

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

ITEM 1 Name and Address of Company:

Moovly Media Inc.
302 – 1620 West 8th Avenue
Vancouver, BC V6J 1V4

ITEM 2 Date of Material Change:

June 29, 2017

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on June 26, 2017.

ITEM 4 Summary of Material Change:

Moovly Media Inc. (the "**Company**") announces that it has completed its previously announced non-brokered private placement of units (each, a "**Unit**"). The Company issued 17,333,333 Units for gross proceeds of \$2,600,000. Each Unit is comprised of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase a Common Share at a price of \$0.25 per share for a period of one year from the date of issuance. An insider of the Company participated in the private placement and acquired 200,000 Units. All of the securities issued under the private placement will be subject to a four month resale restriction. The completion of the proposed private placement remains subject to the final approval of the TSX Venture Exchange.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

5.2 – Disclosure for Restructuring Transactions:

Not applicable.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

No material information has been omitted from this material change report on the basis that it is confidential information.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Brendon Grunewald, CEO
Telephone: (604) 639-4457

ITEM 9 Date of Report:

DATED as of June 29, 2017.

MOOVLY MEDIA ANNOUNCES COMPLETION OF PRIVATE PLACEMENT

Vancouver, British Columbia – June 26, 2017 – Moovly Media Inc. ("**Moovly**" or the "**Company**") (TSXV: MVY) announces that it has completed its previously announced non-brokered private placement of units (each, a "**Unit**"). The Company issued 17,333,333 Units for gross proceeds of \$2,600,000. Each Unit is comprised of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase a Common Share at a price of \$0.25 per share for a period of one year from the date of issuance. An insider of the Company participated in the private placement and acquired 200,000 Units. All of the securities issued under the private placement will be subject to a four month resale restriction. The completion of the proposed private placement remains subject to the final approval of the TSX Venture Exchange.

The Company plans to use the gross proceeds of the private placement as follows:

Use of Proceeds	(\$)
Sales & Marketing	1,000,000
Product development	500,000
General working capital	1,100,000
TOTAL	2,600,000

Although the Company intends to use the proceeds of the offering as described above, the actual allocation of net proceeds may vary from the uses set forth above, depending on future operations or unforeseen events of opportunities.

About Moovly

Moovly is a leading content blending* company with a suite of products and services for video content creation. Moovly solutions include a feature and asset rich editor called Moovly Studio for manually making content, video generators called Moovly Bots which automatically creating content based on templates and client data and a mobile app for capturing and presenting content on the go. Moovly Studio differentiates itself from its competitors in three critical dimensions: technological leadership, superior digital asset libraries, and flexible third party integration capability, thus providing users with everything they need to create content within one platform.

Moovly is affordable, intuitive and simple to use thus making it the leading choice to create great promotional or explainer videos, engaging presentations, interactive infographics and communications materials for businesses of any size, educational, government and non-profit organizations. Moovly's certified security and privacy standards meet government, financial service and large enterprise requirements. At the same time, its ease of use, democratic pricing and social media integration make Moovly suitable for small businesses, entrepreneurs, freelancers and consumers alike.

Moovly Bots are easily customizable web applications suitable for agencies, brands and large membership organizations seeking to automate, customize and mass personalize engaging video based communications to their users, clients, fans, followers or members.

*Content blending is the process of combining a broad variety of media types (video, illustration, animation, sounds, music) from (Moovly) stock and own content sources while being able to customize, modify and create content thus resulting in totally new and unique content creations.

As of the date of this press release, there is no material fact or material change related to the Company which has not been generally disclosed. For additional information regarding Moovly, please refer to its website at www.moovly.com.

For further information please contact:

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Reader Advisory

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this news release contains forward looking statements and information with respect to the proposed use of the net proceeds and the approval of the TSX Venture Exchange. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because the Company can give no assurance that they will prove to be correct.

By its nature, such forward-looking information is subject to various risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed. These risks and uncertainties, include, but are not limited to, the failure of Moovly to continue to commercialize its products or demand for its products decreases or disappears. Other risk factors are set forth in detail in the Company's Management Information Circular dated March 30, 2016 which is available for review under the Company's corporate profile at www.sedar.com. Some other risks and factors that could cause the results to differ materially from those expressed in the forward-looking information also include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, unanticipated operating events; failure to obtain any necessary third party consents and approvals, if and when required; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; competition for, among other things, capital and skilled personnel; changes in tax laws; and the other factors. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date hereof, and to not use such forward-looking information for anything other than its intended purpose. The Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities of the Company will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons except in certain transactions exempt from the registration requirements of the U.S. Securities Act.