

**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 13, 2015

**Item 3 News Release**

The news release was disseminated on January 13, 2015 through The Newswire.

**Item 4 Summary of Material Change**

The Company intends to complete a non-brokered private placement offering of up to 2,000,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit for gross proceeds of up to \$200,000 (the “**Offering**”).

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company intends to complete a non-brokered private placement offering of up to 2,000,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit for gross proceeds of up to \$200,000 (the “**Offering**”).

Each Unit will be 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 will entitle the holder thereof to acquire one common share at a price of \$0.20 per share until 5:00 p.m. (Vancouver time) on the date that is 12 months from the closing of the Offering (the “**Closing**”), subject to an acceleration clause pursuant to which if, at any time after four months from the Closing, the Company’s common shares trade at a closing price of greater than \$0.30 per share for at least twenty-one 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 Company expects that the proceeds of the Offering will be used for working capital purposes.

The securities issued in connection with the Offering will be subject to a statutory hold period of four months. Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals.

See the attached News Release dated January 13, 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 14, 2015



## BRISIO INNOVATIONS INC.

FOR IMMEDIATE RELEASE

CSE: BZI / OTC: NTCEF

### Brisio Innovations Announces Private Placement

**VANCOUVER, BRITISH COLUMBIA – (January 13, 2015)** -- Brisio Innovations Inc. (CSE: BZI) (PINKSHEETS: NTCEF) (the “**Company**”) announces that the Company intends to complete a non-brokered private placement offering of up to 2,000,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit for gross proceeds of up to \$200,000 (the “**Offering**”).

Each Unit will be 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 will entitle the holder thereof to acquire one common share at a price of \$0.20 per share until 5:00 p.m. (Vancouver time) on the date that is 12 months from the closing of the Offering (the “**Closing**”), subject to an acceleration clause pursuant to which if, at any time after four months from the Closing, the Company’s common shares trade at a closing price of greater than \$0.30 per share for at least twenty-one 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 Company expects that the proceeds of the Offering will be used for working capital purposes.

The securities issued in connection with the Offering will be subject to a statutory hold period of four months. Closing of the 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](http://www.brisio.com)

#### Forward-Looking Statements

*Certain statements in this press release related to the proposed Offering are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about*

*future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Company's ability to complete the Offering and the proposed use of proceeds of the Offering. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*