

SYNCHRONICA PLC
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

SYNCHRONICA PLC
Mount Pleasant House
Lonsdale Gardens
Lonsdale Gardens, Tunbridge Wells
TN1 1NY

Item 2 Date of Material Change

September 29, 2011

Item 3 News Release

The Press Release was disseminated on September 29, 2011 via Canadian News Wire.

Item 4 Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5 Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

Angus Dent, Chief Executive Officer, +44 (0) 7977 256 347

Item 9 Date of Report

September 29, 2011



29 September 2011

Synchronica plc
("Synchronica")

Synchronica Announces Transitional Activities Relating to Changes in Management

Royal Tunbridge Wells, United Kingdom - Synchronica plc ("Synchronica" or "the Company") (AIM: SYNC) (TSX Venture: SYN), the international provider of next-generation mobile messaging services, is providing an update on the recent changes in management announced in its September 23, 2011 press release. In the release, it was announced that Arthur Phillips, the Corporate Secretary and Controller of Synchronica, would assume the role of Interim Chief Financial Officer, in addition to his other positions with Synchronica. Angus Dent, who previously was the Chief Financial Officer, has assumed the role as Chief Executive Officer of the Company.

To facilitate the gradual transition of the role of Interim Chief Financial Officer to Mr. Phillips, the Board of Directors of Synchronica has implemented a transitional plan whereby, effective immediately, Mr. Dent will continue to serve as the Chief Financial Officer on a transitional basis. Mr. Dent has been the Chief Financial Officer of Synchronica since April of 2006 and has extensive and invaluable knowledge of financial matters relating to Synchronica. As the migration of such knowledge to his successor requires time, Mr. Dent continue to be involved in the overall financial management and reporting of Synchronica as Chief Financial Officer during this transition period. It is anticipated that Mr. Phillips will assume full responsibilities as Interim Chief Financial Officer in the near term, and in particular in the course of the completion and filing of Synchronica's financial statements for the interim period ended September 30, 2011, such that those reports will be concluded under his ultimate responsibility.

"As Synchronica is in the process of integrating its newly acquired companies and preparing to meet the needs of a larger global customer base, the Board felt that an orderly transition to the new executive team was in the interests of shareholders," said David Mason, Executive Chairman. "We are confident that Angus and Arthur, along with the rest of management, will continue the success Synchronica has achieved in growing market share and in becoming a technology leader."

Enquiries:

Synchronica plc

Angus Dent, CEO and Interim CFO

+44 (0) 7977 256 347

www.synchronica.com

About Synchronica

Synchronica plc is a leading developer of next-generation mobile messaging solutions. Mobile Gateway, Synchronica's flagship product, provides push email, synchronization, instant messaging (IM), and social networking services to any mobile phone currently in use. Synchronica's patented transcoding engine uses advanced streaming to download email attachments and can dramatically reduce the consumption of network bandwidth by as much as 90 percent.

Mobile operators and device manufacturers from emerging and developed markets rely on Synchronica's white-labelled product for providing mass market messaging services across the entire customer base, diversifying revenues and reducing churn.

Headquartered in England, Synchronica also maintains a development centre in Germany and the Philippines in addition to a regional presence in Canada, the USA, Hong Kong, Spain, and Dubai. Synchronica plc is a public company traded on the AIM list of the London Stock Exchange (SYNC) and the Venture Exchange of the Toronto Stock Exchange Venture (SYN). For further information, please visit www.synchronica.com

Cautionary Statement:

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. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

The foregoing information may contain forward-looking statements relating to the future performance of Synchronica. Forward-looking statements, specifically those concerning future performance, are subject to certain risks and uncertainties, and actual results may differ materially from Synchronica's plans and expectations. These plans, expectations, risks and uncertainties are detailed herein and from time to time in the filings made by Synchronica with the TSX Venture Exchange and securities regulators. Synchronica does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.