

Form 51-102F3
Material Change Report

Item 1 Reporting Issuer

CICADA VENTURES LTD.
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Vancouver, BC
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Item 2 Date of Material Change

February 5, 2009.

Item 3 News Release

January 13, 2009. The press release was issued through SEDAR.

Item 4 Summary of Material Change

On January 16, 2009, the TSX Venture Exchange (Vancouver) accepted for filing documentation pertaining to a Non-Brokered Private Placement announced January 13, 2009.

Item 5 Full Description of Material Change

The TSX Venture Exchange (Vancouver) has accepted for filing documentation pertaining to the Non-Brokered Private Placement of 59,000,000 units at a price of \$0.01 per share with 59,000,000 warrants attached to purchase 59,000,000 shares at a price of \$0.05 per share during the first year and \$0.10 thereafter. The hold period expires:

Number of Shares	Hold Period
12,600,000	May 22, 2009
23,600,000	May 28, 2009
22,800,000	June 4, 2009

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

Sammy Cheng, Director

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Item 9 Date of Report

February 12, 2009