FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 —— Name and Address of Company

Spectra7 Microsystems Inc. (formerly Chrysalis Capital VIII Corporation) (the "**Corporation**")
2221 Yonge Street, Suite 308
Toronto, Ontario M4S 2B4

ITEM 2 —— Date of Material Change

June 19, 2013

ITEM 3 —— News Release

A press release was disseminated on June 19, 2013 through Marketwired.

ITEM 4 —— Summary of Material Change

The Corporation announced the completion of a brokered private placement of 9,000,000 common shares of the Corporation ("**Common Shares**") at a price of $0.60 per Common Share for gross proceeds of approximately $5,400,000 (the "**Offering**"). The Offering was led by Paradigm Capital Inc., and included Byron Capital Markets Ltd. (collectively, the "Agents"). In connection with the Offering, the Agents received a cash commission up to 6% of the gross proceeds of the Offering, and the Agents and certain others received non-transferable compensation options (the "**Compensation Options**") up to 8% of the number of Common Shares sold, with each Compensation Option being exercisable into one Common Share at a price of $0.60 for a period of 24 months from the closing date of the Offering.

ITEM 5 —— Full Description of Material Change

See above and press release dated June 19, 2013 attached hereto as Schedule "A".

ITEM 6 —— Reliance on Section 7.1(2) of National Instrument 51-102

N/A

ITEM 7 —— Omitted Information

N/A

ITEM 8 —— Executive Officer

Tony Stelliga - Chief Executive Officer
Telephone: (650) 679-7055

ITEM 9 —— Date of Report

June 28, 2013

SCHEDULE "A"

SPECTRA7 COMPLETES STRATEGIC PRIVATE PLACEMENT

Proceeds to accelerate product rollouts to meet customer demand

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

June 19, 2013 – Toronto, ON and Palo Alto, CA – Spectra7 Microsystems Inc. ("Spectra7" or the "Company") (TSX-V:SEV), a high performance analog semiconductor company delivering unprecedented speed, resolution and signal fidelity to consumer and wireless infrastructure products, today announced that it has closed its previously announced best efforts fully marketed brokered private placement, issuing 9,000,000 common shares of the Company ("Common Shares") at a price of $0.60 per Common Share for gross proceeds of $5,400,000 (the "Offering"). The Offering was led by Paradigm Capital Inc. and included Byron Capital Markets Ltd. (collectively, the "Agents").

"The investment community has been extremely receptive to Spectra7's progress", commented Tony Stelliga, CEO of Spectra7. "This was recently underlined by CIBC World Markets identifying us as one of Canada's hottest technology companies. This financing enables us to accelerate development and bring a broader portfolio of disruptive products to the consumer and mobile infrastructure markets."

In connection with the Offering, the Agents received a cash commission up to 6% of the gross proceeds of the Offering, and the Agents and certain others received non-transferable compensation options (the "Compensation Options") up to 8% of the number of Common Shares sold. Each Compensation Option is exercisable into one Common Share at a price of $0.60 per share for a period of 24 months from the closing date.

All securities issued pursuant to the Offering are subject to a statutory hold period which expires on October 20, 2013. Proceeds from the Offering will be used to continue building out Spectra7's product portfolio, and for general corporate and working capital purposes.

The Company also announces the grant of stock options and restricted share units to Mr. Guy Anthony, the Company's chief financial officer. Options to purchase up to 300,000 common shares were granted pursuant to the Company's stock option plan, exercisable at a price of $0.75 per Common Share for a term of 7 years, and 300,000 restricted share units were awarded pursuant to the Company's restricted share unit plan.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

ABOUT SPECTRA7 MICROSYSTEMS INC.

Spectra7 Microsystems Inc. is a high performance analog semiconductor company delivering unprecedented speed, resolution and signal fidelity to consumer and wireless infrastructure products. Spectra7's new system-level components address throughput bottlenecks and satisfy the exponential demand for more bandwidth and lower costs in mobile and internet infrastructure equipment, including handsets, tablets, base stations and microwave backhaul systems. Spectra7 is headquartered in Markham, Ontario with development centers in Silicon Valley, Irvine, California and Cork, Ireland. For more information, please visit www.spectra7.com.

Caution Regarding Forward-Looking Information

This press release may contain forward-looking statements with respect to Spectra7, its products and operations and the contemplated financing. These statements generally can be identified by use of forward looking words such as but are not limited to "may", "will", "expect", "estimate", "anticipate", intends", "believe" or "continue" or the negative thereof or similar variations and include without limitation, statements regarding the completion of subsequent tranches of the Offering. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, competition, changes in government regulations and the factors described under "Risk Factors" in the Management's Discussion and Analysis and Final Long Form Prospectus of Spectra7 which are available at www.sedar.com. The cautionary statements qualify all forward-looking statements attributable to Spectra7 and persons acting on their behalf. Unless otherwise stated, all forward-looking statements speak only as of the date of this press release and Spectra7 has no obligation to update such statements.

Neither the 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.

For more information, please contact:

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