

**Form 51-102F3  
Material Change Report**

**1. Name and Address of Company**

eMedia Networks International Corp.  
301 – 1062 Homer St  
Vancouver, BC V6B 2W9  
Phone: 604-742-3344

**2. Date of Material Change**

May 17, 2011

**3. News Release**

May 18, 2011 via Marketwire.

**4. Summary of Material Change**

eMedia Networks International announced that, subject to regulatory approval and due diligence reviews, the Corporation has entered into a Purchase Agreement with two individuals to purchase all of the issued and outstanding shares of a private company for \$1,000,000.

**5. Full Description of Material Change**

eMedia Networks International announced that, subject to regulatory approval and due diligence reviews, the Corporation has entered into a Purchase Agreement with two individuals to purchase all of the issued and outstanding shares of a private company for \$1,000,000. On closing date, the Corporation will pay \$750,000 of the purchase price with the balance paid over a period of time. The purchase price was negotiated at arm's length and no finders' fees will be paid. The acquisition is contemplated to close before the end of May and is subject to financing by the Business Development Bank of Canada.

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

N/A

**7. Omitted Information**

N/A

**8. Executive Officer**

Darren Reiter, CEO  
Telephone: 1-604-742-3344

**9. Date of Report**

May 19, 2011