Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Difference Capital Funding Inc. (the "Company")
The Exchange Tower
130 King Street West, Suite 2950
Toronto, Ontario
M5X 1C7

2. Date of Material Change

February 4, 2013 and February 5, 2013

3. News Release

A news release was disseminated on February 6, 2013 through Marketwire and was filed on SEDAR with the British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland securities commissions and the TSX Venture Exchange.

4. Summary of Material Change

The Company announced the first tranche of 114,539,084 special warrants ("Special Warrants") of the previously announced non-brokered private placement offering (the "Offering") have been exercised into 114,539,084 common shares and 57,269,530 common share purchase warrants (the "Warrants") of the Company. Each Warrant entitles the holder thereof to acquire one common share at a price of $0.60 at any time on or before 5:00 p.m. (Toronto time) on October 3, 2014.

5. Full Description of Material Change

The Company announced the first tranche of 114,539,084 special warrants ("Special Warrants") of the previously announced non-brokered private placement offering (the "Offering") have been exercised into 114,539,084 common shares and 57,269,530 common share purchase warrants (the "Warrants") of the Company. Each Warrant entitles the holder thereof to acquire one common share at a price of $0.60 at any time on or before 5:00 p.m. (Toronto time) on October 3, 2014.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, please contact Neil Johnson, the Chief Executive Officer of the Company, at (416) 649-5088.

9. Date of Report

DATED the 20th day of February, 2013.