

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 June 4, 2015.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on June 4, 2015, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

The Issuer announced that it has settled a debt of \$300,000 plus accrued interest that was owing to the Toronto Dominion Bank at the mutual satisfaction of both parties. Vic Alboini ("Alboini"), Chairman and Chief Executive Officer of the Issuer advanced funds to Added to facilitate the settlement.

In addition, the Issuer has reached an agreement in principle to settle accounts payable of approximately \$528,000 to its largest vendor. The agreement calls for a cash payment by Added to the vendor of approximately \$180,000 plus HST which is proposed to be funded by an equity private placement with an arm's length investor group (the "Group"). The remaining debt owed to the vendor of approximately \$325,000 is proposed to be settled for nominal consideration and transferred to the Group. The \$325,000 in debt is proposed to be settled by the Group in exchange for common shares of Added. The proposed settlement with Added's largest vendor is subject to Board and regulatory approval.

Item 5 Full Description of Material Change

The Issuer announced that it has settled a debt of \$300,000 plus accrued interest that was owing to the Toronto Dominion Bank at the mutual satisfaction of both parties. Vic Alboini ("Alboini"), Chairman and Chief Executive Officer of the Issuer advanced funds to Added to facilitate the settlement.

In addition, the Issuer has reached an agreement in principle to settle accounts payable of approximately \$528,000 to its largest vendor. The agreement calls for a cash payment by Added to the vendor of approximately \$180,000 plus HST which is proposed to be funded by an equity private placement with an arm's length investor group (the "Group"). The remaining debt owed to the vendor of approximately \$325,000 is proposed to be settled for nominal consideration and transferred to the Group. The \$325,000 in debt is proposed to be settled by the Group in exchange for common shares of Added. The proposed settlement with Added's largest vendor is subject to Board and regulatory approval.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

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 4th day of June, 2015.

Added Capital Inc.

(signed Vic Alboini)

Per:

Vic Alboini
Chief Executive Officer

Schedule “A”

ADDED CAPITAL ANNOUNCES DEBT SETTLEMENT AND PROPOSED SETTLEMENT WITH LARGEST VENDOR

TORONTO, ONTARIO, June 4, 2015 – Added Capital Inc. (TSX-V: AAD) (“**Added**” or the “**Company**”) today announced that the Company has settled a debt of \$300,000 plus accrued interest that was owing to the Toronto Dominion Bank at the mutual satisfaction of both parties. Vic Alboini (“Alboini”), Chairman and Chief Executive Officer of the Company advanced funds to Added to facilitate the settlement.

In addition, the Company has reached an agreement in principle to settle accounts payable of approximately \$528,000 to its largest vendor. The agreement calls for a cash payment by Added to the vendor of approximately \$180,000 plus HST which is proposed to be funded by an equity private placement with an arm’s length investor group (the “Group”). The remaining debt owed to the vendor of approximately \$325,000 is proposed to be settled for nominal consideration and transferred to the Group. The \$325,000 in debt is proposed to be settled by the Group in exchange for common shares of the Company. The proposed settlement with Added’s largest vendor is subject to Board and regulatory approval.

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:

Vic Alboini
647-352-8180
Chairman and Chief Executive Officer