIA INC.

Lance Montgomery  
CEO, President & Director

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# HeyBryan AGM Resolutions Passed, Board Welcomes New Directors

**Vancouver, British Columbia – February 25, 2020:** HEYBRYAN MEDIA INC. (CSE:HEY) (OTCQB:HEYBF) (FSE:9HB) (“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 all resolutions presented at the Company’s Annual General Meeting held on February 21, 2020 were approved by the shareholders of the Company.

The directors elected to return and serve for the ensuing year are Lance Montgomery, Michael Stulp and Spiros Margaris. Two new directors elected to the board are Rita Theil and Lianne Hannaway. Penny White did not stand for re-election as a director but continues to work with the Company as a consultant.

Rita Theil is a highly experienced investment banking executive with substantial board experience. Ms. Theil started her professional career as a lawyer with Davies Ward Phillips & Vineberg LLP in Toronto, before relocating to London, United Kingdom where she held a variety of investment banking roles at Dresdner Kleinwort and Citigroup. Ms. Theil has almost 30 years experience in both private and public companies, including with Scottish Water plc, Sierra Geothermal Corp., Threshold Power Trust, Global Water Resources, Allstate Insurance Company of Canada and NewGen Asset Management. Ms. Theil holds a Bachelor of Social Science, an LLB and an MBA; all from the University of Ottawa.

Lianne Hannaway is an experienced financial and accounting executive, After working at KPMG LLP Ms. Hannaway joined the TMX Group, which owns Canada's most prominent financial exchanges, where she held a variety of senior roles including acting as CFO for Shorcan-TMX (a subsidiary), and as Corporate Controller and Finance Director, Capital Markets, and then Managing Director, Business Finance and Controller for TMX Group. She previously served as a Member on the Board of Governors for Humber College. She has extensive experience advising on diversity issues, financial transformation at the corporate level and cross-functional collaboration in complex environments. Ms. Hannaway holds an Honours Bachelor of Mathematics and Master of Accounting, both from the University of Waterloo.

Mike Stulp, a director of HeyBryan since 2018, has over 15 years of experience in financial management and is currently the CFO of the Baeumler Group of Companies, overseeing Baeumler production and distribution for the Bryan Baeumler television shows in over 30 countries. Mr. Stulp holds an honors Bachelor degree in Business Administration from the University of Guelph-Humber.

Spiros Margaris, a director of HeyBryan since 2018, is a thought leader in the FinTech, blockchain and InsurTech industries, and was ranked No. 1 global influencer by Analytica across all three categories. He is a frequent speaker at international FinTech and InsurTech conferences and publishes articles on innovation and thought leadership.

Mr. Margaris has over 25 years of extensive financial experience in investment management and financial statement analysis and is the Founder of Margaris Ventures, a venture capitalist and advisory firm. Mr. Margaris holds an MBA from the University of Toronto.

Lance Montgomery, a director and President and CEO of HeyBryan, has spent over 15 years building organizations from early stage to acquisition. He has led multiple agency teams serving global brands across the continent and signing clients such as Keurig, 7-11 and Prana. In his latest role he led a full service agency that supported the largest Telco in Canada. Mr. Montgomery also has a significant technology industry background with end-to-end marketing & sales experience and success building top-tier technology teams. He was Managing Director at Cossette Inc, a marketing and advertising firm, Managing Director at Idea Rebel Interactive Inc., and Vice President of Business Development at MediaValet Inc., a digital asset management company. He has been involved in numerous app builds, such as BMW, Converse, infinity, Wiiv, and the 7-11 rewards app.

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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.

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# HeyBryan Adds Four New Task Types

**Vancouver, British Columbia – March 3, 2020:** 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, is excited to announce the addition of four new task types to its service offering.

The four new task types include:

- Yard work
- Power-washing
- Window cleaning
- Garage door repair

These services enhance an already robust list of offerings available on the HeyBryan app that includes cleaning, painting, lawn maintenance and more. The app was created in partnership with HGTV celebrity Bryan Baeumler to service a major need in the market - small tasks around the home.

HeyBryan’s service expansion is expected to deliver a boost to the number of new users and new task bookings, while also increasing the loyalty of current app users by providing them with an expanded list of options from which to choose. This could also help to attract new experts by providing a market for a broader range of skill sets.

**Lance Montgomery, CEO of HeyBryan,** says: “We are very excited to add these new task types to the app - and just in time for spring cleaning. We are getting to a stage where our customers are starting to ask us: *what can’t these experts do?* This is yet another step for our team as we continue to provide the market with necessary home services.”

HeyBryan is currently available in Toronto, Vancouver and Calgary on both Apple and Android devices.

ON BEHALF OF HEYBRYAN MEDIA INC.

Lance Montgomery  
CEO, President & Director

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