

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Network Media Group Inc. (the "Company")
290 – 23 West Pender Street
Vancouver, BC, V6B 1R3

Telephone: 604-739-8825

Item 2. Date of Material Change

News Release dated January 10, 2012

Item 3. News Release

News Release dated January 10, 2012 was disseminated via TheNewsWire and filed on SEDAR on January 10, 2012.

Item 4. Summary of Material Change

Network Media Group Inc. announces acquisition of Network Entertainment

Item 5. Full Description of Material Change

VANCOUVER, B.C. January 10, 2012 – Network Media Group Inc. ("Network" or the "Company") (TSX-V: NME) formerly Andele Capital Corporation, is pleased to announce the successful acquisition and financing of Network Entertainment Inc. ("Network"), a privately held media company, via a \$2.5 million prospectus offering which completes the previously announced Qualifying Transaction for Andele Capital Corp. (a Capital Pool company). (see News Release dated December 30, 2011)

Network is a Vancouver based television, film and online production company specializing in the production of original content for the international market. Network's principal business is the development, financing, and production of factual and unscripted television series, feature length documentaries for theatrical and television distribution, and online programming, in all areas including sports, music and lifestyle.

The injection of capital will allow Network to pursue a growing list of domestic and international projects building upon their historic successes including the 2010 Academy Award shortlisted feature documentary *Facing Ali*, the primetime television series *Making the Cut*, and the Hockey Hall of Fame's theatrical presentation of *Stanley Cup Odyssey*.

The new merged entity is rebranded as Network Media Group Inc. and is a publicly traded tier-2 TSX Venture company under the ticker symbol NME.

For further information concerning this press release, please email
info@networkentertainment.ca.

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

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted:

Derik Murray, Chief Executive and Director Telephone: 604-739-8825

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 10th day of January 10, 2012.