

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### Item 1 Name and Address of Company

The name of the reporting company is Added Capital Inc. (the "Issuer" or "Added"). Its registered office is 25 King Street West, Suite 1450, Toronto, ON M5L 2A1.

#### Item 2 Date of Material Change

The material changes occurred on August 20, 2014.

#### Item 3 News Release

A press release in connection with the material change was issued in Ontario on August 20, 2014, a copy of which as issued is annexed hereto as Schedule "A".

#### Item 4 Summary of Material Change

The Issuer announced the closing of the previously announced non-brokered private placement financing (the "Financing"). Added has issued 1,880,000 units ("Units") at a price of \$0.05 per Unit for gross proceeds of \$94,000. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable at a price of \$0.05 per share and expires on August 20, 2019. Proceeds of the Financing will be used to reduce the Issuer's short-term loans outstanding and for working capital purposes. The Issuer expects to close a second tranche in the coming weeks. In connection with the Financing, the Issuer paid commissions of \$760.

Jaguar Financial Corporation ("Jaguar"), a company in respect of which Vic Alboini is Chairman and Chief Executive Officer and a 23.2% shareholder purchased 1,000,000 Units of Added, representing 15.8% of Added's total issued shares on an undiluted basis and 27.4% of Added's total issued shares assuming exercise of the Warrants acquired by Jaguar. Mr. Alboini, Chairman and Chief Executive Officer of Added purchased 500,000 Units of Added, representing approximately 7.9% of Added's total issued shares on an undiluted basis and 14.7% of Added's total issued shares assuming exercise of the Warrants acquired by Mr. Alboini. Prior to the transaction, Mr. Alboini owned 1,263,839 common shares representing approximately 28.5% of the then issued and outstanding common shares. After the transaction, Mr. Alboini owned 27.9% of Added's total issued shares on an undiluted basis and 33.2% of Added's total issued shares assuming exercise of his Warrants.

Jaguar together with Mr. Alboini owns or has control or direction over 2,763,889 common shares representing approximately 43.8% of the issued and outstanding common shares on an undiluted basis and 4,263,839 common shares representing approximately 54.6% of the issued and outstanding common shares assuming exercise of 1,500,000 Warrants of the Issuer which Jaguar and Mr. Alboini hold. Jaguar and Mr. Alboini acquired the securities for investment purposes.

Jaguar and Mr. Alboini may, directly or indirectly, depending on market and other conditions, acquire beneficial ownership of, control or direction over, additional common shares, through market transactions, private agreements or otherwise. Jaguar and Mr. Alboini may, depending on market and other conditions, sell any or all of the common shares.

The Financing is subject to final approval from the TSX Venture Exchange. All Units issued will be subject to a four-month hold period ending December 21, 2014.

#### Item 5 Full Description of Material Change

The Issuer announced the closing of the previously announced non-brokered private placement financing (the "Financing"). Added has issued 1,880,000 units ("Units") at a price of \$0.05 per Unit for gross proceeds of \$94,000. Each Unit consists of one common share and one common share purchase warrant (a "Warrant").

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**Item 6 & 7 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102 and Omitted Information**

The Issuer is not relying on 7.1(2) or (3) of National Instrument 51-102 for the filing of this report nor is any information being omitted in reliance thereon.

**Item 8 Executive Officer**

For further information with respect to this report, please contact Vic Alboini, Chief Executive Officer of the Issuer, at: (647) 352-8180.

**Item 9 Date of Report**

**DATED** at Toronto, Ontario this 20th day of August 2014.

**Added Capital Inc.**

(signed Vic Alboini)

Per:

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Vic Alboini  
Chief Executive Officer

## Schedule "A"

### ADDED CAPITAL CLOSES FIRST TRANCHE OF PRIVATE PLACEMENT

TORONTO, ONTARIO, August 20, 2014 – Added Capital Inc. (TSX-V: AAD) (“**Added**” or the “**Company**”) today announced the closing of the previously announced non-brokered private placement financing (the “Financing”). The Company has issued 1,880,000 units (“Units”) at a price of \$0.05 per Unit for gross proceeds of \$94,000. Each Unit consists of one common share and one common share purchase warrant (a “Warrant”). Each Warrant is exercisable at a price of \$0.05 per share and expires on August 20, 2019. Proceeds of the Financing will be used to reduce the Company’s short-term loans outstanding and for working capital purposes. The Company expects to close a second tranche in the coming weeks. In connection with the Financing, the Company paid commissions of \$760.

Jaguar Financial Corporation (“Jaguar”), a company in respect of which Vic Alboini is Chairman and Chief Executive Officer and a 23.2% shareholder purchased 1,000,000 Units of Added, representing 15.8% of Added’s total issued shares on an undiluted basis and 27.4% of Added’s total issued shares assuming exercise of the Warrants acquired by Jaguar. Mr. Alboini, Chairman and Chief Executive Officer of Added purchased 500,000 Units of Added, representing approximately 7.9% of Added’s total issued shares on an undiluted basis and 14.7% of Added’s total issued shares assuming exercise of the Warrants acquired by Mr. Alboini. Prior to the transaction, Mr. Alboini owned 1,263,839 common shares representing approximately 28.5% of the then issued and outstanding common shares. After the transaction, Mr. Alboini owned 27.9% of Added’s total issued shares on an undiluted basis and 33.2% of Added’s total issued shares assuming exercise of his Warrants.

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Jaguar and Mr. Alboini may, directly or indirectly, depending on market and other conditions, acquire beneficial ownership of, control or direction over, additional common shares, through market transactions, private agreements or otherwise. Jaguar and Mr. Alboini may, depending on market and other conditions, sell any or all of the common shares.

The Financing is subject to final approval from the TSX Venture Exchange. All Units issued will be subject to a four-month hold period ending December 21, 2014.

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.

#### **About Added Capital Inc.**

Added Capital Inc. is a financial advisory firm and merchant bank, with a specialization in mergers and acquisitions, merchant banking investments, risk arbitrage merger and acquisition investments, financial restructurings, proxy solicitation and information agent services.

FOR FURTHER INFORMATION PLEASE CONTACT:

Andrew Hilton  
Chief Financial Officer  
416-606-8833