

**51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Brisio Innovations Inc. (the "Company")  
Suite 490 – 580 Hornby Street  
Vancouver, BC V6C 3B6

**Item 2 Date of Material Change**

October 10, 2014

**Item 3 News Release**

The news release was disseminated on October 10, 2014 through Marketwired.

**Item 4 Summary of Material Change**

The Company has entered into a non-binding Letter of Intent to acquire certain assets owned by Austin Legate Church, doing business as "Bright Newt."

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See the attached News Release dated October 10, 2014.

*5.2 Disclosure for Restructuring Transactions*

N/A

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Paul Andreola, President, 604-683-7588

**Item 9 Date of Report**

November 7, 2014



## **BRISIO INNOVATIONS INC.**

**FOR IMMEDIATE RELEASE**

**CSE: BZI / OTC: NTCEF**

### **Brisio Innovations Enters Into Letter of Intent to Buy Assets From Bright Newt**

**VANCOUVER, BRITISH COLUMBIA--(Marketwired - Oct. 10, 2014)** - Brisio Innovations Inc. (CSE:BZI)(PINKSHEETS:NTCEF), (the "Company"), announced today that it has entered into a non-binding Letter of Intent to acquire certain assets owned by Austin Legate Church, doing business as "Bright Newt."

Over the past three years Bright Newt has built a portfolio of mobile apps and other app-related products. Bright Newt's portfolio features various iOS and Android apps, including Viva Match Battle, published in mid-June 2014, as well as an iOS app marketing guide, app development tutorials, a source code marketplace, and a range of development tools. Under the terms of the Letter of Intent, Brisio will issue to Mr. Church 500,000 shares of the company at the closing of a Definitive Agreement.

The Company will also be entering into an employment agreement with Mr. Church and will, subject to regulatory approval, issue 200,000 options at \$0.20.

Paul Andreola, President and CEO, states, "This Letter of Intent represents another significant step for Brisio as we continue to build out our portfolio of assets, and more importantly, as we reach towards our goal of building a strong, supportive community of independent app developers. I am also very pleased to welcome Austin to our team. Austin has considerable experience as a developer and expertise in app marketing. The various apps and products that he has created will greatly extend the range of tools and services that we can offer app developers." "I'm excited to join forces with the Brisio team," said Austin Church. "I think we'll be able to do some significant things together. I love their vision for creating a bigger middle-class of indie developers, and it's nice to know that the apps I've worked so hard on will be in good hands."

#### ***About Brisio Innovations***

Brisio Innovations focuses on the acquisition, development and marketing of software applications for mobile devices, such as smart phones, tablets and wearable computers.

#### ***About Bright Newt***

Headquartered in Knoxville, Tennessee, Bright Newt began in 2009 as a creative services shop, offering copywriting, marketing strategy, branding and SEO. But since the launch of Mustache Bash in April 2012, founder Austin Church and his team have focused more on developing mobile applications for iOS and Android and creating a variety of app-related products for indie developers. Bright Newt apps have several things in common: good design, smooth gameplay, quirky themes, and heaps of sarcasm. Visit <http://brightnewt.com> for more info.

On behalf of the Board:  
Paul Andreola, President, CEO and Director

For more information on Brisio, visit <http://brisio.com/>, and find Brisio Innovations on the CSE: <http://www.cnsx.ca/CNSX/Securities/Diversified-Industries/Brisio-Innovations-Inc.aspx>.  
Facebook: <https://www.facebook.com/brisio.innovations>  
Twitter: <https://twitter.com/BrisioApps>  
LinkedIn: <https://www.linkedin.com/company/3582550>.

Brisio Innovations Inc.  
Paul Andreola  
President, CEO and Director  
(604) 644-0072  
[www.brisio.com](http://www.brisio.com)

### ***Disclaimer for Forward-Looking Information***

*Certain statements in this news release are forward-looking statements, which reflect the expectations of management regarding potential positive effects that the acquisition of the portfolio of apps may have on the business of the Company. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future, and include discussion of: (i) revenue generating potential of the apps; (ii) market potential for the apps; and (iii) the Company's plans to translate the apps for Android devices. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions, which may prove to be incorrect. A number of risks and uncertainties could cause the Company's actual results to differ materially from those expressed or implied by the forward-looking statements, including: (i) that app purchasers may cease or fail to purchase any of the apps; (ii) that potential growth is not as expected; (iii) that the Company may be unable to successfully translate the apps for Android devices; and (iv) other factors beyond the Company's control. These forward-looking statements are made as of the date of this news release and the Company assumes no obligation to update these forward-looking statements, or to update the reasons why actual results differed from those projected in the forward-looking statements, except in accordance with applicable securities laws. Additional information about the Company is available in the Company's public filings with Canadian securities regulators, available on SEDAR at [www.sedar.com](http://www.sedar.com).*