FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

SOPHIA CAPITAL CORP. (the "Issuer")
112 West 6th Avenue
Vancouver, BC V5Y 1K6

Telephone: (604) 623-3369

Item 2 Date of Material Change

June 1, 2011

Item 3 News Release

News release dated June 2, 2011 disseminated in Vancouver, British Columbia.

Item 4 Summary of Material Change

The Issuer has successfully completed its initial public offering of 1,000,000 common shares at $0.20 per share for gross proceeds of $200,000 pursuant to a prospectus dated May 10, 2011.

Item 5 Full Description of Material Change

Please see attached news release.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Mr. Kirk Shaw
Chief Executive Officer
Sophia Capital Corp.
Telephone: (604) 623-3369

DATED this 2nd day of June 2011.

SOPHIA CAPITAL CORP.
112 West 6th Avenue
Vancouver, BC V5Y 1K6

NEWS RELEASE
TSX Venture Exchange
Trading Symbol: SCQ.P

Sophia Capital Corp. announces closing of Initial Public Offering

June 2, 2011 – Vancouver, British Columbia – Sophia Capital Corp. (the "Company" or "Sophia") is pleased to report that it has successfully completed its initial public offering of 1,000,000 common shares at $0.20 per share for gross proceeds of $200,000 pursuant to a prospectus dated May 10, 2011 (the "Prospectus"). Haywood Securities Inc. ("Haywood") acted as agent for the offering. Haywood received a cash commission of 10% of the gross proceeds of the offering (of which half was taken in 50,000 common shares as described in the Prospectus), a corporate finance fee of $10,000 (of which half was taken in 25,000 common shares as described in the Prospectus) and the Company granted agent's options to Haywood to purchase up to an aggregate of 100,000 common shares at a price of $0.20 per share exercisable for a period of 24 months from the date the Company's common shares are listed on the TSX Venture Exchange (the "Exchange").

The Company's common shares have been conditionally approved for listing on the Exchange. The Company expects its common shares will commence trading on Friday, June 3, 2011 under the symbol **SCQ.P**

ABOUT SOPHIA

Sophia is a capital pool company ("CPC") within the meaning of the policies of the Exchange. The Company has not commenced operations and has no assets other than cash. The Company proposes to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction" under the Exchange's CPC policies. The funds raised under the initial public offering will be used to pursue the Company's Qualifying Transaction.

For further information, please contact Kirk Shaw, President and Chief Executive Officer at:

Suite 112 West 6th Avenue
Vancouver, BC
V5Y 1K6

Telephone: (604) 623-3369
Facsimile: (604) 739-8835