

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

1. **Reporting Issuer**

Mercury Capital II Limited (the "Issuer")  
1 Adelaide Street East, Suite 801  
Toronto, Ontario, M5C 2V9

2. **Date of Material Change**

July 9, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on July 10, 2013 through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced that it had completed its initial public offering.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The senior officer who can answer questions regarding this report is Thomas Sears, Chief Executive Officer. Mr. Sears can be reached at (416) 369-4202.

9. **Date of Report**

July 10, 2013

**MERCURY CAPITAL II LIMITED ANNOUNCES COMPLETION OF INITIAL PUBLIC OFFERING  
trading to commence on July 12, 2013**

**Toronto, Ontario** (July 10, 2013) Mercury Capital II Limited (“**Mercury**”) (TSXV:MFF.P), a capital pool company, is pleased to announce that it completed its initial public offering by issuing 1,185,400 common shares at a price of \$0.30 per share, for gross proceeds of \$355,620.

The common shares of Mercury will be listed and posted for trading on the TSX Venture Exchange (the “**Exchange**”) under the trading symbol “MFF.P” at the opening of the market on or about July 12, 2013.

The net proceeds of the offering will be used to provide Mercury with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a “Qualifying Transaction” under the capital pool company program of the Exchange.

Hampton Securities Limited (“**Hampton**”) acted as agent for the initial public offering. In connection with the offering, Mercury granted Hampton agent’s warrants to acquire 118,540 common shares at a price of \$0.30 per share, and paid Hampton a commission of \$35,562 (10% of the gross proceeds of the offering) and a corporate finance fee. The warrants may be exercised for a period of 24 months from the date of listing of the common shares on the Exchange.

At the closing of the initial public offering, Mercury also granted incentive stock options to its six officers and directors to acquire a total of 185,206 common shares. The options may be exercised for a period of ten years at a price of \$0.30 per share.

At the closing of the offering, there were 1,852,065 common shares issued and outstanding in the capital of Mercury, of which 666,665 have been issued prior to the offering. These 666,665 shares have been placed in escrow in accordance with the policies of the Exchange.

For more information please contact:            Thomas Sears  
   Chief Executive Officer  
   Mercury Capital II Limited  
   Email: tsears@dominick.ca

*The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Mercury believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Mercury disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This press release does not constitute and the subject matter hereof is not, an offer for sale or a solicitation of an offer to buy, in the United States or to any “U.S Person” (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “1933 Act”)) of any equity or other securities of Mercury Capital II. The securities of Mercury Capital II have not been registered under the 1933 Act and may not be offered or sold in the United States (or to a U.S. Person) absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act.*

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