

FORM 51-102F3
Material Change Report

1. Name and Address of Company

RYU Apparel Inc. (the “Company”)
1672 West 2nd Avenue
Vancouver, BC V6J 1H4

2. Date of Material Change

May 20, 2020.

3. News Release

The news release was disseminated through BayStreet and Stockwatch on May 20, 2020.

4 Summary of Material Change

The Company announced its intention to settle debt in the amount of \$212,952 owed by the Company in exchange for the issuance of 4,259,040 common shares at a deemed price of \$0.05 per common share. The proposed debt settlement is subject to the approval of the TSX Venture Exchange.

5. Full Description of Material Change

5.1 Full Description of Material Change

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See Item 4 above and the attached News Release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Cesare Fazari, Chief Executive Officer of the Board, 1-844-535-2880

9. Date of Report

May 20, 2020.



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**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES**

RYU Apparel Announces Shares for Debt Transaction

Vancouver, BC – May 20, 2020 – /CNW/ - RYU Apparel Inc. (TSXV: RYU, OTCQB: RYPF) (“**RYU**” or the “**Company**”), creator of urban athletic apparel, announces its intention to settle debt in the amount of \$212,952 owed by the Company in exchange for the issuance of 4,259,040 common shares at a deemed price of \$0.05 per share. The proposed debt settlement is subject to the approval of the TSX Venture Exchange.

For regular updates on RYU Apparel visit: <http://ryu.com>

About RYU

Respect Your Universe is an award winning urban athletic apparel and accessories brand engineered for fitness, performance and lifestyle. Designed without compromise for fit, comfort, and durability, RYU exists to facilitate human performance. For more information, visit: <http://ryu.com>

On Behalf of the Board

RYU APPAREL INC.

“Cesare Fazari”

Cesare Fazari, CEO

1-844-535-2880

Investor Relations

Contact: Anna Brazier

Investor Relations

1-844-535-2880

investors@ryu.com

www.ryu.com

This press release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of RYU, such as statements regarding the proposed shares for debt transaction and Exchange approval thereof. There are numerous risks and uncertainties that could cause actual results and RYU’s plans and objectives to differ materially from those expressed in the forward-looking information, including: (i)



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adverse market conditions; (ii) the inability of RYU to close the shares for debt transaction; or (iii) the Exchange not approving the shares for debt transaction. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, RYU does not intend to update these forward-looking statements.

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