FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Corporation:

Sophia Capital Corp. (the "**Corporation**")
1000-595 Burrard Street
Vancouver, BC V7X 1S8

Item 2. Dates of Material Change:

February 12, 2013.

Item 3. News Release:

A news release was disseminated on February 13, 2013 through Marketwire LP.

Item 4. Summary of Material Change:

The Corporation announced the completion of the sale of 500,000 common shares of the Corporation by the directors and officers of the Corporation (collectively, the "**Sellers**") to Eric Owens, Mario Miranda and Eddy Canova (collectively, the "**Purchasers**") for aggregate proceeds of $50,000 or $0.10 per share. In connection with the foregoing, all of the Sellers resigned from their positions as directors and/or officers of the Corporation, their stock options were cancelled and the Purchasers were appointed to the board of directors of the Corporation. Additionally, Mr. Owens and Mr. Miranda were appointed Chief Executive Officer and Chief Financial Officer and Secretary respectively of the Corporation.

Item 5. Full Description of Material Change:

Please see attached Schedule "A" for the full text of the news release issued on February 13, 2013.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7. Omitted Information:

Not applicable.

Item 8. Executive Officer:

Mario Miranda
Chief Financial Officer and Director
905 467 5564

Item 9. Date of Report:

February 19, 2013

Schedule "A"

Sophia Capital Corp., Directors Completes Management Changes and Sale of Shares

VANCOUVER, BRITISH COLUMBIA -- (February 13, 2013) (TSX VENTURE:SCQ.P) Sophia Capital Corp. ("**Sophia**" or the "**Corporation**") wishes to announce the completion of the sale of 500,000 common shares of the Corporation by the current directors and officers of the Corporation (collectively, the "**Sellers**") to Eric Owens, Mario Miranda and Eddy Canova (collectively, the "**Purchasers**") for aggregate proceeds of $50,000 or $0.10 per share. Such shares will continue to be held in escrow pursuant to the capital pool company policies of the TSX Venture Exchange (the "**TSXV**").

In connection with the foregoing, all of the Sellers have resigned from their positions as directors and/or officers of the Corporation, their stock options have been cancelled and the Purchasers have been appointed to the board of directors of the Corporation. Additionally, Mr. Owens and Mr. Miranda have been appointed Chief Executive Officer and Chief Financial Officer and Secretary respectively of the Corporation. Management wishes to thank each of the Sellers for their contributions to the Corporation.

The Corporation has obtained the consent of a majority of its disinterested shareholders to complete the foregoing transactions and has received conditional approval from the TSXV.

The TSXV has in no way passed upon the merits of the foregoing and has neither approved nor disapproved the contents of this press release.

Contact Information

Sophia Capital Corp.
Mario Miranda
Chief Financial Officer
905.467.5564