MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company:

MCM Capital One Inc. (the "Issuer")
55 University Avenue, Suite M002
Toronto, Ontario M5J 2H7

ITEM 2. Date of Material Change:

May 23, 2014

ITEM 3. News Release:

A press release announcing the material change referred to in this report was issued on June 23, 2014 and disseminated through Marketwire.

ITEM 4. Summary of Material Change:

On May 23, 2014, the Issuer completed the issuance of 465,000 common shares at $0.20 per common share for gross proceeds of $93,000.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

Refer to the press release of the Issuer dated June 23, 2014 which is incorporated by reference, a copy of which is attached to this report.

The closing on May 23, 2014 was the second and final closing of the private placement (the "Private Placement"). Pursuant to Multilateral Instrument 61-101 ("MI 61-101"), the Private Placement may be classified as a "related party transaction" because certain related parties of the Issuer subscribed for common shares. Set out below is a table which shows the related parties who subscribed for common shares, the number of common shares they subscribed for and the change in the percentage of the common shares owned by each related party after the Private Placement compared to before the Private Placement:

Related Party	common shares Subscription	Change in % Ownership
Fia, Roberto (a director and officer of the Issuer)	100,000 common shares ($20,000)	2.83% (2.38% partially diluted)
Heng, Joe (a director and officer of the issuer)	100,000 common shares ($20,000)	1.91% (1.28% partially diluted)

Note: The partially diluted change in percentage ownership is calculated as if no other security convertible into, exchangeable for, or carrying the right to purchase or cause the purchase of, common shares is converted, exchanged or exercised

The related parties entered into subscription agreements with the Issuer which were the same as those entered into by other subscribers in the Private Placement. Under the subscription agreements, the Issuer made certain customary representations and warranties and each subscriber agreed to purchase common shares. No other benefits will accrue to the related parties as a consequence of the transaction except for those associated with ownership of the securities subscribed for by the related parties.

The terms of the Private Placement were determined by the board of directors. Rob Fia and Joseph Heng abstained from voting.

The Issuer has determined that an exemption from the formal valuation requirement of MI 61-101 is available because the fair market value of the common shares purchased by the related parties was less than 25% of the Issuer's market capitalization. The Issuer has determined that an exemption from the minority approval requirement of MI 61-101 is available because the fair market value of the common shares purchased by the related parties was less than 25% of the Issuer's market capitalization.

Given the existence of these exemptions, the transaction closed prior to the filing of the material change report required by MI 61-101.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

ITEM 7. Omitted Information:

Not applicable

ITEM 8. Executive Officer:

For further information contact:

Rob Fia
Chief Executive Officer
(416) 867-2353.

ITEM 9. Date of Report:

June 23, 2014