

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Added Capital Inc.
Commerce Court North
25 King Street West
Suite 1450, P.O. Box 223
Toronto, Ontario M5L 1E8

ITEM 2. Date of Material Change

December 12, 2016

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on December 12, 2016 via NewsFile Corp. news service.

ITEM 4. Summary of Material Change

Added Capital Inc. (TSX-V: AAD) ("**Added**" or the "**Company**") has announced the closing of a non-brokered private placement financing (the "Financing"). The Company issued 4,400,000 units ("Units") at a price of \$0.05 per Unit for gross proceeds of \$220,000. 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 December 12, 2021.

Proceeds of the Financing have been used to repay and settle the Company's last interest-bearing loan of approximately \$222,000 by the payment of \$200,000 and for working capital purposes. In connection with the Financing, the Company paid commissions of \$1,600.

Stature Inc. ("Stature"), a company wholly owned by Vic Alboini, acquired in the Financing 4,000,000 Units of Added. The total issued shares of the Company after completion of the Financing is 17,027,933 shares.

After completion of the Financing Stature and Vic Alboini owned 10,838,672 common shares. 250,000 stock options and 5,500,000 warrants of the Company, representing approximately 63.7% of the Company on an undiluted basis and 72.8% of the total common shares outstanding assuming the exercise of warrants and options by Stature and Vic Alboini.

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

All Units issued will be subject to a four-month hold period ending April 12, 2016.

ITEM 5. Full Description of Material Change

5.1 -Full Description of Material Change

See Schedule A attached.

5.2 -Disclosure for Restructuring Transactions

Not applicable.

ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7. Omitted Information

Not applicable.

ITEM 8. Executive Officer

The following officer of the Company may be contacted for further information:

Andrew Hilton, Chief Financial Officer

Added Capital Inc.

416-606-8833

ITEM 9. Date of Report

This report is dated this 13th day of December, 2016.

Schedule A



ADDED CAPITAL CLOSES \$220,000 PRIVATE PLACEMENT

TORONTO, ONTARIO, December 12, 2016 – Added Capital Inc. (TSX-V: AAD) (“**Added**” or the “**Company**”) today announced the closing of a non-brokered private placement financing (the “Financing”). The Company issued 4,400,000 units (“Units”) at a price of \$0.05 per Unit for gross proceeds of \$220,000. 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 December 12, 2021.

Proceeds of the Financing have been used to repay and settle the Company’s last interest-bearing loan of approximately \$222,000 by the payment of \$200,000 and for working capital purposes. In connection with the Financing, the Company paid commissions of \$1,600.

Vic Alboini, Chairman and CEO of Added stated: “we are pleased that the payment of \$200,000 to settle a debt of \$222,000 results in the Company not having any interest-bearing debt.”

Stature Inc. (“Stature”), a company wholly owned by Vic Alboini, acquired in the Financing 4,000,000 Units of Added. The total issued shares of the Company after completion of the Financing is 17,027,933 shares.

After completion of the Financing Stature and Vic Alboini owned 10,838,672 common shares, 250,000 stock options and 5,500,000 warrants of the Company, representing approximately 63.7% of the Company on an undiluted basis and 72.8% of the total common shares outstanding assuming the exercise of warrants and options by Stature and Vic Alboini.

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

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 April 12, 2016.

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