FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company

Kew Media Group Inc. (the "**Company**", or "**KEW**")
672 Dupont Street
Suite 400
Toronto, Ontario
M6G 1Z6

Item 2 – Date of Material Change

January 16, 2020

Item 3 – News Release

On January 16 2020, the Company issued a news release (the "**News Release**") through the newswire services of Business Wire. A copy of the News Release is available on SEDAR at www.sedar.com and attached hereto as Schedule "A".

Item 4 – Summary of Material Change

On January 16, 2020, the Ontario Securities Commission issued a temporary Cease Trade Order preventing trading in the Company's shares effective immediately.

Item 5 – Full Description of Material Change

Please see a copy of the News Release attached hereto as Schedule "A".

Item 6 – Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 – Omitted Information

None.

Item 8 – Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Steven Silver
Chief Executive Officer
647-956-1965

Item 9 – Date of Report

January 17, 2020

SCHEDULE A
NEWS RELEASE

KEW MEDIA GROUP Announces Temporary Cease Trade Order

TORONTO--(BUSINESS WIRE)--January 16, 2020--KEW MEDIA GROUP INC. ("KEW" or the "Company") (TSX:KEW and KEW.WT) today announced that, as a result of the matters described below, the Ontario Securities Commission ("OSC") has issued a temporary Cease Trade Order (the "Temporary Order") preventing trading in the Company's shares effective immediately. The Temporary Order will expire after 15 days unless it is extended or changed.

On January 15, 2020, the Company announced the withdrawal by the Company's auditor of its audit reports for the years ended December 31, 2017 and 2018 and its interim review reports to the audit committee of the Company for each interim period within the 2017, 2018 and 2019 fiscal years of KEW (collectively, the "Auditor Reports"). Kew's auditor informed the Company that the withdrawal is a result of the actions of KEW's former Chief Financial Officer and its inability to rely on representations he made to them in the course of its audit and review of KEW's financial statements.

KEW cautions that its annual and interim financial statements underlying the Auditor Reports should not be relied upon until it is determined if such financial statements require any amendment or restatement.

About KEW MEDIA GROUP INC.

With primary offices in London, Los Angeles, and Toronto, KEW MEDIA GROUP is a publicly listed content company that produces and distributes multi-genre content for almost every available viewing platform worldwide. KEW promotes transparency, equality, respect, and inclusiveness and plans to grow with the benefit of people from a wide range of perspectives and backgrounds.

Forward-Looking Statements

This news release may include forward-looking statements. Forward-looking statements are statements that are predictive in nature, depend upon or refer to future events or conditions and are identified by words such as "will", "expects", "anticipates", "intends", "plans", "believes", "estimates" or similar expressions concerning matters that are not historical facts. All such statements constitute forward-looking information within the meaning of securities law and are made pursuant to the "safe harbour" provisions of applicable securities laws. Such statements are based on current expectations of the Company's management and inherently involve numerous risks and uncertainties, known and unknown. Except as may be expressly required by applicable law, KEW does not undertake any obligation to update publicly or revise any such forward-looking statements as a result of new information, future events or otherwise.

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