

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Network Media Group Inc.
1488 Frances Street
Vancouver, BC V5L 1Y9

Item 2 **Date of Material Change**

December 13, 2017

Item 3 **News Release**

The news release dated December 14, 2017 was issued in Vancouver, B.C., and disseminated through Newswire.

Item 4 **Summary of Material Change**

Network Media Group Inc. (TSX: NTE.V) (the "Issuer") Announces Closing of Private Placement of Shares.

Item 5 **Full Description of Material Change**

The Issuer announced that it has closed a non-brokered private placement of 12,650,001 common shares of the Company (the "Shares") at \$0.15 per Share for gross proceeds of \$1,897,500.15 (the "Offering") on December 13, 2017.

All Shares issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with the policies of Exchange and applicable securities legislation. The net proceeds of the Offering will be used to retire indebtedness and for working capital.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

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

Item 8 **Executive Officer**

Derik A. Murray, Chief Executive Officer
Tel (604) 739-8825

Item 9 **Date of Report**

This report is dated as of the 21st day of December, 2017.