

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

SoMedia Networks Inc. (the "Issuer")  
201 - 221 East 10th Avenue  
Vancouver, BC V5T 4V1

**ITEM 2. DATE OF MATERIAL CHANGE**

April 9, 2014

**ITEM 3. NEWS RELEASE**

Issued April 9, 2014 and disseminated through the facilities of Stockwatch and Market News.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Issuer announced the closing of its private placement with the issuance of 2,000,000 common shares at a purchase price of \$0.25 per share.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

The Issuer announced that, further to its press release dated March 18, 2014, it closed its non-brokered private placement (the "Private Placement") with the issuance of 2,000,000 common shares (each, a "Share") of the Issuer at a purchase price of \$0.25 per Share for gross proceeds of \$500,000.

In connection with the Private Placement, the Issuer paid finder's fees of \$19,000 and issued 76,000 finder's units ("Finder's Units") to Canaccord Genuity Corp. Each Finder's Unit consists of one common share and one share purchase warrant ("Finder's Warrant"), with each Finder's Warrant entitling the holder to purchase one common share of the Issuer at a price of \$0.45 per Share until April 9, 2016.

The Issuer intends to use the net proceeds of the Private Placement for general working capital. All securities issued in connection with the Private Placement are subject to a prescribed four month hold and restricted trading period pursuant to applicable securities laws ending on August 10, 2014.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: George Fleming, Chief Executive Officer  
Telephone: (604) 683-5510

**ITEM 9. DATE OF REPORT**

April 19, 2014