

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

Item 1. Name and Address of Reporting Issuer

Plus8 Global Ventures, Ltd. (the “**Company**”)  
3979 Willow Street  
Vancouver, British Columbia, V5Z 3R4

Item 2. Date of Material Change

June 10, 2013

Item 3. News Release

The news release was disseminated on June 10, 2013 through Market News, Stockwatch and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company announced that it will sell up to an aggregate of 4,000,000 units (the “**Units**”) of the Company, on a non-brokered basis, at a price of \$0.25 per Unit for gross proceeds of up to \$1,000,000 (the “**Private Placement**”). Each Unit will consist of one common share (the “**Shares**”) and one-half of one common share purchase warrant (the “**Warrants**”) of the Company. Warrants will be non-transferable, and each full Warrant will be exercisable by the holder to purchase one additional common share of the Company for a period of 12 months from the closing date of the Private Placement at a price of \$0.35 per share, subject to early acceleration in certain circumstances described in the attached news release.

The Company and IS Capital Markets Limited (“**IS**”) have entered into an engagement agreement (the “**Engagement Agreement**”) pursuant to which IS will provide certain advisory services to the Company and act as the principal sales agent for the Private Placement. IS’s compensation in connection with the Private Placement will consist of a cash commission of 8% of the gross proceeds raised in the Private Placement and warrants to purchase the number of shares equal to 8% of the number of Shares sold in the Private Placement at a price of \$0.35 per share, exercisable for a period of 12 months from the date of closing of the Private Placement.

The Company intends to use the net proceeds from the Private Placement for sales, marketing, customer acquisition and working capital purposes.

Item 5. Full Description of Material Change

Please see attached news release dated June 10, 2013.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7.

Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8.

Executive Officer

For further information, please contact David Elias, at 1-800 686-6286.

Item 9.

Date of Report

This material change report is dated June 17, 2013.



*NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

**FOR IMMEDIATE RELEASE**

**June 10, 2013**

**Plus8 Global Ventures Announces Private Placement of up to \$1,000,000 and Engagement of IS Capital Markets**

Vancouver, British Columbia, June 10, 2013 – Plus8 Global Ventures, Ltd. (CNSX: PGT), (“Plus8” or the “Company”) is pleased to announce that it plans to raise up to \$1,000,000 through a non-brokered private placement (the “Private Placement”) of up to 4,000,000 units (the “Units”) of the Company at a price of \$0.25 per Unit. Each Unit will consist of one common share (the “Shares”) and one-half of one common share purchase warrant (the “Warrants”) of the Company. Warrants will be non-transferable, and each full Warrant will be exercisable by the holder to purchase one additional common share of the Company for a period of 12 months from the closing date of the Private Placement at a price of \$0.35 per share, subject to early acceleration in circumstances described below.

If for any time from 4 months and 1 day after the closing of the Private Placement the volume weighted average trading price of the Company’s common shares exceeds \$0.50 over a period of 15 consecutive trading days, the Company may, within 5 days of such event, provide notice to the warrant holders by issuing a news release confirming that the Warrants will expire on the date which is 30 calendar days after the date of such news release.

The Company and IS Capital Markets Limited (“IS”) have entered into an engagement agreement (the “Engagement Agreement”) pursuant to which IS will provide certain advisory services to the Company and act as the principal sales agent for the Private Placement. IS’s compensation in connection with the Private Placement will consist of a cash commission of 8% of the gross proceeds raised in the Private Placement and warrants to purchase the number of shares equal to 8% of the number of Shares sold in the Private Placement at a price of \$0.35 per share, exercisable for a period of 12 months from the date of closing of the Private Placement.

Plus8 intends to use the net proceeds from the Private Placement for sales, marketing, customer acquisition and working capital purposes.

The securities issued in the Private Placement will be subject to a four-month hold period in accordance with the applicable securities legislation. The Private Placement is subject to certain filings with the Canadian National Stock Exchange, where the Company’s common shares are listed for trading.

**About Plus8 Global Ventures, Ltd.**

Plus8 Global is a financial products and services company that leverages technology and social enterprise to innovate in the financial industry. Plus8 Global is currently focused on launching Trader|OS, a real-time social collaborative charting and communication platform for traders and investors.

**Forward Looking Information**

*This news release contains forward-looking statements relating to the Private Placement. Forward-looking statements are often identified by terms such as "will", "may", "should", "intends", "anticipates", "expects", "plans" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the completion of the Private Placement, the use of proceeds from the Private Placement and payment of IS's fees pursuant to the Engagement Agreement, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are the ability of the Company to complete the Private Placement on acceptable terms, management's discretion to reallocate the proceeds of the Private Placement and risks detailed from time to time in the filings made by the Company with securities regulators.*

*The Company cannot guarantee that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will only update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.*

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The Canadian National Stock Exchange or any other securities regulatory authority has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release that has been prepared by management.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any applicable securities laws of any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.*

**Listing: CNSX – Symbol: PGT**

Shares issued: 66,786,850

Contact: David Elias, President, Plus8 Global Ventures, Ltd. - (800)686-6286