

HEYBRYAN MEDIA INC.

MANDATE OF THE BOARD OF DIRECTORS

Date: **November 21, 2019**

1.0 Introduction

The board of directors (the "**Board**") of HeyBryan Media Inc. ("**HeyBryan**") is elected by the shareholders of HeyBryan and is responsible for the stewardship of HeyBryan. The purpose of this mandate is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

2.0 Chairman of the Board

The Chairman of the Board ("**Chairman**") will be appointed by the Board, after considering the recommendation of the Board, for such term as the Board may determine.

3.0 Board Size

The articles of HeyBryan provide that the Board shall be comprised of a minimum of three (3) and a maximum of fifteen (15) directors. The Board shall periodically review its size in light of its duties and responsibilities from time to time.

4.0 Independence

The Board will be comprised of at least an equal number of independent directors as non-independent directors.

Where the Chairman is not independent, the independent directors will select one of their number to be appointed lead director of the Board for such term as the independent directors may determine. If HeyBryan has a non-executive, independent Chairman, then the role of the lead director will be filled by the non-executive Chairman. The lead director or non-executive Chairman will chair regular meetings of the independent directors and assume other responsibilities that the independent directors as a whole have designated.

5.0 Role and Responsibilities of the Board

The role of the Board is to represent the shareholders of HeyBryan, enhance and maximize shareholder value and conduct the business and affairs of HeyBryan ethically and in accordance with the highest standards of corporate governance. The Board is ultimately accountable and responsible for providing independent, effective leadership in supervising the management of the business and affairs of HeyBryan. The responsibilities of the Board include:

- adopting a strategic planning process;
- understanding and monitoring the political, cultural, legal and business

- environments in which HeyBryan operates;
- risk identification and ensuring that procedures are in place for the management of those risks;
- review and approve annual operating plans and budgets;
- corporate social responsibility, ethics and integrity;
- succession planning, including the appointment, training and supervision of management;
- delegations and general approval guidelines for management;
- monitoring financial reporting and management;
- monitoring internal control and management information systems;
- corporate disclosure and communications;
- forming special committees and engaging specialized professional advisors, in each case as required;
- adopting measures for receiving feedback from stakeholders; and
- adopting key corporate policies designed to ensure that HeyBryan, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.

Meetings of the Board will be held at least quarterly, with additional meetings to be held depending on the state of HeyBryan's affairs and in light of opportunities or risks which HeyBryan faces. In addition, separate, regularly scheduled meetings of the independent directors of the Board may be held at which members of management are not present.

6.0 Strategic Planning Process and Risk Management

The Board will adopt a strategic planning process to establish objectives and goals for HeyBryan's business and will review, approve and modify as appropriate the strategies proposed by senior management to achieve such objectives and goals. The Board will review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of HeyBryan's business and affairs.

The Board, in conjunction with management, shall be responsible to identify the principal risks of HeyBryan's business and oversee management's implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. The Board will work in conjunction with each Committee, respectively, to oversee the implementation of such policies and procedures.

7.0 Corporate Social Responsibility, Ethics and Integrity

The Board will provide leadership to HeyBryan in support of its commitment to Corporate Social Responsibility, set the ethical tone for HeyBryan and its management and foster ethical and responsible decision making by management. The Board will take all reasonable steps to satisfy itself of the integrity of the Chief Executive Officer and management and satisfy itself that the Chief Executive Officer and management create a culture of integrity throughout the organization.

8.0 Succession Planning, Appointment and Supervision of Management

The Board will approve the succession plan for HeyBryan, including the selection, appointment, supervision and evaluation of the Chief Executive Officer and the other senior officers of HeyBryan, and will also approve the compensation of the Chief Executive Officer and the other senior officers of HeyBryan upon recommendation of the Compensation & Governance Committee.

9.0 Delegations and Approval Authorities

The Board will delegate to the Chief Executive Officer and senior management authority over the day-to-day management of the business and affairs of HeyBryan. This delegation of authority may be subject to specified financial limits and any transactions or arrangements in excess of general authority guidelines will be reviewed by and subject to the prior approval of the Board.

The Board may delegate certain matters it is responsible for to Board committees, presently consisting of the Audit Committee and the Compensation and Governance Committee. The Board will, however, retain its oversight function and ultimate responsibility for these matters and all delegated responsibilities.

10.0 Monitoring of Financial Reporting and Management

The Board will approve all regulatory filings, including the annual audited financial statements, interim financial statements, the notes and management discussion and analysis accompanying such financial statements, quarterly and annual reports, management proxy circulars, annual information forms, prospectuses, and all capital investments as deemed necessary, equity financings, borrowings and all annual operating plans and budgets.

The Board will adopt procedures that seek to: ensure the integrity of internal controls and management information systems; ensure compliance with all applicable laws, rules and regulations; and prevent violations of applicable laws, rules and regulations relating to financial reporting and disclosure, violation of HeyBryan's code of business conduct and ethics and fraud.

11.0 Corporate Disclosure and Communications

The Board will seek to ensure that all corporate disclosure complies with all applicable laws, rules and regulations and the rules and regulations of the stock exchanges upon which

HeyBryan's securities are listed. In addition, the Board will adopt procedures that seek to ensure the Board receives feedback from security holders on material issues.

12.0 Corporate Policies

The Board will adopt and periodically review policies and procedures designed to ensure that HeyBryan, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct HeyBryan's business ethically and with honesty and integrity. Principal policies consist of:

- i. Corporate Governance Guidelines;
- ii. Corporate Disclosure Policy;
- iii. Code of Business Conduct and Ethics;
- iv. Insider Trading Policy; and
- v. Whistleblower Policy.

13.0 Review of Mandate

The Board will periodically review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration.

Dated: December 2, 2019
Approved Board of Directors
by: