

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

Item 1 Name and Address of the Company

The Second Cup Ltd. (the “Corporation”)
6303 Airport Road
Mississauga, Ontario
L4V 1R8

Item 2 Date of Material Change

February 3, 2014.

Item 3 News Release

The Corporation issued a news release disclosing the material change on February 3, 2014 and concurrently filed such news release on SEDAR with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of such news release is attached hereto as Appendix “A”.

Item 4 Summary of Material Change

On February 3, 2014, the Corporation announced that Alix Box has been appointed President and Chief Executive Officer and a member of the Board of Directors of the Corporation, effective February 24, 2014.

Item 5 Full Description of Material Change

See Appendix “A”.

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

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Steve Boyack
Chief Financial Officer
6303 Airport Road
Mississauga, Ontario
L4V 1R8
(905) 362-1818

Item 9

Date of Report

February 6, 2014.

Appendix “A”

(Please see attached.)



SECOND CUP ANNOUNCES APPOINTMENT OF ALIX BOX AS PRESIDENT AND CHIEF EXECUTIVE OFFICER

TRADING SYMBOL: The Toronto Stock Exchange - SCU

MISSISSAUGA, Ontario, February 3, 2014 – The Second Cup Ltd. (“Second Cup” or the “Company”) The Second Cup today announced that Alix Box has been appointed President and Chief Executive Officer and a member of the Board of Directors, effective February 24, 2014. Ms. Box succeeds Stacey Mowbray, who will leave the company to pursue other opportunities.

Ms. Box brings a wealth of retail leadership experience to Second Cup. For the past six years, Alix has been a member of the senior leadership team at Holt Renfrew, most recently as Senior Vice President, Retail. During this period, she helped lead a strong resurgence of service and sales growth for Holt Renfrew. Previously, Ms. Box was Vice President, Operations, Company and Licensed Stores at Starbucks Coffee Company, where she was responsible for 675 stores across Canada. During her ten years at Starbucks, Alix built a culture of exceptional team building and the Canadian operations achieved strong growth in sales and profitability.

Michael Bregman, Second Cup’s Chairman, said “Alix possesses the ideal combination of related retail experience and leadership attributes to lead Second Cup into a new era of success. She has an extraordinary track record and is driven to deliver sustainable, long-term value for Second Cup shareholders and franchise partners.”

Alix Box commented, “I am very excited to join Second Cup. Second Cup has an iconic Canadian history and I believe together we can build an even brighter future. I am eager to work with our loyal franchise partners to improve café performance while providing Canadian coffee lovers with an upgraded, modernized vision for the future.”

Stacey Mowbray stated, “I have enjoyed serving as Second Cup’s President and Chief Executive Officer and believe the company is poised for great success in the future. I will remain in my position until Alix arrives and will help to ensure a seamless transition”. On behalf of the Board, Mr. Bregman said, “I thank Stacey Mowbray for her six years of service leading Second Cup. Stacey has worked very well with the new Board of Directors and has helped greatly through this period of transition. We wish her great success in her future endeavours.”

About Second Cup®

Founded in 1975, Second Cup® is Canada’s largest specialty coffee franchisor operating more than 350 cafés across the country. All 4,000 Second Cup® associates are trained coffee experts who handcraft over 1,000,000 coffee and tea beverages every week, and are committed to ensuring “there’s a little love in every cup.™” For more information, please visit www.secondcup.com or find us on Facebook and Twitter.

For further information, please contact Steve Boyack, Chief Financial Officer, (905) 362-1818 or investor@secondcup.com.