

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 *Name and Address of Company*

Newnote Financial Corp. (the “**Company**”)
709 – 700 West Pender Street, Vancouver, British Columbia

Item 2 *Date of Material Change*

December 18, 2014

Item 3 *News Release*

A news release was issued and disseminated on January 5, 2015 through Stockwatch and Market News and filed with SEDAR.

Item 4 *Summary of Material Change(s)*

Item 5 *Full Description of Material Change*

5.1 Full Description of Material Change

See news release attached as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 *Omitted Information*

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

Item 8 *Executive Officer*

Paul Dickson, President, CEO & Director
Direct: 604.229.0480

Item 9 *Date of Report*

January 5, 2015



709 - 700 West Pender Street
Vancouver, BC

NEWNOTE ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Vancouver, B.C. – (January 5, 2015) **Newnote Financial Corp.** (the “**Company**”) (CSE:NEU; OTCQB: NWWTF; FSE: 1W4) announces that further to its press release of December 17, 2014, it has closed a non-brokered private placement for gross proceeds of \$657,550.05 wherein the Company issued 4,383,688 units at a price of \$0.15 per unit. Each Unit is comprised of one common share (“**Common Share**”) in the capital of the Company and one common share purchase warrant (“**Warrant**”) where each whole Warrant entitles the holder to purchase one additional common share (“**Warrant Share**”) at an exercise price of \$0.20 per Warrant Share until 4:00 p.m. on the first business day after the date that is one year from the closing date of the offering of the Units, subject to accelerated expiry where, if at any time after the closing date of the offering of the Units, the closing sales price of the Common Shares (or the closing bid if no sales were reported on a trading date) as quoted on the Canadian Securities Exchange (or such other stock exchange, quotation system or market on which the Common Shares are listed and where a majority of the trading volume of the Common Shares occurs) is \$0.30 or higher for a period of 10 consecutive trading days, then the Company may within 5 days of such event, provide notice by way of press release to the holder of the Warrants of the early expiry of the Warrants, and thereafter the Warrants shall expire on the date that is 30 days from the date that such notice is given. The Company paid finders’ fees in connection with the issuance of some of the Units equivalent to up to 10%, payable in cash and up to 8% finder warrants exercisable to purchase one additional common share at a price of \$0.20 per share for 24 months.

The proceeds of the private placement will be used for general working capital, debt and possible acquisitions. The securities issued under the private placement will be subject to a hold period of four months and one day.

CEO & President of Newnote, Paul Dickson, reports: “I am very pleased with the overwhelming interest we have had from investors in Newnote’s private placement, which was significantly oversubscribed. With over \$650,000 in additional capital, the Company is now well positioned as one of the better-funded companies in the crypto-currency sector. This capital will allow Newnote, which is still one of the few publicly traded crypto currency companies, to fund our current growth initiatives and facilitate attractive acquisitions.”

About Newnote

Newnote Financial Corp. is pioneering innovate crypto-currency and Bitcoin related software products and services geared at the growing business segment of the burgeoning market. Newnote has positioned itself to being a leading contender in delivering opportunities to startup businesses world-wide and continues to create new opportunities for its clients and its shareholders. Newnote has a clear vision on the direction in which this new and unique business is headed and is continually adjusting and adopting new business practices in both technology and the policies & procedures required by banks and securities regulators.

Further information about Newnote is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.com.

For further information on Newnote, please contact:

Paul Dickson
President, CEO & Director
Newnote Financial Corp.
CSE: NEU; OTCQB: NWWTF; FSE: 1W4
Suite 709, 700 West Pender Street
Vancouver, BC V6C 1G8
Direct: 604.229.0480
Fax: 604.685.3833
Website: www.newnote.com

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of Newnote Financial Corp. The forward-looking information is based on certain key expectations and assumptions made by the company's management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the company can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and the company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

The CSE has not reviewed, approved or disapproved the content of this press release.