

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

**Item 1 Name and Address of Company**

Matica Enterprises Inc.  
Suite 700 - 350 Bay Street  
Toronto, ON  
M5H 2S6

(“**Matica**”)

**Item 2 Date of Material Change**

July 8, 2014

**Item 3 News Release**

The news release was disseminated on July 9, 2014 through Market Wired and filed on SEDAR and [www.thecse.com](http://www.thecse.com).

**Item 4 Summary of Material Change**

On July 9, 2014, the Company announced that it had closed its previously announced non-brokered private placement (the “**Private Placement**”) of an aggregate of 9,130,000 units (the “**Units**”) of the Company for aggregate gross proceeds of \$456,500. Each Unit consists of a common share (a “**Share**”) of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire an additional common share (a “**Warrant Share**”) of the Company for a period of 18 months from the date of issue at a price of \$0.07 per Warrant Share.

Directors and officers of Matica subscribed for an aggregate of 2,210,000 Units in the Private Placement.

In connection with the Private Placement, Matica paid finders’ fees in Shares (“**Finder’s Shares**”) equal to 10% of the proceeds raised by the applicable finder. Specifically, Matica issued 532,000 Finder’s Shares to James Tong and 77,000 Finder’s Shares to Cynthia Chow.

The Shares and Warrant Shares will be restricted from trading for a period of four months and a day from the date of issuance of the Units and Finder’s Shares, as applicable, being November 9, 2014, in compliance with applicable securities legislation.

The proceeds from the Private Placement will be used for general working capital purposes.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

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For additional detail, please see attached news release dated July 9, 2014.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8      Executive Officer**

For further information, contact:

Boris Ziger  
Chairman and Chief Executive Officer  
Telephone: 416-304-9935

**Item 9      Date of Report**

July 9, 2014