

51-102F3  
MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

Tinkerine Studios Ltd.  
(formerly White Bear Resources Inc. (the “Company”))  
341 West 6<sup>th</sup> Avenue  
Vancouver, BC V5Y 1L1

**Item 2 Date of Material Change**

April 4, 2014

**Item 3 News Release**

The news release dated April 8, 2014 was disseminated through Marketwired on April 8, 2014.

**Item 4 Summary of Material Change**

The Company announced that it has completed its Reverse Takeover (as defined in the policies of the TSX Venture Exchange (the “TSXV”)) transaction (the “RTO”), as previously announced in its press releases of January 4, 2014, January 14, 2014 and March 12, 2014, and as more particularly described in its management information circular dated February 27, 2014 (the “**Information Circular**”), which is available on SEDAR at [www.sedar.com](http://www.sedar.com). Subject to receipt of the final approval of the TSXV, the Company expects to commence trading as a Tier 2 Technology Issuer on the TSXV at the opening of the market on Monday, April 14, 2014. The new trading symbol of the Company will be “TTD”.

The Company completed the RTO through the closing of a share exchange agreement, dated February 27, 2014 (the “**Agreement**”), with Tinkerine Studio Ltd. (“**Tinkerine**”), a private company incorporated under the laws of British Columbia, Canada, and all of the shareholders of Tinkerine (the “**Tinkerine Shareholders**”). Under the terms of the Agreement, the Company acquired all of the issued and outstanding shares of Tinkerine from the Tinkerine Shareholders in exchange for the issuance of an aggregate of 12,000,000 common shares in the capital of the Company (each, a “**Share**”). Upon closing of the RTO (the “**Closing**”), Tinkerine became a wholly-owned subsidiary of the Company. As a result of the Closing, the 900,000 outstanding Tinkerine stock options, in accordance with their terms, became exercisable into Shares at a price of \$0.15 per Share until December 20, 2016.

The RTO was approved at the Company’s annual general and special meeting of shareholders held on April 4, 2014 (the “**Meeting**”) by way of an ordinary resolution of a majority of the disinterested shareholders of the Company.

**The Concurrent Financing**

In connection with the Closing, the Company completed a non-brokered private placement financing (the “**Financing**”), pursuant to which it issued an aggregate of 12,351,000 units (each, a “**Unit**”), at a price of \$0.25 per Unit, for total gross proceeds of \$3,087,750. Each Unit was comprised of one Share and one half of one share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant exercisable into one Share at an exercise price of \$0.40 per Share

until October 4, 2015. In connection with the Financing, the Company paid aggregate cash finder's fees of \$128,000 and issued an aggregate of 640,000 broker warrants, having the same terms and conditions as the Warrants, to certain finders.

### Directors and Officers

In connection with the Closing, Byron Coulthard resigned as the President, Chief Executive Officer and a director of the Company, Cyrus Driver resigned as the Secretary, Chief Financial Officer and a director of the Company, and James Clucas resigned as a director of the Company. Eugene Suyu was appointed as Chief Executive Officer and a director of the Company, Martin Burian was appointed as Executive Vice President, Secretary, Chief Financial Officer and a director of the Company, Todd Blatt was appointed as a director of the Company, and Desmond Liew was appointed as a director of the Company. John Veltheer remains a director of the Company. For further biographical information about the foregoing persons, please refer to the Information Circular.

### Sponsorship

Pursuant to the terms of an engagement letter dated January 9, 2014 between the Company and Mackie Research Capital Corporation ("Mackie"), Mackie acted as sponsor in connection with the RTO in consideration for a sponsorship fee of \$25,000 (plus GST), the issuance of 40,000 Shares and the payment of Mackie's reasonable expenses.

### Current Capitalization

As a result of the completion of the RTO and the Financing, the current capitalization of the Company, on both an undiluted and fully diluted basis, is as follows:

<b>Description of Securities</b>	<b>Number</b>
Shares outstanding prior to completion of the RTO	17,182,233
Shares issued to Tinkerine Shareholders	12,000,000
Shares issued under Financing	12,351,000
Shares issued to Mackie as Sponsor	40,000
<b>Total issued and outstanding Shares (undiluted)</b>	<b>41,573,233</b>
Warrants outstanding prior to completion of the RTO	7,059,291
Warrants issued under Concurrent Financing	6,175,500
Broker warrants issued under Concurrent Financing	640,000
Options outstanding prior to completion of the RTO	42,500
Options granted to Tinkerine optionholders	900,000
Options granted in connection with completion of the RTO	2,825,000
<b>Fully diluted Share capital</b>	<b>59,215,524</b>

### **Adoption of 2014 Stock Option Plan and Grant of Stock Options**

At the Meeting, the shareholders of the Company (the “**Shareholders**”) ratified and approved the adoption of the Company’s 2014 Stock Option Plan (the “**2014 Plan**”), which was adopted by the Company’s board of directors effective as of February 27, 2014. The purpose of the 2014 Plan is to attract and retain the best available personnel and to provide incentives to employees, officers, directors and consultants of the Company and its subsidiaries, as applicable, all in an effort to promote the success of the Company.

In connection with the Closing, the Company granted an aggregate of 2,825,000 incentive stock options to certain directors, officers, consultants, advisors and employees of the Company and its wholly-owned subsidiary. Each of these options is exercisable into one Share at a price of \$0.25 per Share for five years. The option grants are subject to the approval of the TSXV. For further details of these option grants, please refer to the Information Circular.

### **Adoption of New Articles**

The Company also announces that, at the Meeting, the Shareholders approved the adoption of new Articles, which replace its prior Articles. The new Articles contain, among other things, an advance notice provision, which requires advance notice of the nomination of directors in limited circumstances. This provision is intended to provide shareholders, directors and management with a clear framework for the nomination of directors at meetings of shareholders, and is designed to further the Company’s commitment to: (i) facilitating an orderly and efficient shareholder meeting process; (ii) ensuring that all shareholders receive adequate notice of director nominations and sufficient information regarding all director nominees; and (iii) allowing shareholders to make an informed vote with respect to the election of directors.

### **Change in Fiscal Year End and Change of Auditor**

In connection with the closing of the RTO, the Company’s fiscal year end changed from its current year end of October 31 to Tinkerine’s year end of December 31 and the auditor of the Company changed from Crowe MacKay LLP to Dale Matheson Carr-Hilton LaBonte LLP, the auditor of Tinkerine.

### **Item 5 Full Description of Material Change**

#### *5.1 Full Description of Material Change*

See Item 4 above.

#### *5.2 Disclosure for Restructuring Transactions*

N/A

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

N/A

### **Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Eugene Suyu, Chief Executive Officer and Director, 604.562.4871

**Item 9 Date of Report**

April 14, 2014