

**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**

March 26, 2015

**Item 3 News Release**

The news release was disseminated on March 27, 2015 through Marketwired and filed on SEDAR.

**Item 4 Summary of Material Change**

On March 27, 2015, the Company closed the second and final tranche of its previously announced brokered private placement (the “**Private Placement**”) of an aggregate of 3,975,000 units (the “**Units**”) of the Company for aggregate gross proceeds of \$318,000. 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 36 months from the date of issue at a price of \$0.15 per Warrant Share.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company closed the second and final tranche of its previously announced Private Placement of an aggregate of 3,975,000 Units. Each Unit consists of one Share and one Warrant. Each Warrant entitles the holder to acquire a Warrant Share for a period of 36 months from the date of issue at a price of \$0.15 per Warrant Share

The Company paid an aggregate cash commission of \$9,410 in connection with the Private Placement (Jacob Securities Inc. - \$5,090; Fin-Xo Securities Inc. - \$3,000; Kathleen Mansfield - \$1,000; Graeme Sewell - \$320). Additionally, the Company issued an aggregate of 103,000 non-transferable broker warrants (each, a “**Broker Warrant**”) (Jacob Securities Inc. - 49,000 Broker Warrants; Fin-Xo Securities Inc. - 37,500 Broker Warrants; Kathleen Mansfield - 12,500 Broker

Warrants; Graeme Sewell - 4,000 Broker Warrants). Each Broker Warrant entitles the holder to acquire an additional common share (a “**Broker Warrant Share**”) of the Company for a period of 36 months from the date of issue at a price of \$0.15 per Broker Warrant Share.

The Shares, Warrant Shares and Broker 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 Broker’s Warrants in compliance with applicable securities legislation.

For additional detail, please see attached news release dated March 27, 2015

## **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**

April 2, 2015