

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

SOPHIA CAPITAL CORP. (the “Issuer” or “Sophia”)
112 West 6th Avenue
Vancouver, BC V5Y 1K6

Telephone: (604) 623-3369

Item 2 Date of Material Change

June 22, 2012

Item 3 News Release

News release dated June 22, 2012 disseminated in Vancouver, British Columbia.

Item 4 Summary of Material Change

The Issuer announces that it is not proceeding with its previously announced proposed qualifying transaction.

Item 5 Full Description of Material Change

The Issuer announces that it is not proceeding with its previously announced proposed qualifying transaction involving a business combination with Axsun Inc. due to adverse market conditions at this time.

Sophia intends to continue to pursue and review companies, businesses and assets with a view to completing a qualifying transaction.

Trading of the common shares of Sophia is expected to resume on June 26, 2012.

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 26th day of June 2012.