

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Network Media Group Inc.  
Suite 290 – 23 West Pender Street  
Vancouver, British Columbia V6B 1R3

**Item 2. Date of Material Change**

November 21, 2012

**Item 3. News Release**

News Release dated November 21, 2012 was filed on SEDAR and disseminated via Stockwatch and Market News on November 21, 2012.

**Item 4. Summary of Material Change**

Network Media Group Inc. (the “**Company**”) has closed the second tranche of a non-brokered private placement of convertible debentures in the aggregate principal amount of \$100,000.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

Further to the Company’s news release of September 11, 2012 and September 17, 2012, the Company has closed the second tranche of a non-brokered private placement (the “**Offering**”) of convertible debentures (the “**Debentures**”) in the aggregate principal amount of \$100,000. The Debentures are due to mature on November 21, 2014 and are convertible into common shares in the capital of the Company (the “**Shares**”) at a price of \$0.15 per Share. The Debentures bear interest at 8% per annum, calculated and paid semi-annually.

Upon conversion of the entire principal amount of the Debenture, any accrued and unpaid interest will be paid in Shares at a deemed price equal to the greater of (i) the last closing price of the Shares on the TSX Venture Exchange (or other Canadian stock exchange on which the Shares are listed) on the date of the conversion, and (ii) \$0.15 per Share. In the event that only part of the principal amount of the Debenture is converted into Shares, any accrued and unpaid interest will remain payable on the date of maturity.

All securities issued in connection with the closing of the second tranche are subject to a statutory hold period of four months plus a day from the date of issuance in

accordance with applicable securities legislation. The net proceeds from the Offering will be used by the Company for general working capital and corporate purposes.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Derik A. Murray, Chief Executive Officer and Director  
Telephone: (604)739-8825

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 21<sup>st</sup> day of November, 2012.