

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

January 8, 2015

Item 3 News Release

The news release was disseminated on January 8, 2015 through Accesswire.

Item 4 Summary of Material Change

The Company closed a non-brokered private placement (the “**Offering**”) pursuant to which it sold an aggregate of 2,073,853 units (each, a “**Unit**”) at a price of \$0.075 per Unit, for gross proceeds of \$155,539.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed an Offering pursuant to which it sold an aggregate of 2,073,853 Units at a price of \$0.075 per Unit, for gross proceeds of \$155,539. Each Unit sold was comprised of one common share in the capital of the Company and one half of one transferable share purchase warrant (each whole warrant being, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one common share at a price of \$0.15 per share until 5:00 p.m. (Vancouver time) on January 7, 2016. The Warrants are subject to an acceleration clause pursuant to which if, at any time after May 8, 2015, the Company’s common shares trade at a closing price of greater than \$0.25 per share for at least twenty consecutive trading days, the Company may accelerate the expiry date of the Warrants to 21 days after the date that the Company provides notice of same to the Warrant holders. The proceeds of the Offering will be used for working capital purposes.

The securities issued under the Offering, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on May 8, 2015.

See the attached News Release dated January 8, 2015.

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)-200-1022

Item 9 Date of Report

January 9, 2015



BRISIO INNOVATIONS INC.

FOR IMMEDIATE RELEASE

CSE: BZI / OTC: NTCEF

Brisio Innovations Announces Closing of Private Placement

VANCOUVER, BRITISH COLUMBIA – (January 8, 2015) -- Brisio Innovations Inc. (CSE: BZI) (PINKSHEETS: NTCEF) (the “**Company**”) announces that, further to its press release of December 10, 2014, it has closed its non-brokered private placement (the “**Offering**”) pursuant to which it sold an aggregate of 2,073,853 units (each, a “**Unit**”) at a price of \$0.075 per Unit, for gross proceeds of \$155,539. Each Unit sold was comprised of one common share in the capital of the Company and one half of one transferable share purchase warrant (each whole warrant being, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one common share at a price of \$0.15 per share until 5:00 p.m. (Vancouver time) on January 7, 2016. The Warrants are subject to an acceleration clause pursuant to which if, at any time after May 8, 2015, the Company’s common shares trade at a closing price of greater than \$0.25 per share for at least twenty consecutive trading days, the Company may accelerate the expiry date of the Warrants to 21 days after the date that the Company provides notice of same to the Warrant holders. The proceeds of the Offering will be used for working capital purposes.

The securities issued under the Offering, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on May 8, 2015.

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
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