FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

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

ITEM 2. DATE OF MATERIAL CHANGE

July 20, 2015

ITEM 3. NEWS RELEASE

A news release was issued July 20, 2015 and disseminated through the facilities of Businesswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that it entered into an agreement with Difference Capital Financial Inc. ("Difference") to restructure an outstanding convertible debenture and promissory note held by Difference. The Issuer also announced modifications to certain terms of the special warrants issued on May 21, 2015 and June 15, 2015, whereby the price and the expiry date of the underlying warrants (the "Warrants") will be modified.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Issuer entered into an agreement (the "Agreement") with Difference to restructure amounts owing to Difference under a convertible debenture (the "Debenture") for $600,000 dated December 13, 2012 and convert a $360,000 promissory note dated November 1, 2013 (the "Note") into Units (as defined below) of the Issuer.

Under the terms of the Agreement, Difference agreed to extend the maturity date of the Debenture until July 17, 2016 (the "Maturity Date"). In consideration for the extension, the Issuer has agreed to pay to Difference a bonus payment of $10,000, and alter the conversion price of the Debenture to $0.20 per common share (from $0.30 per common share).

The Issuer and Difference also agreed to convert the outstanding principal amount of the Note at a deemed price of $0.18 per Unit through the issuance of 2,000,000 units of the Issuer (the "Units"), with each Unit consisting of one common share and one-quarter of one share purchase warrant, each full warrant exercisable to acquire one additional common share at a price of $0.25 for a period of two years from the date of issuance. Outstanding interest owing under the Note will be settled, through the issuance of a convertible debenture in the principal amount of $86,000, which will be convertible to acquire common shares of the Issuer at a price of $0.20 per common share and will mature on June 17, 2016.

In addition, the Issuer announced that it will modify certain terms of the special warrants issued on May 21, 2015 and June 15, 2015. Subject to receipt of all required approvals, the underlying warrants (the "Warrants") that will become issuable upon conversion of the 3,440,000 series 1 special warrants and the 1,326,922 series 2 special warrants issued by the Issuer on May 21, 2015 (the "Series 1 Closing Date") and June 15, 2015 (the "Series 2 Closing Date"), respectively, will be modified such that the Warrants will expire 60 months (rather than 24 months) following the Series 1 Closing Date or the Series 2 Closing Date, as applicable, and the exercise price of the Warrants will be modified to $0.315 (from $0.35).

The amendment of the Warrants, and the transactions contemplated under the Agreement, including the issuance of Units and a convertible debenture, remain subject to the prior approval of the TSX Venture Exchange. There can be no assurance that such approval will be obtained in a timely fashion, or at all.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) 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, CEO
Telephone: (604) 683-5510

ITEM 9. DATE OF REPORT

July 21, 2015

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 receipt of TSXV approval of the Agreement, including but not limited to, the amendments to the terms of the Debenture, the issuance of Units in settlement of the Note and the issuance of the convertible debenture in settlement of the accrued and unpaid interest on the Note; and receipt of all required approvals, including TSXV approval, in connection with the modifications to the Warrants. 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 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 Issuer's control. For additional information with respect to these and other factors and assumptions underlying the forward-looking statements made in this document, see the section entitled "Risks and Uncertainties" in the Management's Discussion and Analysis of the Issuer for its most recent interim financial statements filed with the Canadian securities commissions. The document and is subject to change after such date. The Issuer 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 Issuer 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.