

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

ITEM 1 Name and Address of Company:

Moovly Media Inc.
1558 West Hastings Street
Vancouver, BC V6G 3J4

ITEM 2 Date of Material Change:

March 24, 2021

ITEM 3 News Release:

A news release was distributed via Newsfile Corp. and filed via SEDAR on March 24, 2021.

ITEM 4 Summary of Material Change:

Moovly Media Inc. announces that it has closed its non-brokered private placement, as previously announced on March 10, 2021, through the issuance of 8,444,445 units at a price of \$0.45 per Unit, generating aggregate gross proceeds of \$3,800,000

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) 639-4452

ITEM 9 Date of Report:

DATED as of April 5, 2021

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OR FOR DISSEMINATION IN THE UNITED STATES /**

**PRESS RELEASE
March 24, 2021**

MOOVLY CLOSING NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, CANADA -- (March 24, 2021) Moovly Media Inc. (TSX VENTURE: MVY) (OTC PINK: MVVYF) (FRANKFURT: 0PV2) ("Moovly" or the "Company") is pleased to announce that it has closed its non-brokered private placement (the "**Private Placement**"), as previously announced on March 10, 2021, through the issuance of 8,444,445 units (each, a "Unit") at a price of \$0.45 per Unit, generating aggregate gross proceeds of \$3,800,000. 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 will entitle the holder to purchase one Common Share at a price of \$0.62 per share for a period of 24 months from the date of issuance.

In connection with the Private Placement, the Company has paid cash finders' fees totaling \$101,995, and has issued an aggregate of 226,656 finders' warrants to eligible parties. Each finders' warrant entitles the holder to purchase one Common Share at a price of \$0.62 for a period of 24 months from the date of issuance.

The net proceeds from the Private Placement are expected to be used to fund sales and marketing growth, enhance and reinforce engineering and development efforts, and for general corporate purposes.

All of the securities issued under the Private Placement will be subject to a four month resale restriction and may not be traded until July 25, 2021. The completion of the Private Placement remains subject to final approval of the TSX Venture Exchange.

The private placement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") as insiders of the Company will receive 277,780 Units of the Company in connection with the Private Placement. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the Private Placement with the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Private Placement, which the Company deems reasonable.

About Moovly:

Moovly is the leading provider of creative cloud-based tools to create compelling marketing, communications and training videos and video presentations. Moovly's advanced Studio Editor with millions of assets seamlessly integrated (via partnerships with Getty Images & Storyblocks) is all you need to create engaging video content to promote, communicate or explain your product, service or message. Moovly's API and Automator technologies allow third parties to automate parts or all of the content creation process, including mass video customization, personalized videos (video version of mail merge), automatic content creation or updating by connecting data sources. With clients including users from over 300 of the Fortune 500, small businesses, freelancers and Ivy league universities, Moovly is an intuitive, cost effective choice for DIY creation of engaging video-based content.

"Your story begins with Moovly"

Files are available for download in our press room at www.moovly.com/pressroom.

For additional information about Moovly, please visit www.moovly.com.

Brendon Grunewald
President, CEO and Director
Email: press@moovly.com

Kelsey Chin
CFO and Company Secretary
Email: press@moovly.com

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 Moovly's future business plans and the expected benefits of its products. 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, Moovly's inability 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 Discussion and Analysis dated December 31, 2020 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.