FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

SoMedia Networks Inc. (the "Issuer")
Suite 401, 220 Cambie Street
Vancouver, British Columbia
V6B 2M9

ITEM 2. DATE OF MATERIAL CHANGE

May 21, 2015

ITEM 3. NEWS RELEASE

The Issuer disseminated a news release through BusinessWire on May 21, 2015.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced the closing of a brokered private placement of 3,440,000 special warrants at a price of $0.25 per special warrant.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release for complete details and information on the closing of the brokered private placement.

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
Telephone: (604) 683.5510

ITEM 9. DATE OF REPORT

May 21, 2015

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

FOR IMMEDIATE RELEASE

SoMedia Networks Inc. Closes Private Placement of Special Warrants

Vancouver, British Columbia: May 21, 2015 – SoMedia Networks Inc. (TSX-V:VID) ("**SoMedia**" or the "**Company**"), pioneer of scalable video production solutions, announces that it has completed its previously announced brokered private placement (the "**Offering**") for gross proceeds of $860,000, through the issuance of 3,440,000 special warrants (the "**Special Warrants**") at a price of $0.25 per Special Warrant. Euro Pacific Canada Inc. ("Euro Pacific"), as lead agent, and Maison Placements Canada Inc. (together, the "**Agents**") acted as agents in connection with the Offering.

"This financing and our relationship with Euro Pacific are big steps forward in the evolution of SoMedia," stated George Fleming, SoMedia's Founder and Co-CEO. "It's difficult for early stage companies to attract institutional ownership. We believe our positioning as the only company focused on the scalability of video production plus the explosion in demand for video marketing and advertising content has put us in the right place at the right time to begin attracting the attention of institutional and strategic investors. We're excited to be working with Euro Pacific and hope to continue expanding our institutional shareholder base."

Each Special Warrant entitles the holder thereof to acquire at any time after May 20, 2015 (the "**Closing Date**"), for no additional consideration, one unit of SoMedia (a "**Unit**"), with each Unit comprised of one common share of SoMedia (a "**Common Share**") and one-half of one Common Share purchase warrant of SoMedia (each whole Common Share purchase warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of C$0.35 per Common Share for a period of 24 months following the Closing Date.

All unexercised Special Warrants will be deemed to be exercised, without payment of additional consideration or further action, on the earlier of: (i) the third business day following the day upon which SoMedia obtains a receipt for a final prospectus (the "**Final Prospectus**") qualifying the distribution of the Common Shares and Warrants issuable upon (a) exercise of the Special Warrants, and (b) exercise ofthe Broker Warrants (as defined below) (collectively, the "**Underlying Securities**") from the securities regulatory authority in each jurisdiction where the Final Prospectus is filed; and (ii) the date that is four months and one day following the Closing Date. It is intended that the Final Prospectus will be filed in Ontario, Alberta and British Columbia (the "**Qualifying Jurisdictions**").

SoMedia will use its commercially-reasonable efforts to file and obtain a receipt for the Final Prospectus in the Qualifying Jurisdictions as soon as reasonably practicable. If SoMedia fails to obtain a receipt for the Final Prospectus by the date that is 60 days from the Closing Date, the holders of Special Warrants resident in the Qualifying Jurisdictions will be entitled to receive 1.085 Common Shares (instead of one Common Share) and 0.5 of a Warrant on the deemed exercise of the Special Warrants.

In consideration for their services, the Agents have received: (i) a cash commission of $51,600; and (ii) 206,400 special warrants (the "**Broker Warrants**"). Each Broker Warrant entitles the holder thereof to acquire at any time after the Closing Date, for no additional consideration, one warrant of the Company which entitles the holder to acquire one Unit of the Company, each Unit comprised of one Common Share and one-half of one Warrant, at a price of $0.25 until May 20, 2017.

SoMedia plans to use the net proceeds from the Offering for working capital and general corporate purposes.

Subject to obtaining a receipt for the Final Prospectus in the Qualifying Jurisdictions, each of the Special Warrants and the Underlying Securities, are subject to a four-month and one day hold period as required by Canadian securities laws.

ABOUT SOMEDIA NETWORKS INC.

SoMedia Networks, the creator of Scalable Video, has reengineered how businesses access video content creation and production. The cloud-based SoMedia Platform allows businesses to easily order the production of custom video content at scale and volume, anywhere, on demand, with rapid turnaround, and at a fraction of current costs. SoMedia provides Scalable Video as an integrated solution together with advanced video players, analytics and campaign management tools to corporate partners, as a resale solution through thousands of web marketing firms and directly to digital agencies and millions of SMBs across North America. To learn more visit: www.somedia.net.

Company Contact:
George Fleming, Founder & Co CEO
Tel: 604.683.5510
Email: gfleming@somedia.net

Company Contact:
Greg Werbowski, Investor Relations
Tel: 604.683.5510 (ext 590)
Email: gwerbowski@somedia.net

Media Contact:
Annette Leach, Hotwire PR
Tel: 415.840.2790
Email: somedia@hotwirepr.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This news release does not constitute an offer to sell or a solicitation of an offer to sell any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Certain information contained in this document may include "forward-looking information". Without limiting the foregoing, the information and any forward-looking information may include statements regarding the closing of the Offering, the filing of a preliminary and final prospectus and the use of proceeds of the Offering. In this document, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking statements and information are based on information available at the time and/or the Company management's good-faith beliefs with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company's control. For additional information with respect to these and other factors and assumptions underlying the forward-looking statements made in this press release, see the section entitled "Risks and Uncertainties" in the Management's Discussion and Analysis of the Company for its most recent interim financial statements filed with the Canadian securities commissions. The forward-looking information set forth herein reflects the Company's expectations as at the date of this press release and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

The Company does not intend, nor does it undertake, any obligation to update or revise any forward-looking information or statements contained in this document to reflect subsequent information, events or circumstances or otherwise, except as required by applicable laws.