

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

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

Brabeia Inc. (formerly Scavo Resource Corp.)  
909 Bowron Street  
Coquitlam, British Columbia  
V6J 7W3

**Item 2: Date of Material Change**

August 21, 2015.

**Item 3: News Release**

The news release with respect to the material change described herein was disseminated on August 21, 2015 through Stockwatch and Market News.

**Item 4: Summary of Material Change**

Brabeia Inc. (the "**Company**" or "**Brabeia**") (formerly Scavo Resource Corp.) is pleased to announce that it has completed the transaction with 0969607 B.C. Ltd. ("**096**") (formerly Brabeia Inc.) which was the subject of the Company's March 24, 2015 news release and was considered by the Company's shareholders at the Company's July 15, 2015 special general meeting (the "**Transaction**"). The Company also completed a concurrent private placement of units which raised aggregate gross proceeds of \$923,450 (the "**Placement**").

**Item 5.1: Full Description of Material Change**

**The Transaction**

The Transaction involved the acquisition of all of the issued and outstanding common shares of 096 in exchange for the issuance of 25,800,000 common shares of the Company (the "**Consideration Shares**") to the shareholders of 096 (the "**096 Shareholders**") pursuant to the terms and condition of a share exchange agreement between the Company, 096 and the 096 Shareholders dated May 28, 2015 as amended and restated July 30, 2015 (the "**Purchase Agreement**"). Pursuant to the Purchase Agreement, 2,580,000 of the Consideration Shares were issued to the 096 Shareholders at closing. The balance of the Consideration Shares (the "**Performance Shares**") are held pursuant to the terms of a performance escrow agreement which provides for their release as follows:

- (a) an aggregate of 5,805,000 Performance Shares will be released upon Brabeia earning a total of \$1,000,000 in gross revenue;
- (b) a further aggregate of 5,805,000 Performance Shares will be released upon Brabeia earning a total of \$3,000,000 in gross revenue;

- (c) a further aggregate of 5,805,000 Performance Shares will be released upon Brabeia earning a total of \$4,500,000 in gross revenue; and
- (d) a further aggregate of 5,805,000 Performance Shares will be released upon Brabeia earning a total of \$6,000,000 in gross revenue.

While in escrow, the escrowed Performance Shares may not be sold or voted by the 096 Shareholders. If any Performance Shares remain in escrow on the date that is three years after Closing, such Performance Shares will be returned to the Company for cancellation in accordance with the terms of the performance escrow agreement.

### **Board and Management Changes**

On the closing of the Transaction:

- Giovanni Gasbarro resigned as the Company's President and Chief Executive Officer, and Tracy Wattie was appointed as the Company's new President and Chief Executive Officer.
- Directors Jurgen Wolf, Arndt Roehlig and Salvatore Giantomaso resigned from the Company's board, and Tracy Wattie and Guy Champagne joined the Company's board as directors.
- Bruno Gasbarro resigned as Corporate Secretary.

### **Name Change**

The Company has changed its name to "Brabeia Inc."

### **The Placement**

Concurrently with the closing of the Transaction the Company closed the Placement, selling an aggregate of 3,078,167 units (each a "**Unit**") at a price of \$0.30 per Unit for aggregate gross proceeds of \$923,450.10. Each Unit consists of one common share (a "**Placement Share**") and one half of a share purchase warrant (each whole warrant a "Placement Warrant"), each Placement Warrant entitling the holder to acquire one additional common share of the Company (a "**Warrant Share**") at a price of \$0.60 per Warrant Share for a period of two years from closing. The Placement Shares, Placement Warrants and any Warrant Shares issued on the exercise of Warrants may not be sold prior to December 22, 2015.

Additional information regarding the Company, the Transaction and the Placement may be found in the Company's listing statement filed with the Canadian Securities Exchange, a copy of which has been filed under the Company's profile at [www.sedar.com](http://www.sedar.com).

### **Item 5.2: Disclosure for Restructuring Transactions**

Not applicable.

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

This report is not being filed on a confidential basis.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

Tracy Wattie, Chief Executive Officer

Telephone: (604) 314-0186

Email: tracy@brabeia.com

**Item 9: Date of Report**

August 31, 2015.