

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

**Item 1: Name and Address of Company**

*State the full name of your company and the address of its principal office in Canada.*

**DIGIFONICA INTERNATIONAL INC.** (the “Company”)  
Suite 1750 – 999 West Hastings Street,  
Vancouver, British Columbia V6C 2W2

**Item 2: Date of Material Change**

*State the date of the Material Change.*

October 11, 2011

**Item 3: News Release**

*State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.*

The news release dated October 11, 2011 was disseminated via filing with Canada Stockwatch and Market News Publishing.

**Item 4: Summary of Material Change**

*Provide a brief but accurate summary of the nature and substance of the material change.*

On October 11, 2011 Digifonica announced management changes and a private placement.

**Item 5: Full Description of Material Change**

*Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.*

**Vancouver, B.C., October 11, 2011** - Digifonica International Inc. (TSXV-NEX: DIL.H, the “Company”) is pleased to announce the appointment of Messrs. Gunther Roehlig and Robert McMorran as directors of the Company, to replace Thomas E. Sawyer and Colin Tucker who have each resigned as directors. Management would like to thank Messrs. Sawyer and Tucker for their contributions to the Company. Additionally, Mr. Roehlig will replace Gavin McMillan as President & CEO, with Mr. McMillan remaining a director of the Company, and Mr. McMorran and James L. Harris will replace J. Roland Vetter as CFO and Secretary of the Company, respectively.

Mr. Roehlig has more than 15 years experience in the financial and investment industry, with a strong background in managing and financing junior companies. He is currently the Director and Officer of a number of public companies listed on the TSX Venture Exchange. Mr. McMorran has held numerous board positions and senior officer appointments with various public companies. Mr. Harris is a Vancouver-based corporate and securities lawyer.

In addition, the Company also wishes to announce a private placement of up to 30,000,000 units at a price of \$0.05 per unit, each unit consisting of one share of the Company and one warrant to buy one additional share of the Company for \$0.10 for a period of one year from the closing of the placement. Proceeds of the private placement will be used to pay off existing debt and for general working capital. The private placement is subject to regulatory approval. Finder's fees will be paid in accordance with the policies of the Exchange.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

*If the report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.*

*Instruction:*

*For continuing obligations regarding reports filed under this subsection, refer to section 75 (4) of the Securities Act (Ontario) and Part 3.4 of the SEDAR Filer Manual.*

N/A

**Item 7: Omitted Information**

*State whether any information has been omitted on this basis that it is confidential information.*

N/A

**Item 8: Executive Officer**

*Give the name and business telephone number of a senior officer of your company who is knowledgeable about the material change and the report or an officer through whom such executive officer may be contacted.*

To obtain any further information contact Gunther Roehlig, President & CEO of the Company, at (604) 683 0911.

**Item 9: Date of Report**

Dated this 21<sup>st</sup> day of October, 2011.