

LIVEREEL MEDIA CORPORATION

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

LiveReel Media Corporation (the “**Corporation**”)
130 King Street West
Suite 2950
Toronto, Ontario
M5X 1C7

Item 2 Date of Material Change

May 29, 2014

Item 3 News Release

The news release attached hereto as Schedule “A” was issued by the Corporation and disseminated via Canada Newswire on May 29, 2014.

Item 4 Summary of Material Change

The Corporation announced that Jeff Kehoe has resigned as a director of the Corporation, and was replaced by Paul Sparkes.

The Corporation announced that it extended the term of its existing working capital loans entered into on December 19, 2012 and March 22, 2013, respectively, with Difference Capital Financial Inc. (“**Difference Capital**”), an arms-length party, to provide that such loans now mature on a demand basis. No penalty fees are payable upon demand.

Item 5 Full Description of Material Change

The news release attached hereto as Schedule “A” provides a full description of the material change.

The Corporation announced that it extended the term of its existing working capital loans entered into on December 19, 2012 and March 22, 2013, respectively, with Difference Capital, an arms-length party, to provide that such loans now mature on a demand basis. No penalty fees are payable upon demand.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer who is knowledgeable about this material change and this material change report is Henry Kneis, Chief Financial Officer of the Corporation, at (416) 649-5085.

Item 9 Date of Report

DATED this 29th day of May, 2014.

SCHEDULE “A”

NOT FOR DISTRIBUTION TO UNITED STATES OF AMERICA WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES OF AMERICA

LIVEREEL ANNOUNCES NEW DIRECTOR

TORONTO, ONTARIO, May 29, 2014 – LiveReel Media Corporation (OTC: LVRLF.PK) announced that Jeff Kehoe has resigned as a director of the Corporation, and was replaced by Paul Sparkes. The Board of Directors now consists of Michael Wekerle, Henry Kneis and Paul Sparkes.

Mr. Sparkes currently serves as the Executive Vice-Chairman of Difference Capital Financial Inc. and is an accomplished business executive with over 20 years of experience in the public and private sectors. For the past decade he was a leader in the broadcast and new media industry for Canada’s premier media company where he most recently served as CTVglobemedia’s Executive Vice President, Corporate Affairs. Mr. Sparkes also held senior positions in the public service, including with the Government of Canada as Director of Operations to then Prime Minister, Jean Chretien, and the Government of Newfoundland and Labrador as a senior aide to two Premiers; Clyde Wells and Brian Tobin. Mr. Sparkes serves on a number of boards including the Liquor Control Board of Ontario (LCBO), Thunderbird Films, Bluedrop Performance Learning, FemMED, Canada’s Venture Capital & Private Equity Association (CVCA), and is the Chair and founding member of the Smiling Land Foundation.

About LiveReel

Established in 1997, LiveReel Media Corporation is an entertainment company engaged in the financing, development, licensing, production and distribution of feature films, television series, television movies and non-fiction programming.

Contact:
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