

**Form 45-102F1**  
**Notice of Intention to Distribute Securities under Section 2.8 of**  
**NI 45-102 *Resale of Securities***

**REPORTING ISSUER**

1. Name of reporting issuer:

LiveReel Media Corporation (the "Issuer")

**SELLING SECURITY HOLDER**

2. Your name:

Difference Capital Financial Inc

3. The offices or positions you hold in the reporting issuer:

Directors and officers of Difference Capital Financial Inc. hold the officer and director position, including Chief Executive Officer and Chief Financial Officer, of the Issuer

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No

5. Number and class of securities of the reporting issuer you beneficially own:

20,648,150 Common Shares

**DISTRIBUTION**

6. Number and class of securities you propose to sell:

20,648,150 Common Shares

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

Private transaction.

## WARNING

**IT IS AN OFFENCE TO SUBMIT INFORMATION THAT, IN A MATERIAL RESPECT AND IN LIGHT OF THE CIRCUMSTANCES IN WHICH IT IS SUBMITTED, IS MISLEADING OR UNTRUE.**

## CERTIFICATE

I certify that:

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: February 20, 2015

Difference Capital Financial Inc.

Your name (Selling security holder)

*“Henry Kneis”*

Your signature (or if a company, the signature of your authorized signatory)

Henry Kneis, CFO

Name of your authorized signatory

## INSTRUCTION:

File this form electronically through SEDAR with the securities regulatory authority or regulator in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. If the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

### **Notice to selling security holders - collection and use of personal information**

The personal information required in this form is collected for and used by the listed securities regulatory authorities or regulators to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of National Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form.