

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Syncordia Technologies and Healthcare Solutions, Corp. (formerly, LL Capital Corp.) (the "**Company**")
185 The West Mall, Suite 710
Toronto, Ontario
M9C 5L5

Item 2 Date of Material Change

June 29, 2015

Item 3 News Release

A news release issued with respect to the material change was disseminated by the Company on June 29, 2015 through Marketwired.

Item 4 Summary of Material Change

On June 29, 2015, the Company announced that it had completed its qualifying transaction (the "**Qualifying Transaction**") consisting of the acquisition of all of the issued and outstanding shares (the "**Syncordia Private Shares**") in the capital of Syncordia Technologies and Healthcare Solutions, Inc. ("**Syncordia Private**") by way of a "three-cornered amalgamation" pursuant to the provisions of the *Canada Business Corporations Act* (the "**Amalgamation**"), whereby a wholly owned subsidiary of the Company amalgamated with Syncordia Private and each Syncordia Private shareholder received one post-Consolidation (as defined below) common share in the capital of the Company (a "**Common Share**") for every Syncordia Private Share held by them.

Prior to the closing of the Qualifying Transaction, the Company filed articles of amendment to: (i) create new preferred shares and consolidate its outstanding share capital (the "**Consolidation**") on the basis of one Common Share for every 20 pre-Consolidation common shares of the Company; and (ii) change its name to "Syncordia Technologies and Healthcare Solutions, Corp."

Prior to the closing of the Qualifying Transaction, Syncordia Private completed a private placement (the "**Private Placement**") of 3,334,000 subscription receipts of Syncordia Private ("**Syncordia Private Subscription Receipts**") for total gross proceeds of CDN \$10,002,000. Each Syncordia Private Subscription Receipt was exchanged for one Syncordia Private common share and one-half of one Syncordia Private common share purchase warrant prior to the Amalgamation. Pursuant to the Amalgamation, such Syncordia Private common shares were exchanged for Common Shares on a one for one basis and each whole warrant now converts to one Common Share at an exercise price of CDN\$3.30 until 24 months following the closing of the Private Placement.

Following completion of the Qualifying Transaction, the Company has 19,643,635 Common Shares issued and outstanding. Assuming the conversion of all outstanding options, warrants and stock options, 24,416,909 Common Shares are outstanding on a fully diluted basis.

Escrowed Securities

Pursuant to the terms of a surplus security escrow agreement dated June 29, 2015 among the Corporation, Equity Financial Trust Company as escrow agent and certain escrow securityholders, an aggregate of 4,356,000 post-Consolidation Common Shares have been placed in escrow.

There are two non-principal former shareholders of Syncordia Common Shares who hold an aggregate of 210,000 post-Consolidation Common Shares that are subject to share resale restrictions (each, an “**SSRR**”) equivalent to Tier 1 value escrow requirements.

Certain non-principal former shareholders of Syncordia who, upon closing of the Qualifying Transaction, now hold an aggregate of 1,030,000 post-Consolidation Common Shares are subject to SSRRs.

Directors and Officers

As a result of the closing of the Qualifying Transaction, the directors and officers of the Company are now:

Michael Franks	Chief Executive Officer and Director
Lawrence Davis	Chief Financial Officer
Michael Plotkin	Chief Technology Officer
Christopher Martin	Chief Strategy Officer and Director
Michael DiMino	Director
Shaun Francis	Director
James Eaton	Director
Kenneth Stults	Director

Further details on the Qualifying Transaction are set out in the Company’s filing statement dated June 25, 2015 available under the Company’s profile at www.sedar.com.

Item 5 Full Description of Material Change:

Please see attached Schedule “A” for full text of the press release of the Company dated June 29, 2015.

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

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Michael Franks, CEO
Syncordia Technologies and Healthcare Solutions, Corp.
Tel: 647.949.2663

Item 9 Date of Report

July 7, 2015

SCHEDULE "A"

LL CAPITAL CORP.

ANNOUNCES CLOSING OF QUALIFYING TRANSACTION AND NAME CHANGE TO SYNCORDIA TECHNOLOGIES AND HEALTHCARE SOLUTIONS, CORP.

June 29, 2015 - Toronto, Ontario – Syncordia Technologies and Healthcare Solutions, Corp. (formerly "LL Capital Corp.") (the "**Corporation**") is pleased to announce that, further to its press releases dated April 13, 2015, June 12, 2015 and June 25, 2015, it has completed its previously announced qualifying transaction (the "**Qualifying Transaction**") consisting of the acquisition of all of the issued and outstanding common shares (the "**Syncordia Common Shares**"), class A preferred shares (the "**Syncordia Class A Preferred Shares**") and class B preferred shares (the "**Syncordia Class B Preferred Shares**") and collectively with the Syncordia Common Shares and the Syncordia Class A Preferred Shares, the "**Syncordia Shares**") in the capital of Syncordia Technologies and Healthcare Solutions, Inc. ("**Syncordia**") by way of a "three-cornered amalgamation" pursuant to the provisions of the *Canada Business Corporations Act* (the "**Amalgamation**"), whereby a wholly owned subsidiary of the Corporation amalgamated with Syncordia and each Syncordia shareholder received one post-Consolidation (as defined below) common share in the capital of the Corporation (a "**Common Share**") for every Syncordia Share held by them. Final acceptance of the Qualifying Transaction will occur upon the issuance of a Final Exchange Bulletin (the "**Exchange Bulletin**") by the TSX Venture Exchange (the "**Exchange**").

Prior to the closing of the Qualifying Transaction, the Corporation filed articles of amendment to: (i) create new preferred shares and consolidate its outstanding share capital (the "**Consolidation**") on the basis of one post-Consolidation Common Share for every 20 pre-Consolidation Common Shares; and (ii) change its name to "Syncordia Technologies and Healthcare Solutions, Corp."

Subject to final approval of the Exchange, the post-Consolidation Common Shares are expected to begin trading on the Exchange at the opening of the markets on or about July 8, 2015 under the symbol "SYN".

Prior to the closing of the Qualifying Transaction, Syncordia completed a private placement (the "**Private Placement**") of 3,334,000 subscription receipts of Syncordia ("**Syncordia Subscription Receipts**"), comprised of the following: (i) 2,667,000 Syncordia Subscription Receipts at a price of CDN\$3.00 per Syncordia Subscription Receipt for gross proceeds of CDN\$8,001,000; and (ii) an additional 667,000 Syncordia Subscription Receipts at the same price for gross proceeds of CDN\$2,001,000, issued pursuant to the full exercise of an option granted to National Bank Financial Inc. and Mackie Research Capital Corporation (collectively, the "**Underwriters**") by Syncordia (the "**Underwriters' Option**"). Given the full exercise of the Underwriters' Option, the total gross proceeds to Syncordia from the Private Placement was CDN\$10,002,000. Each Syncordia Subscription Receipt was exchanged for one Syncordia Common Share and one-half of one Syncordia Common Share purchase warrant prior to the Amalgamation. Pursuant to the Amalgamation, such Syncordia Common Shares were exchanged for post-Consolidation Common Shares on a one for one basis and each whole warrant now converts to one post-Consolidation Common Share at an exercise price of CDN\$3.30 until 24 months following the closing of the Private Placement. If at any time following the four-month anniversary of the closing of the Private Placement and prior to the expiry date of the warrants, the volume-weighted average trading price of the consolidated Common Shares, as traded on the Exchange, is greater than CDN\$4.00 for any 20 consecutive trading days, then the Corporation shall have the option to accelerate the expiry date of the warrants to the date that is 30 calendar days after notice of such event is publicly announced by the Corporation or mailed to the holders of the warrants. In connection with the Private Placement, the Underwriters received a cash commission equal to 6% of the aggregate gross proceeds of the sale of Syncordia Subscription Receipts. The Underwriters also received non-transferable options ("**Syncordia Compensation Options**") equal to 6% of the aggregate number of Syncordia Subscription Receipts issued, with each Syncordia Compensation Option being exercisable for a period of 24 months from the date of issuance at a price equal to CDN\$3.00 per share. In conjunction with the closing of the Qualifying Transaction: (i) all

Syncordia Compensation Options issued pursuant to the Private Placement were exchanged for securities exercisable for post-Consolidation Common Shares on the same terms and conditions; and (ii) the Corporation's auditors will be PricewaterhouseCoopers LLP.

Following completion of the Qualifying Transaction, the Corporation has 19,643,635 post-Consolidation Common Shares issued and outstanding. Assuming the conversion of all outstanding options, warrants and stock options, 24,416,909 Common Shares are outstanding on a fully diluted basis.

Escrowed Securities

Pursuant to the terms of a surplus security escrow agreement dated June 29, 2015 among the Corporation, Equity Financial Trust Company as escrow agent and certain escrow securityholders, an aggregate of 4,356,000 post-Consolidation Common Shares have been placed in escrow, whereby 10% of such securities will be released immediately upon the issuance of the Exchange Bulletin and the balance of such securities will be released in accordance with the following schedule: (i) 20% six months following the issuance of the Exchange Bulletin; (ii) 30% 12 months following the issuance of the Exchange Bulletin; and (iii) 40% 18 months following the issuance of the Exchange Bulletin.

There are two non-principal former shareholders of Syncordia Common Shares who hold an aggregate of 210,000 post-Consolidation Common Shares that are subject to share resale restrictions (each, an "SSRR") equivalent to Tier 1 value escrow requirements. 25% of such securities will be released immediately upon the issuance of the Exchange Bulletin and the balance of such securities will be released in equal tranches of 25% every six months thereafter.

Certain non-principal former shareholders of Syncordia who, upon closing of the Qualifying Transaction, now hold an aggregate of 1,030,000 post-Consolidation Common Shares are subject to SSRRs that permit such shares to be released pursuant to a four month hold with 20% released each month with the first release on closing of the Qualifying Transaction.

Directors and Officers

As a result of the closing of the Qualifying Transaction, the directors and officers of the Corporation are now:

Michael Franks	Chief Executive Officer and Director
Lawrence Davis	Chief Financial Officer
Michael Plotkin	Chief Technology Officer
Christopher Martin	Chief Strategy Officer and Director
Michael DiMino	Director
Shaun Francis	Director
James Eaton	Director
Kenneth Stults	Director

Further details on the Qualifying Transaction are set out in the Corporation's filing statement dated June 25, 2015 available under the Corporation's profile at www.sedar.com.

ABOUT SYNCORDIA TECHNOLOGIES AND HEALTHCARE SOLUTIONS, CORP.

Syncordia has operations in North America and Europe, and is focused on investing in, partnering with and growing RCM companies where proprietary technology can be used as an accelerator. Syncordia addresses a great void in niche healthcare sectors, such as EMS and behavioral health, where the necessary workflow/production/analytic components are largely absent or inadequate for a RCM company to maintain quality with scale. Syncordia is actively acquiring medical billing companies and is building a proprietary suite of RCM software solutions called the Syncordia Cloud, which includes patient scheduling, electronic health records, claims management, analytics and more. Syncordia's ability to not only offer but control the entire product offering of both software and solutions uniquely positions the company to be

able to deliver a refreshingly simple and powerful product offering that's largely absent in healthcare today. Led by a team of executives with extensive experience in RCM and technology, acquisition opportunities are carefully selected to become part of the Syncordia family and enable Syncordia's vision of becoming a world class technology enhanced RCM Company with best in class solutions growing earnings organically, through M&A and through SAAS based solutions.

www.syncordiahealth.com.

The Exchange has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this press release. Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain information in this press release may constitute forward-looking information. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Corporation assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to the Corporation. Additional information identifying risks and uncertainties is contained in the Corporation's filings with the Canadian securities regulators, which filings are available at www.sedar.com.

For more information, please contact:

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