

**51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 10, 2014

Item 3 News Release

The news release was disseminated on December 10, 2014 through Accesswire.

Item 4 Summary of Material Change

The Company’s board of Directors have approved a proposed private placement offering of up to 2,000,000 units at a price of \$0.075 per unit for gross proceeds of \$150,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company’s board of directors have approved a proposed private placement offering of up to 2,000,000 units (the “Units”) at a price of \$0.075 per Unit for gross proceeds of \$150,000 (the “Offering”).

Each Unit will be comprised of one common share of the Company and one-half of one transferable common share purchase warrant (each whole share purchase warrant a “Warrant”), with each whole Warrant entitling the holder to purchase one additional common share at \$0.15 per share for a period of one year from the date of the issue. The warrants are subject to an acceleration clause that in the event the Company’s common shares trade at a closing price of greater than \$0.25 per share during any twenty consecutive trading-day period, at any time after the expiry of four months, the Company may accelerate the warrant expiry date to 21 days after the date that the Company provides notice to holders.

Proceeds of the Offering will be used for working capital purposes.

Closing of the proposed Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals.

See the attached News Release dated December 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

December 11, 2014



BRISIO INNOVATIONS INC

FOR IMMEDIATE RELEASE

CSE: BZI / OTC: NTCEF

Brisio Innovations Arranges Private Placement

VANCOUVER, BRITISH COLUMBIA -- (Dec. 10, 2014) - Brisio Innovations Inc. (CSE:BZI) (PINKSHEETS:NTCEF), (the "Company"), wishes to announce that the board of directors have approved a proposed private placement offering of up to 2,000,000 units (the "Units") at a price of \$0.075 per Unit for gross proceeds of \$150,000 (the "Offering").

Each Unit will be comprised of one common share of the Company and one-half of one transferable common share purchase warrant (each whole share purchase warrant a "Warrant"), with each whole Warrant entitling the holder to purchase one additional common share at \$0.15 per share for a period of one year from the date of the issue. The warrants are subject to an acceleration clause that in the event the Company's common shares trade at a closing price of greater than \$0.25 per share during any twenty consecutive trading-day period, at any time after the expiry of four months, the Company may accelerate the warrant expiry date to 21 days after the date that the Company provides notice to holders.

Proceeds of the Offering will be used for working capital purposes.

Closing of the proposed Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals.

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