

## 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 September 11, 2014.

#### Item 3 News Release

A press release in connection with the material change was issued in Ontario on September 11, 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 second tranche of the previously announced non-brokered private placement financing (the "Financing"). Added has issued an additional 380,000 units ("Units") at a price of \$0.05 per Unit for gross proceeds of \$19,000. 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 September 11, 2019. A director of the Issuer subscribed for 50,000 Units. In connection with this closing, the Issuer paid commissions of \$450. All Units issued will be subject to a four-month hold period ending January 12, 2015.

Together with the first tranche, Added has raised a total of \$113,000 through the issuance of 2,260,000 Units. Proceeds of the Financing will be used to reduce the Issuer's short-term loans outstanding and for working capital purposes.

#### Item 5 Full Description of Material Change

The Issuer announced the closing of the second tranche of the previously announced non-brokered private placement financing (the "Financing"). Added has issued an additional 380,000 units ("Units") at a price of \$0.05 per Unit for gross proceeds of \$19,000. 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 September 11, 2019. A director of the Issuer subscribed for 50,000 Units. In connection with this closing, the Issuer paid commissions of \$450. All Units issued will be subject to a four-month hold period ending January 12, 2015.

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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 Andrew Hilton, Chief Financial Officer of the Issuer, at: (416) 606-8833.

**Item 9 Date of Report**

**DATED** at Toronto, Ontario this 11th day of September, 2014.

**Added Capital Inc.**

(signed Andrew Hilton)

Per:

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Andrew Hilton  
Chief Financial Officer

## Schedule “A”

### **ADDED CAPITAL CLOSES SECOND AND FINAL TRANCHE OF PRIVATE PLACEMENT**

TORONTO, ONTARIO, September 11, 2014 – Added Capital Inc. (TSX-V: AAD) (“**Added**” or the “**Company**”) today announced the closing of the second tranche of the previously announced non-brokered private placement financing (the “**Financing**”). The Company has issued an additional 380,000 units (“**Units**”) at a price of \$0.05 per Unit for gross proceeds of \$19,000. 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 September 11, 2019. A director of the Company subscribed for 50,000 Units. In connection with this closing, the Company paid commissions of \$450. All Units issued will be subject to a four-month hold period ending January 12, 2015.

Together with the first tranche (see August 20, 2014 press release), the Company has raised a total of \$113,000 through the issuance of 2,260,000 Units. Proceeds of the Financing will be used to reduce the Company’s short-term loans outstanding and for working capital purposes.

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