

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

ITEM 1. Reporting Issuer

Sonoma Capital Inc.
77 King Street West
Suite 3000, PO Box 95 TD Centre
Toronto, Ontario M5K 1G8

ITEM 2. Date of Material Change

June 20, 2014.

ITEM 3. Press Release

The press release attached as Schedule A hereto was disseminated on June 20, 2014 via Newswire news service.

ITEM 4. Summary of Material Change

Sonoma Capital Inc. ("Sonoma Capital" or the "Company") has announced the appointment of Brian Presement and Yvan Routhier to the board of directors. Walter Lee has resigned as Director, Andres Tinajero has resigned as President, CEO and Director, and Adam Szweras has resigned as Corporate Secretary. Yvan Routhier was also appointed as President, CEO and Corporate Secretary. The current board of directors is currently comprised of:

Yvan Routhier
Brian Presement
Paul Sarjeant
Claude E. Forget

The Company wishes to clarify that in addition to closing the first tranche of non-brokered private placement, announced in the press release dated September 6, 2011 it also closed a second tranche of the private placement on September 22, 2011 for gross proceeds \$140,000 upon issuance of 2,800,000 common shares in the capital of the company. No finder's fee or finder's Warrants were issued.

The Company also wishes to clarify that on September 22, 2011 it issued shares to settle debts totaling \$10,000 with non-arm's length parties. A total of 100,000 common shares at \$0.05 per share in settlement of \$5,000 debt were issued to Walter Lee a previous director of Sonoma and 100,000 company shares in settlement of \$5,000 debt were issued to Foundation Opportunities Inc. Closing of the private placement and debt settlements were previously disclosed in the financial statements filed by the Company.

The Company announces that it has entered into additional shares for debt agreements on February 28, 2014 totaling \$47,840.50 with non-arm's length parties. A total of 904,000 Company Shares at \$0.025 per Company Share in settlement of \$22,600 debt were issued to Cavalry Corporate Solutions Ltd., and 1,009,620 Company Shares in settlement of \$25,240.50 debt were issued to Foundation Opportunities Inc.

ITEM 5. Full Description of Material Change

Please see the press release attached as Schedule A for a full description of the material change.

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

Not applicable.

ITEM 7. Omitted Information

No significant facts have been omitted from this report.

ITEM 8. Senior Officer

The following officer of the Company may be contacted for additional information:

Yvan Routhier, President & CEO
yvanrouthier@flexo.ca

ITEM 9. Date of Report

June 20, 2014.

Schedule A

June 20, 2014 11:31 ET

Sonoma Capital Announces Board and Management Changes, Shares for Debt Agreements and Closing of Second Tranche of the Private Placement

TORONTO, ONTARIO--(Marketwired - June 20, 2014) - Sonoma Capital Inc. ("Sonoma" or the "Company") announces appointment of Brian Presement and Yvan Routhier to the board of directors. Walter Lee has resigned as Director, Andres Tinajero has resigned as President, CEO and Director, and Adam Szweras has resigned as Corporate Secretary. Yvan Routhier was also appointed as President, CEO and Corporate Secretary. The current board of directors is currently comprised of:

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The Company wishes to clarify that in addition to closing the first tranche of non-brokered private placement, announced in the press release dated September 6, 2011 it also closed a second tranche of the private placement on September 22, 2011 for gross proceeds \$140,000 upon issuance of 2,800,000 common shares in the capital of the company. No finder's fee or finder's Warrants were issued. The Company also wishes to clarify that on September 22, 2011 it issued shares to settle debts totaling \$10,000 with non-arm's length parties. A total of 100,000 common shares at \$0.05 per share in settlement of \$5,000 debt were issued to Walter Lee a previous director of Sonoma and 100,000 company shares in settlement of \$5,000 debt were issued to Foundation Opportunities Inc. Closing of the private placement and debt settlements were previously disclosed in the financial statements filed by the Company.

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This news release may contain forward-looking statements and information based on current expectations. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. We assume no responsibility to update or revise them to reflect new events or circumstances.

Additionally, there are known and unknown risk factors which could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein.

All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as

required by law.

NO STOCK EXCHANGES OR REGULATIONS SERVICE PROVIDERS HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Contact Information

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