

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Alya Ventures Ltd. ("Alya")
888 - 700 W. Georgia Street
Vancouver, BC V7Y 1G5

2. Date of Material Change

November 18, 2011

3. News Release

A press release was disseminated on November 18, 2011 through Marketwire.

4 Summary of Material Change

Alya, a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the "TSX-V"), has entered into a share purchase agreement dated November 18, 2011 with Consumer Impulse, Inc. ("Snipp") whereby Alya will acquire all of the issued and outstanding shares of Snipp in exchange for the issuance of Alya common shares. It is intended that this will be Alya's "Qualifying Transaction" as described in Policy 2.4 of the TSX-V.

5. Full Description of Material Change

Please see the news release attached as Schedule "A" hereto for a full description of the material change.

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

This report is not being filed on a confidential basis.

7. Omitted Information

Not applicable.

8. Executive Officer

Conrad K. Swanson, Chief Executive Officer
Telephone: (604) 317-3090

9. Date of Report

November 23, 2011

Schedule A

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

ALYA VENTURES LTD.

Alya Ventures Ltd.
888 - 700 W. Georgia Street
Vancouver, BC V7Y 1G5

ALYA VENTURES LTD. ANNOUNCES QUALIFYING TRANSACTION

November 18, 2011

TSX Venture Exchange
Trading Symbol: ALY.V

Alya Ventures Ltd. ("**Alya**"), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the "**TSX-V**"), is pleased to announce that on November 18, 2011, it has entered into a definitive agreement with Consumer Impulse, Inc., doing business as "Snipp", a corporation existing under the laws of Delaware ("**Snipp**"), and its shareholders (the "**Snipp Shareholders**"), whereby through a series of steps, Alya will acquire all of the issued and outstanding shares of Snipp (the "**Snipp Shares**") in exchange for the issuance of 22,742,308 Alya common shares (each, an "**Alya Share**") which will constitute 67.5% of the total issued and outstanding common shares of Alya, on a non-diluted basis, following completion of the qualifying transaction (the "**Transaction**"). Alya will also issue 6,188,692 Alya Warrants to the Snipp Shareholders to purchase 6,188,692 Alya Shares at an exercise price of \$0.13 per Alya Share for a period of five years from Closing. Upon Closing, but before completion of the private placement financing described below, the Snipp Shareholders, collectively, will be the legal and beneficial owners of 70% of the total issued and outstanding Alya Shares on a fully-diluted basis. Moreover, concurrent with Closing, the name of Alya will be changed to Snipp Interactive Inc.

Private Placement Financing

As a condition to closing of the Transaction, Alya intends to complete a private placement (the "**Financing**") of 10,000,000 units (each, a "**Unit**") with a subscription price of \$0.15 per Unit, for gross proceeds of \$1,500,000. All or part of the Financing will be sold on a brokered basis. Each Unit will consist of one Alya common share and one warrant entitling the holder to purchase one Alya common share at an exercise price of \$0.22 per share within one year of closing of the Financing and an exercise price of \$0.27 per share within two years of closing of the Financing, with such warrants expiring two years after the closing of the Financing. It is intended that the net proceeds from the Financing will be used to strengthen Snipp's sales force, to continue to

expand its product and service offerings, to service its growing client base and for working capital purposes. All of the subscribers to the Financing will be advised of the Transaction.

Alya anticipates paying Union Securities Ltd. a finder's fee equal to 7% of gross proceeds and issuing warrants to Union Securities Ltd. to purchase 10% of the securities sold in the Financing, exercisable on the same terms as the warrants described above.

About Snipp

Snipp provides print publishers, advertising agencies and corporate/consumer brands with a full suite of mobile marketing services in the US and Canada, and generates revenue by designing, constructing, implementing and managing these mobile marketing services for its customers.

Overview of the Business

Snipp's business is predicated on the belief that the mobile phone can act as a bridge between the offline and online worlds and a complement to traditional media marketing. Snipp focuses on niche-centered or "under-the-line" marketing techniques that give its clients the ability to tailor their messaging in a personal manner to a targeted audience. Advertising in traditional marketing (here defined as all offline marketing, including print, TV, radio and out-of-home marketing media that consumers are exposed to while not in their homes), as well as event marketing and public relations, typically suffer from three main drawbacks:

- Not interactive: Typically, such marketing tends to be "broadcast" marketing, i.e. one-to-many, and is not interactive.
- Ineffectual measurement: Traditional marketing techniques cannot accurately measure the information they are collecting, in terms of what traditional media a consumer is actually consuming.
- Insufficient data: Traditional marketing does not generate sufficient data on the specific details needed to determine who consumers are and what they are looking for.

By using the mobile phone as a complement to traditional marketing efforts, marketers can create advertising that is interactive, can better measure the results and can generate valuable data about the consumer.

With the rapid penetration of smartphones in North America, the mobile phone is increasingly being used as a device for the direct consumption of content, be it mobile web, mobile apps, videos or music – and is being viewed by marketers as an increasingly attractive platform for their marketing efforts. Snipp has been providing its clients (primarily brands, advertising agencies and publishers in North America) with various mobile marketing related services for over three years.

Snipp's "Mobilize Me" technology platform offers a wide range of mobile marketing features. The platform provides mobile-based interactions including:

- Short Message System-based response ("SMS"): a form of text messaging communication;
- Quick Response ("QR") Codes and other 2d barcodes: industry standard barcoding where any kind of data can be encoded;
- email;
- Multimedia Messaging Service ("MMS"): text messaging with pictures or audio; and
- Snapp: Snipp's image recognition system that allows any image to become a "tag" that advertisers can use as a call to action. Mobile phone users can take a photo of a tag and, through the platform, Snipp can set up a wide range of interactive mobile-based marketing campaigns.

Examples of the types of campaigns that Snipp can enable through its platform include combinations of:

- sweepstakes and contests;
- sampling and giveaways;
- access to mobile videos (streaming or via MMS);
- distribution of media content, including ringtones, wallpapers and other forms of music and video;
- mobile webpages or clusters of webpages created based on a set of standardized templates, including collection of basic address information, product brochures and slideshows;
- audio call-backs (phone calls that play back pre-recorded audio messages);
- text-based alerts and reminders;
- couponing;
- geo-location based services (such as store locator, or coupled with couponing to provide location-based coupons); and
- social media functionality.

Snipp owns the short-code 76477 (S-N-I-P-P) which has been provisioned for text messaging with various North American carriers who collectively account for over 98% of the total mobile phone population in Canada and the United States. Additionally, Snipp has MMS provisioned on the short code with the four major U.S. carriers, being AT&T, Verizon, Sprint and T-Mobile. The technology platform is flexible, allowing customers to create differentiated and conditional responses based on a variety of different factors including geography, area code and carrier. As

a result, advertisers may choose to provide different content based on any of the interactions described above. Additionally, Snipp offers marketers "age-gating functionality" and other controls to fine-tune their marketing efforts to their target audiences.

In the three years that Snipp has been operating, it has completed over two hundred campaigns for a wide variety of clients including large publishers such as ESPN, Time Inc. (People, People Stylewatch), Meredith (including all of its major titles: Better Homes and Gardens, Ladies Home Journal, Parents, Fitness, Family Circle, Siempre Mujer), Conde Nast (Parade, Golf, GQ, Self, Allure) and several advertising agencies including Ammirati, Marshall Advertising and 360i. Through its clients, as well as directly, Snipp has been engaged in campaigns for some of the largest brands in the world, including Nike, Ford, Oreo, MTV, Yamaha, GMC, Samsung, Levis, Reebok, Sprint, Powerade and Wendy's.

In general, typical users and beneficiaries of Snipp's technology include:

- content owners and publishers who bring a mobile channel to their content;
- advertisers, who receive higher conversion rates due to the targeted nature of their advertisements and interactivity of their message;
- e-commerce providers, who are able to deliver targeted product promotions and take users directly to check out from a physical medium; and
- consumers who can tag or bookmark content in the real world in order to share and access information across their social networks.

Snipp Ownership

Snipp is a Delaware-based corporation. The company was incorporated on March 30, 2007 and is owned by the following parties:

- Atul Sabharwal (Maryland): 39.0%
- Ritesh Bhavnani (Maryland): 39.0%
- Wilson A. Bell (Virginia): 12.0%
- Jonathan Bell (Virginia): less than 1.0%
- Dave Colburn (Virginia): 1.0%
- Walter Giancola (Virginia): less than 1.0%
- Rahoul Roy (New York): 5.0%
- Anthony Durkacz (Ontario): 3.5%

Directors and Officers of Resulting Issuer

On Closing, the existing board of directors of Alya will be adjusted so that it is composed of four members, namely Atul Sabharwal (new), Ritesh Bhavnani (new), Bruce Cousins (continuing) and subject to the approval of the TSX-V, one additional independent director. Alya and Snipp are currently jointly searching for the independent director. Mr. Erik Hallstrom will be appointed Chief Executive Officer.

The following individuals are expected to be Insiders of the Resulting Issuer, as defined in Policy 1.1 of the TSX-V:

Erik Hallstrom. Mr. Hallstrom (age 43) is currently an independent advisor and investor, and has over 15 years' experience creating and growing technology and services companies. He previously served in a partner-level role as U.S. co-head and Executive Vice President of Inzenka Inc., a boutique growth consulting firm from November 2009 to August 2010. Prior to his involvement at Inzenka, he was the Chief Operating Officer of Lightbridge Corporation (formerly Thorium Power Ltd.), a publicly listed international energy technology and advisory company, from February 2007 to November 2008. From May 2003 to December 2006, Mr. Hallstrom held various executive positions at WorldSpace Corporation, an international media and telecommunications firm, including as Senior Vice President, Strategy & Business Development. He began his business career as a management consultant with the Boston Consulting Group in North America and Europe between August 1994 and March 2002, where he led strategy development and operations improvement initiatives at global corporations and innovative emerging companies, and was a member of its Technology & Communications practice. Mr. Hallstrom holds a Master of Science degree from the Royal Institute of Technology in Sweden, a Master of Science degree from Stockholm School of Economics in Sweden, and a Master of Business Administration degree (with Distinction) from INSEAD in France.

Atul Sabharwal. Mr. Sabharwal (age 36) is currently a director and one of the founders of Snipp and has over 15 years experience in the telecommunications and digital media/mobile space industry. Since 2006 he has served as the Executive Director of the ACME Group, a large telecommunications and energy infrastructure company with interests in South Asia and Africa. Between 2009 and 2011 he served as a board member of eSolar Inc., a Pasadena, CA-based company that is backed by Idealab, Google.org, General Electric Inc., Oak Investment Partners and the Quercus Trust. Mr. Sabharwal recently stepped down as a director after a successful investment by General Electric Inc. in the company, but continues to serve as a board observer. Mr. Sabharwal also is the founder of the Finalysis Group, a consulting company focused on helping growth businesses with a South Asian component. Between 2005 and 2007 he founded and ran a successful venture that provided remote services such as call center management and lead generation to corporate clients. His earlier roles also include positions at AOL, IBM Business Services (previously PWC Consulting), the Boston Consulting Group and Star TV, a subsidiary of News Corporation. Mr. Sabharwal has a Bachelor of Science degree in Economics (Hons. First Class) from St. Xaviers College, Calcutta, India and a Master of Business Administration degree from the Australian Graduate School of Management, Sydney, Australia and the Wharton School, University of Pennsylvania.

Ritesh Bhavnani. Mr. Bhavnani (age 36) is currently a director and one of the founders of Snipp. He is a 10 year veteran of the digital media/mobile space industry. Mr. Bhavnani founded Snipp in April 2007 and has been working at Snipp full-time since May 2010. From 2005 to May 2010, Mr. Bhavnani was employed at McKinsey & Company in their Media, Technology and Telecommunications practices, where he advised Fortune 500 companies, including large media conglomerates and cable

providers, on issues related to digital convergence, strategy and online growth. In April 2000, Mr. Bhavnani founded Unsurface Inc., a consumer-facing digital media distribution service that was funded and eventually acquired by Sony Music Corporation in September 2001. From 2001 to 2003, Mr. Bhavnani was the General Manager at Precicompo Pvt Ltd. in India, an automobile component manufacturing business. Mr. Bhavnani has a Bachelor of Science degree from Stanford University, and a Master of Business Administration degree (with distinction) from INSEAD in France and Singapore.

Bruce Cousins. Mr. Cousins (age 50) is currently a director and Chief Executive Officer of Carmanah Technologies Corporation. He was previously Vice President and Chief Financial Officer of Ballard Power Systems Inc. from April 2009 to July 2010. Prior to working at Ballard, Mr. Cousins was Vice President and Chief Financial Officer of Xantrex Technologies Inc. from June to September 2008 and Executive Vice President and Chief Financial Officer of Aspreva Pharmaceuticals Corporation from February 2004 to June 2008. Mr. Cousins began his career in the pharmaceutical industry with Johnson & Johnson, working with various operating franchises for approximately 14 years. Mr. Cousins is a Chartered Accountant and articulated with Deloitte & Touche in Toronto, Canada. Mr. Cousins holds an Honours Bachelor of Commerce from McMaster University.

It is anticipated that two shareholders of the resulting issuer, Atul Sabharwal and Ritesh Bhavnani, will hold greater than 10% of the issued and outstanding Alya Shares following Closing.

Selection Financial Information Concerning Snipp

The table below sets out certain selected financial information regarding Snipp for the periods indicated. The selected financial information has been prepared in accordance with International Financial Reporting Standards and remains subject to the completion of a final audit.

	Nine months ended September 30, 2011 (unaudited)	Year Ended December 31, 2010 (unaudited)	Year Ended December 31, 2009 (unaudited)
	US\$	US\$	US\$
Revenue	268,142	290,771	140,983
Gross Profit	268,142	290,771	140,983
Income (Loss) Before Tax	38,642	(28,198)	63,554
Total Comprehensive Income (Loss) for the Period	38,203	(28,051)	63,453

	Nine months ended September 30, 2011 (unaudited)	Year Ended December 31, 2010 (unaudited)	Year Ended December 31, 2009 (unaudited)
	US\$	US\$	US\$
Current Assets	99,481	55,253	120,406
Non-Current Assets	Nil	Nil	Nil
Total Assets	99,481	55,253	120,406
Current Liabilities	82,256	76,231	113,333
Non-Current Liabilities	Nil	Nil	Nil
Total Liabilities	82,256	76,231	113,333
Total Equity	17,225	(20,978)	7,073

Growth Strategy

Going forward, Snipp is expected to increase revenues through two major efforts:

- Expanding sales efforts targeting agencies, brands and publishing clients. Snipp aims to increase its sales force and expand its capacity to service clients where the company has successfully delivered its services in the past. It will also continue to push up the marketing value chain and increasingly target agencies and brands directly. Thus far Snipp has, in particular, established very strong relationships with publishing clients. However, many campaigns are controlled and conceptualized by brands in concert with their advertising agencies. Snipp believes there are considerable opportunities to increase its revenues by investing in additional marketing and sales efforts directly towards advertising agencies and brands. Snipp also plans to further develop specialized offerings for select industry verticals. Vertical marketing aims to support specific and specialized needs and tactics that are used within specific industries. By increasingly tailoring offerings to select verticals, Snipp expects to broaden its customer base within those verticals and increase the number of campaigns that it participates in.
- Exploring international licensing and expansion possibilities. Snipp is working towards expanding the possibilities for its platform based on numerous requests it continues to receive from interested parties in various parts of the world. Corresponding opportunities for Snipp may include reseller agreements, licensing of its platform on a branded or white-label basis and joint ventures.

Other Details of the Transaction

In consideration for certain consulting services provided by Mr. Waheed Nazerali to Alya, and pursuant to a finder's fee agreement between them dated September 20, 2011, Alya will issue 400,000 Alya Shares to Mr. Nazerali at the Closing (the "**Finder's Fee**"). Upon payment of the Finder's Fee, Mr. Nazerali will hold 1.2% of all of the issued and outstanding shares in the

capital stock of Alya immediately before Closing and before taking into account the Financing. Snipp Shareholders will continue to hold 67.5% of all of the issued and outstanding shares in the capital stock of Alya immediately before Closing and before taking into account the Financing.

It is intended that the Transaction will constitute Alya's "Qualifying Transaction", as such term is defined in Policy 2.4 of the TSX-V, and that on completion of the Transaction, Alya will be listed as a Tier 2 company on the TSX-V.

The Transaction is subject to a number of closing conditions in favour of both Alya and Snipp, including acceptance of the Transaction by the TSX-V and completion of the Financing.

In addition, concurrent with Closing, the name of Alya will be changed to Snipp Interactive Inc.

No non-arm's length party to Alya has any direct or indirect beneficial interest in the assets of Snipp, nor is any non-arm's length party to Alya an insider of Snipp. There exists no relationship between or among the non-arm's length parties to Alya and the non-arm's length parties to Snipp. The Transaction does not constitute a Non-Arm's Length Qualifying Transaction as defined in Policy 2.4 of the TSX-V. Pursuant to the rules of the TSX-V, including Policy 2.4, and in compliance with the British Columbia *Business Corporations Act* and the constating documents of Alya, the Transaction will not be subject to shareholder approval, but remains subject to TSX-V acceptance. Alya will prepare a TSX-V compliant filing statement in conjunction with the Transaction.

Alya will be relying on the exemption in Section 3.4 of TSX-V Policy 2.2 from having an application for listing in connection with a Qualifying Transaction sponsored by a member of the TSX-V.

All information provided in this press release relating to Snipp has been provided by management of Snipp and has not been independently verified by management of Alya.

On behalf of the Board of Directors,

"Conrad Swanson"

President, Chief Executive Officer and Director
Alya Ventures Ltd.

For further information please contact:

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Completion of the Transaction is subject to a number of conditions, including but not limited to, TSX-V acceptance. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Disclaimer for Forward-Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect Alya's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release include information relating to the business plans of Alya and Snipp, the Financing, the Transaction (including TSX-V approval, the proposed name change of Alya, and the completion or termination thereof) and the board of directors and management of the resulting issuer upon completion of the Transaction. Such statements and information reflect the current view of Alya with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following risks:

- there is no assurance that the Financing will be completed or as to the actual proceeds to be raised in connection with the Financing or as to the offering price to be realized. In particular, the amount raised may be significantly less than the amounts indicated if investors are not prepared to invest;
- post-closing, Alya may require additional financing from time to time in order to continue its operations. Financing may not be available when Alya needs it;
- the new board and management of Alya may not be able to function as a team;
- future advertising and competition in this market may render our technology and methods obsolete;
- information technology, network and data security risks could harm Alya's business;
- Alya must invest in technological innovation in order to stay competitive. If Alya fails to make investments in technological innovations, its business and results of operations could be adversely affected;

- new laws or regulations could adversely affect Alya's business and results of operations;
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of Alya Shares, regardless of its operating performance; and
- there is no assurance that the approval of the TSX-V required to complete the Transaction will be obtained. Further, approval of the TSX-V may be conditional upon amendments to the transactions disclosed herein.

There are a number of important factors that could cause Alya's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: currency fluctuations; limited business history of Alya; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs and expenses, fluctuations in the resulting issuer's product prices, a general downturn in advertising expenditures and general market and industry conditions.

Alya cautions that the foregoing list of material factors is not exhaustive. When relying on Alya's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Alya has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF ALYA AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE ALYA MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.