

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. REPORTING ISSUER

LiveReel Media Corporation (the “**Issuer**”)
130 Adelaide Street West, Suite 1010
Toronto, Ontario
M5H 3P5

Item 2. DATE OF MATERIAL CHANGE

February 11, 2015.

Item 3. PRESS RELEASE

A press release was issued by the Issuer on February 11, 2015 via a Canadian news wire service, a copy of which has been filed on SEDAR.

Item 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that at a special meeting of shareholders held today, shareholders authorized the Company to file Article of Dissolution to dissolve the Issuer. The Issuer has requested that the OTC Bulletin Board cease trading its shares, as management believes they have no value.

Item 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Issuer announced that at a special meeting of shareholders held today, shareholders authorized the Company to file Article of Dissolution to dissolve the Issuer. The dissolution was approved by shareholders holding 20,898,653 common shares, representing 88.8% of the issued and outstanding shares of the Issuer. The Issuer has requested that the OTC Bulletin Board cease trading its shares, as management believes they have no value.

The Issuer has entered into a Distribution and Winding-Up Agreement whereby its major shareholder, being the only creditor of the Issuer, will agree to forgive all of its existing indebtedness of approximately \$330,584 in exchange for the assets of the Issuer. The Issuer’s business activities are inactive and it has no cash or assets. The board of directors of the Issuer concluded that an orderly dissolution of the Issuer makes imminent sense in light of the other options available.

Item 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

Item 7. OMITTED INFORMATION

No information has been omitted from this material change report.

Item 8. EXECUTIVE OFFICER

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Henry Kneis, Chief Financial Officer

Telephone: (416) 649-5085

Facsimile (416) 649-5099

Item 9. DATE OF REPORT

February 11, 2015.