

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Family Memorials Inc. (the “Corporation”)
1126 Roland St.
Thunder Bay, Ontario
P7B 5M4

Item 2 Date of Material Change

January 31, 2014

Item 3 News Release

The Corporation issued its press release on February 4, 2014 through the facilities of Marketwire.

Item 4 Summary of Material Change

At the Corporation’s annual and special meeting of shareholders held Friday, January 31, 2014, the shareholders elected the incumbent directors, Scott C. Kellaway, Robert C. Kellaway, Douglas J. Livesey and Kevin Nephin, as well as a new director, Stuart Peterson

Item 5 Full Description of Material Change

Please see the attached copy of the Corporation’s press release of February 4, 2014 for a full description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

To obtain further information, contact Scott C. Kellaway, President and Chief Executive Officer of the Corporation at (807) 577-6463.

Item 9 Date of Report

February 7, 2014



FAMILY MEMORIALS – ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Thunder Bay, Ontario – February 4, 2014 - Family Memorials Inc. (TSXV-FAM) (the “**Corporation**”) is pleased to announce that at its annual and special meeting of shareholders held Friday, January 31, 2014, the shareholders elected the incumbent directors, Scott C. Kellaway, Robert C. Kellaway, Douglas J. Livesey and Kevin Nephin, as well as a new director, Stuart Peterson. Mr. Peterson is a practicing chartered accountant and was previously a director of Birch Hill Gold Corp. (formerly Foundation Resources Inc.) and Bluestone Resources (formerly Indicator Minerals Inc.). He is currently a director and Chief Financial Officer of Kestrel Gold Inc.

About Family Memorials

The Corporation is a Canadian public company operating in the death care industry retailing monuments and memorials through wholly owned subsidiaries and with agency and sales agreements with funeral homes. The Corporation currently trades on the TSX venture exchange under the symbol “FAM”.

NEITHER THE 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.

For further information, please contact:

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President & CEO

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