FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

   Loyalist Group Limited (the "Company")
   1255 Bay St, 8th Floor
   Toronto, Ontario M5R 2A9

2. **Date of Material Change:**

   July 9, 2013, and July 16, 2013.

3. **News Release:**

   The Company issued news releases disclosing each of the material changes on July 9, 2013, and July 17, 2013, respectively, through the facilities of Marketwire and concurrently filed each of the news releases on SEDAR.

4. **Summary of Material Change:**

   On July 9, 2013, the Company announced that it had entered into a definitive agreement to acquire MTI Community College Ltd.

   On July 16, 2013, the Company announced that it had completed the acquisition of MTI Community College Ltd.

5. **Full Description of the Material Change:**

   On July 9, 2013, the Company entered into a definitive agreement to acquire MTI Community College Ltd. ("MTI"), an accredited community college operator with seven campuses in the Greater Vancouver Area, B.C.

   On July 16, 2013, the Company completed the acquisition of MTI. The total purchase price was $8.0 million of which $6.0 million, subject to certain closing adjustments, was paid in cash at closing and $2.0 million, subject to certain post-closing adjustments, is payable by way of a non-interest bearing, secured, subordinated promissory note due May 15, 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 Andrew Ryu, Chief Executive Officer, at (416) 969-9800, extension 222.

9. **Date of Report:**

   July 19, 2013.