

**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 28, 2015

**Item 3 News Release**

The news release was disseminated on January 28, 2015 through The Newswire.

**Item 4 Summary of Material Change**

The Company closed a non-brokered private placement offering (the “**Offering**”) pursuant to which it sold an aggregate of 2,350,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit, for gross proceeds of \$235,000.

**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 2,350,000 Units at a price of \$0.10 per Unit, for gross proceeds of \$235,000. 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 \$0.20 per share until 5:00 p.m. (Vancouver time) on January 27, 2016. The Warrants are subject to an acceleration clause pursuant to which if, at any time after May 28, 2015, 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 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 28, 2015.

See the attached News Release dated January 28, 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**

February 6, 2015



## BRISIO INNOVATIONS INC.

FOR IMMEDIATE RELEASE

CSE: BZI / OTC: NTCEF

### Brisio Innovations Announces Closing of Private Placement

**VANCOUVER, BRITISH COLUMBIA – (January 28, 2015)** -- Brisio Innovations Inc. (CSE: BZI) (PINKSHEETS: NTCEF) (the “**Company**”) announces that, further to its press releases of January 13 and January 15, 2015, it has closed a non-brokered private placement offering (the “**Offering**”) pursuant to which it sold an aggregate of 2,350,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit, for gross proceeds of \$235,000. 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 \$0.20 per share until 5:00 p.m. (Vancouver time) on January 27, 2016. The Warrants are subject to an acceleration clause pursuant to which if, at any time after May 28, 2015, 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 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 28, 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  
President, CEO and Director  
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