

**Form 51-102F3**

***Material Change Report***

**1. Name and Address of Company**

State the full name of your company and the address of its principal office in Canada.

Essex Angel Capital Inc.  
Suite 516, 720 Ouellette Avenue  
Windsor, Ontario  
N9A 1C2

**2. Date of Material Change**

State the date of the material change.

November 8, 2013

**3. News Release**

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The press release was issued by Stockwatch on November 8, 2013 at Calgary, Alberta.

**4. Summary of Material Change**

The Corporation announced it has set December 10, 2013 as the date for its annual and special shareholders' meeting. The agenda will include the proposal to consolidate the Company's capital on an up-to 20 old shares for 1 new share basis.

The Company has negotiated to settle certain internal management payables with a distribution of Health Enhancement Products Inc. ("HEPI") shares in lieu of cash. In order to satisfy these debts the Company will distribute 1,107,409 shares of "HEPI" from the 1,792,315 shares held in its portfolio.

The Company has negotiated, subject to requisite regulatory approval, the issuance of a minimum of 7,500,000 and a maximum of 15,000,000 Units at a price of \$0.075 per Unit, resulting in minimum net proceeds of \$506,250, assuming a fee comprised of warrants equivalent to 10% of the securities subscribed for are issued to the finders and cash of ten per cent of the proceeds are paid to finders that assist the Company.

Michael Magnus has chosen to not stand for re-election as a director. In his stead, Messrs. David Berg of La Quinta, California and David McAdam of West Vancouver, British Columbia have agreed to stand for election.

**5. Full Description of Material Change**

The Corporation announced it has set December 10, 2013 as the date for its annual and special shareholders' meeting. This will be held in place of the AGM that was intended to be held on August 13, but was not held due to insufficient quorum.

The agenda will include the proposal to consolidate the Company's capital on an up-to 20 old shares for 1 new share basis. As a consequence, the current outstanding capital of 56,700,000 million shares will, upon approval and implementation of the consolidation, be consolidated to be approximately 2,835,000

new shares. Management feels that this move will result in its shares trading more in line with its peers, and provide more liquidity for shareholders. This is subject to exchange, board and shareholder approval. It is not anticipated that the name of the Company will change.

The Company has expanded its investment portfolio by the acquisition of securities of two separate investments: (1) LED Medical Technologies Inc. a marketer of a VELO scope technology for early oral cancer detection, the shares of which are listed on the TSXV under the symbol LMD; and, (2) Microcoal Technologies Inc. (listed on the CNSX under the symbol of MTI, detailed information on MTI can be found at the Listings Disclosure hall located at the CNSX website). The Company acquired these positions from an arms-length vendor by issuing a 10% note in the amount of \$150,000, secured solely by those individual investments.

In financial statements dated May 31, 2013 and filed July 30th 2013, under "Subsequent Events" the Company reported that on July 29, 2013, the Corporation served 3 Gyros Inc. with notice that 3 Gyros was in breach of key terms of the loan agreement, and demanding immediate repayment of the loan in accordance with the terms of said agreement. The Company has elected to write-off the entire value of this investment.

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The Company has negotiated, subject to requisite regulatory approval, the issuance of a minimum of 7,500,000 and a maximum of 15,000,000 Units at a price of \$0.075 per Unit, resulting in minimum net proceeds of \$506,250, assuming a fee comprised of warrants equivalent to 10% of the securities subscribed for are issued to the finders and cash of ten per cent of the proceeds are paid to finders that assist the Company. Each Unit is comprised of one post-consolidation common share of the Company and one warrant exercisable for a period of three years to acquire one post-consolidation common share at a price of \$0.10. The Company has received a firm commitment from subscribers for the minimum subscription amount, subject only to receiving shareholder approval of the consolidation and requisite regulatory approval. The maximum net proceeds of the placement would aggregate \$1,012,500.

Michael Magnus has chosen to not stand for re-election as a director. In his stead, Messrs. David Berg of La Quinta, California and David McAdam of West Vancouver, British Columbia have agreed to stand for election. Mr. Berg formerly worked in increasingly elevated roles between 1991 and 2008 with the Loblaw's Group of Companies, until his retirement in 2008, when he managed 8,500 employees and a \$1.5 Billion budget. Since that time he has acted as director of various public companies including Potash One Inc. formerly listed on the TSX, Mkanga Resources Ltd. and Friday Capital Inc., both of which are listed on the TSXV and Harvest One Capital Inc. listed on NEX. Mr. McAdam provides management consulting services to junior and mid-tier public companies. He has extensive experience acting as CFO of various listed companies. Of particular relevance is his experience in 2010 to 2012, whilst he acted as CFO of Resinco Partners Ltd., a TSX listed investment issuer, at the time. Mr. Richard Galdi shall remain Chairman of the Board and CEO of the Company. Jason Krueger, CFA, has also agreed to stand for re-election to the board.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

**N/A**

**INSTRUCTION**

*Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.*

**7. Omitted Information**

State whether any information has been omitted on the basis that it is confidential information.

None.

**8. Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Richard Galdi, President  
(519) 969-0129

**9. Date of Report**

November 11, 2013