

SCHEDULE 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of the Corporation

ORLETTO CAPITAL II INC.
("Orletto II" or the "Corporation")
70 Dalhousie Street, Suite 300
Québec, Québec G1H 4B2

2. Date of Material Change

July 30, 2019

3. News Release

A news release, in English version, was issued on July 30, 2019 through Globe Newswire, copy of which is attached hereto.

4. Summary of Material Change

Orletto II announced the conclusion of an agreement in principle with respect to a qualifying transaction with Mimedia inc.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Corporation announced the conclusion of an agreement in principle with MiMedia Inc. ("MiMedia") for the realization of a qualifying transaction, as per Policy 2.4 of the TSX Venture Exchange (the "Exchange").

According to the terms of the agreement in principle, Orletto proposed a business combination with MiMedia at an exchange ratio of 10% for the shareholders of Orletto and 90% for the shareholders of MiMedia, calculated prior to any additional financing. The qualifying transaction is subject to various conditions such as its approval by the board of directors of Orletto and MiMedia and the completion of a concurrent private or public placement of a minimum of USD3,000,000 and a maximum of USD12,000,000.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For all additional information, please contact:

Mr. Benoit Chotard

President

Telephone: 778-996-4676

9. Date of Report

July 30, 2019

ORLETTO CAPITAL II INC.

By: (s) Benoit Chotard

Benoit Chotard

President

ORLETTO CAPITAL II INC.

PRESS RELEASE
For immediate release

CONCLUSION OF AN AGREEMENT IN PRINCIPLE WITH RESPECT TO A QUALIFYING TRANSACTION BETWEEN ORLETTO CAPITAL II INC. AND MIMEDIA INC.

Québec, Québec, July 30, 2019 – Benoit Chotard, President of Orletto Capital II Inc. (“Orletto”) (TSX-V “OLT.P”), a Capital Pool Company, is pleased to announce the conclusion of an agreement in principle with MiMedia Inc. (“MiMedia”) for the realization of a qualifying transaction, as per Policy 2.4 of the TSX Venture Exchange (the “Exchange”).

According to the terms of the agreement in principle, Orletto proposes a business combination with MiMedia at an exchange ratio of 10% for the shareholders of Orletto and 90% for the shareholders of MiMedia, calculated prior to any additional financing. The qualifying transaction is subject to various conditions such as its approval by the board of directors of Orletto and MiMedia and the completion of a concurrent private or public placement of a minimum of USD3,000,000 and a maximum of USD12,000,000. Furthermore, the Exchange has not considered the merits of the contemplated qualifying transaction. A more detailed press release will be subsequently published in order to provide additional details on the contemplated qualifying transaction. Consequently, trading in the common shares of Orletto will be halted up until the publication of a press release announcing that trading in the common shares is resumed.

About MiMedia

MiMedia’s next generation consumer cloud enables consumers to access all their personal content, on any device or operating system, whenever they want. MiMedia is dedicated to reinventing the personal cloud. It’s the home our digital memories deserve. MiMedia cares a lot about families and private sharing and built a unique feature called “MiDrives,” which allow for personal media to be kept securely and shared privately among invited family and friends. The Company is about simplifying, enjoying and sharing digital memories and offers consumers a rich and engaging experience plus powerful tools to curate, personalize and (re)discover personal content. MiMedia provides its OEM and telco partners with high-margin, recurring revenue streams, an ability to drive user acquisition and improve customer retention and immediate market leadership with its unique platform. The Company’s platform has millions of highly engaged users around the world via its integration with six leading smartphone OEM partners. MiMedia is NYC made, with people passionate about changing consumers’ digital lives for the better.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accept responsibility for the adequacy or accuracy of this press release.

Contacts:	Benoit Chotard	Chris Giordano
	President and Director	Chief Executive Officer
	Orletto Capital II Inc.	MiMedia Inc.
	Telephone: (778) 996-4676	Telephone: (646) 598-1403
	Email: benoitshotard@shaw.ca	Email: chris@mimedia.com