FORM 51-102F3
Material Change Report

1. Name and Address of Company:

LEMONTONIC INC.
Suite 400, 152 King Street East
Toronto, Ontario M5A 1J3

2. Date of Material Change:

January 14, 2005.

3. News Release:

A press release relating to the material change described herein was released by Canada NewsWire on January 14, 2005.

4. Summary of Material Change:

LEMONTONIC INC. (the "Corporation" or "LEM") (TSX Venture: LEM) is pleased to announce that it has closed its previously announced private placement (the "Private Placement") of class A shares ("Shares") at a price of $0.15 per Share. The Corporation issued 34,500,000 Shares pursuant to the Private Placement, for total proceeds of $5,175,000.

5. Full Description of Material Change:

See press release attached as Schedule "A" hereto.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Mark Pavan, President and Chief Executive Officer

9. Date of Report:

January 21, 2005.

SCHEDULE "A"

LEMONTONIC INC.

lemontonic™
video dating messenger

Attention Business Editors:

Lemontonic Inc. Closes 5 million Equity Financing

/NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

TORONTO, Jan. 14 /CNW/ - LEMONTONIC INC. (the "Corporation") (TSX-VEN: LEM) is pleased to announce the successful completion of its previously announced private placement of Class A shares (the "Shares"). Canaccord Capital (Europe) Limited placed 34,500,000 Shares, including the exercise in full of the over-allotment option of 4,500,000 Shares raising gross proceeds of $5,175,000. Each security will be subject to a hold period of 4 months and one day.

The Company also announces that its growth continues to accelerate. The company has now passed the 115,000th member milestone. The company will provide a corporate update in the near term, detailing functionality enhancements and release dates for version 2.0 of the Lemontonic Messenger.

In connection with the Private Placement, Canaccord Capital (Europe) Ltd. and certain subsidiary brokers ("Agents") will be paid an aggregate cash commission of 8% of the subscription proceeds. In addition, Canaccord will be granted an agent's option to purchase that number of class A shares of the Corporation that is equal to 10% of the number of units sold by Canaccord. Each agent's option shall entitle the holder to acquire one class A share of the Corporation at the offering price for a period of two years.

The completion of the Private Placement is subject to the approval of the TSX Venture Exchange Inc. and all other necessary regulatory approvals.

The Corporation intends to use the proceeds from the Private Placement for marketing, product research and development, as well as for working capital purposes.

About Lemontonic

Lemontonic Inc. is a social networking software company that has developed proprietary instant messaging technology. The Corporation has invested $5.4 million over the past 18 months launching this technology into the online dating category and is poised to distribute its solution internationally and in additional verticals in 2005.

To find out more about Lemontonic Inc. (TSX-VEN: LEM), visit www.lemontonic.com.

The TSX Venture Exchange Inc. has not reviewed and does not accept responsibility for the adequacy and accuracy of this release.

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For further information: contact Mark Pavan, President and CEO of the Corporation at (416) 874-7199