FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. **Reporting Issuer**

Sprylogics International Corp.
64 Jardin Drive
Suite 2A
Concord, Ontario
L4K 3P3

ITEM 2. **Date of Material Change**

January 30, 2013.

ITEM 3. **Press Releases**

Press release in the form of Schedule A attached hereto was disseminated on January 30, 2013 via CNW news service.

ITEM 4. **Summary of Material Change**

Sprylogics International Corp. ("Sprylogics" or the "Company") has announced the completion of a non-brokered private placement (the "Private Placement") of 20,254,000 units (the "Units") at a price of $0.05 per Unit for gross proceeds of $1,012,700. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one common share of the Company (the "Warrant Share") at a price of $0.10 per Warrant Share for a term of 24 months from the closing date.

The net proceeds of the Private Placement will be used for research and development, marketing and other general working capital purposes.

The Company also announces that the $250,000 secured convertible debenture issued in November 2012 has been replaced by a secured debenture which will not be convertible into common shares of the Company. In addition, the holder of the debenture has advanced an additional $150,000 to the Company resulting in the principal amount of the secured debenture now being $400,000. As a result of the terms of the debenture being amended to remove the convertibility feature, the 2,500,000 common share purchase warrants issued in connection with the convertible debenture have been cancelled. In connection with the issuance of the $400,000 principal amount secured debenture, the Company has issued 1,600,000 common shares to the holder of the debenture.

ITEM 5. **Full Description of Material Change**

See Schedule A attached.

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

Not applicable.

ITEM 7. **Omitted Information**

Not applicable.

ITEM 8. **Executive Officer**

The following officer of the Company may be contacted for further information:

David Berman
Chief Financial Officer
Sprylogics International Corp.
Tel: (905) 761-9200 Ext. 21
davidb@sprylogics.com

ITEM 9. **Date of Report**

This report is dated this 1st day of February, 2013.

Schedule A

Sprylogics International Announces Closing of Financing

TSX Venture Exchange
Symbol: SPY

TORONTO, Jan. 30, 2013 /CNW/ - **Sprylogics International Corp.** ("Sprylogics" or the "Company") is pleased to announce the completion of a non-brokered private placement (the "Private Placement") of 20,254,000 units (the "Units") at a price of $0.05 per Unit for gross proceeds of $1,012,700. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one common share of the Company (the "Warrant Share") at a price of $0.10 per Warrant Share for a term of 24 months from the closing date.

The Company paid cash finder's fees totaling $4,370 and issued 87,400 non-transferable options (the "Finder Options"), each Finder Option exercisable to acquire a common share of the Company at an exercise price of $0.10 for a period of 24 months from the closing date.

The securities issued pursuant to the Private Placement will be subject to a four month statutory hold period from the date of issuance.

The net proceeds of the Private Placement will be used for research and development, marketing and other general working capital purposes.

Closing of the Private Placement remains subject to final approval of the TSX Venture Exchange.

<u>Convertible Debenture</u>

The Company also announces that the $250,000 secured convertible debenture issued in November 2012 has been replaced by a secured debenture which will not be convertible into common shares of the Company. In addition, the holder of the debenture has advanced an additional $150,000 to the Company resulting in the principal amount of the secured debenture now being $400,000. As a result of the terms of the debenture being amended to remove the convertibility feature, the 2,500,000 common share purchase warrants issued in connection with the convertible debenture have been cancelled. In connection with the issuance of the $400,000 principal amount secured debenture, the Company has issued 1,600,000 common shares to the holder of the debenture.

Sprylogics International develops advanced search and analysis technology. The patent pending technology platform uses Semantic and Machine Learning techniques to process, analyze and interpret unstructured data including real time conversation, in order to extract key sentiments, facts, user interests and intent. The technology platform is currently being used to develop innovative solutions related to search and discovery of products and places on mobile devices. Find out more at www.sprylogics.com or www.2ya.it

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary and Forward-looking Statements - Statements contained in this news release which are not historical facts are forward-looking statements that involve risk, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. All forward-looking statements included in this news release are based on information available to the Company on the date hereof. The Company assumes no obligation to update any forward-looking statements, except as required by applicable securities laws.

SOURCE: Sprylogics International Corp.

For further information:
Sprylogics International Corp.
David Berman, CFO, 905-761-9200 Ext.21 or davidb@sprylogics.com