

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

Item 1: Name and Address of Company

Brabeia Inc. ("**Brabeia**" or "**Company**")
909 Bowron Street
Coquitlam, BC
V6J 7W3

Item 2: Date of Material Change

February 10, 2016.

Item 3: News Release

The news release with respect to the material change described herein was disseminated on February 10, 2016 through Stockwatch and Market News.

Item 4: Summary of Material Change

The Company's board of directors has determined it is in the best interests of the Company to sell the social media marketing business it acquired in August, 2015, and to seek a new business for the Company.

Item 5.1: Full Description of Material Change

The Company's board of directors has determined it is in the best interests of the Company to sell the social media marketing business it acquired in August, 2015, and to seek a new business for the Company. The Company has entered into an agreement to sell Tracy Wattie ("**Wattie**") all of the issued and outstanding shares of its wholly owned operating subsidiary 0969607 BC Ltd. ("**096**") subject to various conditions, including receipt of disinterested shareholder approval from the Company's shareholders (the "**Transaction**").

Terms of the Transaction

096 is a private company which carries on a social media marketing business under the name "Brabeia". 096 was acquired by the Company from Wattie and other former shareholders of 096 in a transaction which closed on August 21, 2015 (the "**2015 Acquisition**").

Upon closing of the Transaction (the "**Closing**"):

- (a) The Company will transfer all of the shares of 096 to Wattie with an effective date of February 1, 2016.
- (b) In consideration for the transfer of 096 to Wattie, Pubco will receive from Wattie a payment of \$250,000, which shall be payable in monthly installments of \$10,000 (the "**Payment**") payable on the first of each month, other than the payments due on March 1 and April 1, 2016, which shall be \$5,000. Wattie will personally guarantee and secure the

first \$100,000 of the Payment. The balance of the Payment will not be guaranteed by Wattie and will be unsecured.

- (c) Brabeia will further be entitled to receive a royalty equal to 10% of 096's gross revenues from any licencing agreements entered into by 096 or any company which is a subsidiary or affiliate of 096 following the Closing to a maximum of \$500,000 in the aggregate.
- (d) Common shares of the Company which were issued and released to the former holders of the shares of 096 on the Closing of the 2015 Acquisition will be retained by them, excepting the common shares issued to Wattie, which will be returned to the Company and cancelled. At the Closing of the 2015 Acquisition, an additional 23,220,000 Company common shares were issued and are held in escrow for release to the former 096 shareholders (including Wattie) on the Company meeting revenue targets (the "**Contingent Shares**"). Wattie has also agreed to the cancellation at closing of her 5,875,272 Consideration Shares at Closing. The remaining 17,342,728 Contingent Shares will remain in escrow and will be returned to treasury and cancelled when the release targets will not be met. As there is no prospect of the Contingent ever being released from escrow, the Company intends to seek their earlier cancellation. The remaining Contingent Shares cannot be voted or traded while in escrow.
- (e) After the Closing, 096 will be entitled to use the name "Brabeia" in connection with its business.

Following the Closing, the Company will pursue new business opportunities to create shareholder value.

New President and CEO

The Company's board of directors has appointed Giovanni Gasbarro to replace Ms. Wattie as the President and CEO of Brabeia.

Director Tara Geissinger has resigned from the Company's board of directors.

Name Change

On or prior to the Closing, the Company will change its name to "Seahawk Ventures Inc."

Update on Filing of Q2 Financial Statements and Cease Trade Order

The Company continues to work toward filing its unaudited quarterly financial statements for the six month period ended November 30, 2015, its management's discussion and analysis relating to the financial statements, and the CEO and CFO certifications therewith (collectively, the "**Disclosure Documents**"). After filing the Disclosure Documents, the Company will seek to have the cease trade order issued by the British Columbia Securities Commission on February 4, 2016 rescinded. The Company is hopeful that the Disclosure Documents can be filed by the end of March, 2016.

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

Giovanni Gasbarro, President and Chief Executive Officer
Telephone: (604) 939-1848/Email: giogas@gmail.com

Item 9: Date of Report

February 24, 2016.