

## 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 28, 2015.

#### Item 3 News Release

A press release in connection with the material change was issued in Ontario on September 28, 2015, a copy of which as issued is annexed hereto as Schedule "A".

#### Item 4 Summary of Material Change

Pursuant to shares for debt agreements with certain creditors of the Issuer (collectively the "Creditors") dated as of September 25, 2015, (collectively, the "Agreements") the Issuer has issued common shares of the Issuer in lieu of cash to extinguish the amounts owed to the Creditors.

The number of common shares issued in lieu of cash pursuant to the Agreements was 1,507,546 common shares, calculated by dividing the aggregate amount owed to the Creditors (approximately CDN\$75,377) by \$0.05, the minimum issue price.

The total common shares issued includes 900,000 shares to Vic Alboini, Chairman and CEO, for services rendered to the Issuer. The issuance represents 11.0% of Added's total issued shares. After the transaction, Mr. Alboini owned 3,663,789 common shares, 150,000 stock options and 1.5 million warrants of the Issuer, representing approximately 44.7% on an undiluted basis and 54.0% of the total common shares outstanding assuming the exercise of his warrants and options.

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. Mr. Alboini may, depending on market and other conditions, sell any or all of his securities in Added.

The issuance of the common shares in lieu of cash is subject to the terms and conditions of the Agreements as well as the receipt of all requisite approvals, including, without limitation, the approval of the TSX Venture Exchange.

#### Item 5 Full Description of Material Change

Pursuant to shares for debt agreements with certain creditors of the Issuer (collectively the "Creditors") dated as of September 25, 2015, (collectively, the "Agreements") the Issuer has issued common shares of the Issuer in lieu of cash to extinguish the amounts owed to the Creditors.

The number of common shares issued in lieu of cash pursuant to the Agreements was 1,507,546 common shares, calculated by dividing the aggregate amount owed to the Creditors (approximately CDN\$75,377) by \$0.05, the minimum issue price.

The total common shares issued includes 900,000 shares to Vic Alboini, Chairman and CEO, for services rendered to the Issuer. The issuance represents 11.0% of Added's total issued shares. After the transaction, Mr. Alboini owned 3,663,789 common shares, 150,000 stock options and 1.5 million warrants of the Issuer, representing approximately 44.7% on an undiluted basis and 54.0% of the total common shares outstanding assuming the exercise of his warrants and options.

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. Mr. Alboini may, depending on market and other conditions, sell any or all of his securities in Added.

The issuance of the common shares in lieu of cash is subject to the terms and conditions of the Agreements as well as the receipt of all requisite approvals, including, without limitation, the approval of the TSX Venture Exchange

**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 28th day of September, 2015.

**Added Capital Inc.**

(signed Vic Alboini)

Per:

\_\_\_\_\_  
Vic Alboini  
Chief Executive Officer

## Schedule "A"

### ADDED CAPITAL ANNOUNCES ISSUANCE OF SHARES FOR DEBT

TORONTO, ONTARIO, September 28, 2015 – Added Capital Inc. (TSX-V: AAD) (“**Added**” or the “**Company**”) today announces that, pursuant to shares for debt agreements with certain creditors of the Company (collectively the "Creditors") dated as of September 25, 2015, (collectively, the "Agreements") the Company has issued common shares of the Company in lieu of cash to extinguish the amounts owed to the Creditors.

The number of common shares issued in lieu of cash pursuant to the Agreements was 1,507,546 common shares, calculated by dividing the aggregate amount owed to the Creditors (approximately CDN\$75,377) by \$0.05, the minimum issue price.

The total common shares issued includes 900,000 shares to Vic Alboini, Chairman and CEO, for services rendered to the Company. The issuance represents 11.0% of Added's total issued shares. After the transaction, Mr. Alboini owned 3,663,789 common shares. 150,000 stock options and 1.5 million warrants of the Company, representing approximately 44.7% on an undiluted basis and 54.0% of the total common shares outstanding assuming the exercise of his warrants and options.

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. Mr. Alboini may, depending on market and other conditions, sell any or all of his securities in Added.

The issuance of the common shares in lieu of cash is subject to the terms and conditions of the Agreements as well as the receipt of all requisite approvals, including, without limitation, the approval of the TSX Venture Exchange.

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