BATTERY TECHNOLOGIES INC.

MATERIAL CHANGE REPORT

Form 27 - *Securities Act* (Ontario)
Form 27 - *Securities Act* (British Columbia)
Form 27 - *Securities Act* (Alberta)
Form 25 - *The Securities Act, 1988* (Saskatchewan)
Form 27 - *Securities Act* (Nova Scotia)
Form 26 - *Securities Act* (Newfoundland)

1. **Reporting Issuer**

Battery Technologies Inc. ("BTI")
30 Pollard Street
Richmond Hill, Ontario
L4B 1C3

2. **Date of Material Change**

February 7, 2001

3. **Press Release**

Press releases, copies of which are attached, were distributed using the facilities of Canada NewsWire on January 29 and February 7, 2001.

4. **Summary of Material Change**

On February 7, 2001, BTI completed a public offering of Units comprised of common shares ("Common Shares") and common share purchase warrants ("Warrants") raising gross proceeds of $2,883,028.

5. **Full Description of Material Change**

On December 8, 2001, BTI filed a final prospectus with the securities commissions in Alberta, British Columbia, New Brunswick, Ontario, Quebec and Saskatchewan for an offering of a minimum of $1,000,000 (1,923,077 Units) and a maximum of $5,000,000 (9,615,385 Units) at a price of $0.52 per Unit, each Unit consisting of one Common Share and one Warrant, except that investors who subscribed for the first $1,000,000 of Units received 1.25 Warrants (the "Offering"). Each whole Warrant entitles the holder to purchase one Common Share at a price of $0.57 at any time up to and including February 7, 2002.

On January 29, 2001, BTI closed the first tranche of the Offering. The first tranche raised $2,242,800 from the issue of 4,313,077 Units, comprised of 4,313,077 Common Shares and 4,793,849 Warrants.

Coincident with the closing of the first tranche, BTI's lender, Merita Bank PLC ("Merita"), converted all of BTI's outstanding debt of $8,482,959 into 16,313,382 Units, comprised of 16,313,382 Common Shares and 20,391,728 Warrants. Pursuant to an agreement dated January 29, 2001 between Merita, BTI and Groome Capital.com Inc. ("Groome"), the agent for the Offering, Merita agreed it would not sell more than 1,529,380 of its Common Shares or Common Shares underlying the Warrants (the "Merita Shares") in any 30 consecutive day period, and Merita would use its best efforts to ensure that such sales do not account for more than approximately 20% of market volume in any five-day trading period, without the consent of BTI. Merita also agreed not to sell any Merita Shares prior to March 7, 2001.

On February 7, 2001, BTI closed the second and final tranche of the Offering. The final tranche raised $640,228 from the issue of 1,231,208 Units, comprised of 1,231,208 Common Shares and 1,231,208 Warrants.

BTI granted to Groome, as part of its fee for acting as agent for the Offering, a compensation option to acquire a total of 554,429 Units, comprised of 554,429 Common Shares and 554,429 Warrants, at an exercise price of $0.57 per Unit at any time up to and including February 7, 2002.

The Offering raised total gross proceeds of $2,883,028, from the issue of 5,544,285 Units, comprised of 5,544,285 Common Shares and 6,025,057 Warrants. Following the completion of the Offering, Merita held 16,313,382 Common Shares and 20,391,728 Warrants, or 19.3% of the Common Shares of BTI on an undiluted basis, making it BTI's largest shareholder.

6. **Reliance on Confidentiality Provisions of Securities Legislation**

Not applicable.

7. **Omitted Information**

No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Senior Officers**

For further information, contact Lorna D. Eaton, Vice President, Corporate Secretary and Acting Chief Financial Officer of BTI, at (905) 881-5100, extension 230.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario, this 14th day of February, 2001.

BATTERY TECHNOLOGIES INC.

By: *"Lorna D. Eaton"*

Lorna D. Eaton
Vice President, Corporate Secretary and Acting
Chief Financial Officer
Battery Technologies Inc.

Battery Technologies Inc. FOR IMMEDIATE RELEASE

TSE: BTI Monday, January 29, 2001
OTC-BB: BTIOF

BTI CLOSES FIRST TRANCHE OF EQUITY FINANCING BECOMES DEBT-FREE COMPANY

Toronto, Canada; January 29, 2001. -Battery Technologies Inc. (TSE: “BTI” and OTC-BB: BTIOF.OB) today announced that it has closed the first tranche of its Prospectus Offering (“Offering”) filed December 8, 2000. The first tranche raised $2,242,800, and the Company today issued 4,313,077 units, comprising Common Shares and Common Share Warrants. The unit purchase price is $0.52 and the Warrant exercise price is $0.57, with the Warrants exercisable until February 7, 2002. The Offering, through the agent, Groome Capital.com Inc., will be open until February 2, 2001, with a second and final closing anticipated to take place on February 7, 2001.

Coincident with the closing of the first tranche, the Company’s long term lender, Merita Bank PLC (“Merita”) converted its outstanding debt of $8,482,959 into units under the Offering, and accordingly, 16,313,382 units were today issued to Merita.

Battery Technologies Inc. holds 43 patents and is engaged in the worldwide commercialization of the RAM™ battery technology and other portable energy products. The Company’s RAM™ licensees and licensee trademarks include: Rayovac Corporation, *RENEWAL*™; Young Poong Corporation, *ALCAVA*™; Grand Battery Technologies, *GRAND CELL*, and Pure Energy Battery Corporation, *PURE ENERGY*™. RAM™ battery products are available in AA, AAA, C and D sizes.

BTI’s press releases are available through the Company’s Internet Home Page: http://www.bti.ca.

Contact: Bruce Pope, President
(905) 881-5100 ext. 224

Lorna Eaton, VP and Secretary
(905) 881-5100 ext. 230

Battery Technologies Inc. FOR IMMEDIATE RELEASE

TSE: BTI Thursday, February 8, 2001

OTC-BB: BTIOF

BTI CLOSES EQUITY FINANCING
RAISES FUNDS FOR EUROPEAN GROWTH PLANS

Toronto, Canada; February 8, 2001. -Battery Technologies Inc. (TSE: "BTI" and OTC-BB: BTIOF.OB) today announced that it has closed the second and final tranche of its Prospectus Offering ("Offering") filed December 8, 2000. The final tranche raised gross proceeds of $640,228 through the issuance of 1,231,208 units, comprising Common Shares and Common Share Purchase Warrants. Including the first tranche, which closed on January 29, 2001, the Offering raised a total of $2,883,028. Each unit was issued at $0.52. Each Warrant entitles the holder to purchase one Common Share at $0.57, exercisable until February 7, 2002. Groome Capital.com Inc., the agent for the Offering, received a total of 554,429 options to purchase units at $0.57, as part of its fee.

Coincident with the closing of the first tranche, the Company's long term lender, Merita Bank PLC ("Merita"), converted its outstanding debt of $8,482,959 into 16,313,382 units. Merita now holds 16,313,382 Common Shares and 20,391,728 Warrants, or 19.3% of the Common Shares on an undiluted basis, making it BTI's largest shareholder. Merita has agreed to limit its sale of Common Shares and Warrants over a twenty-four month period, starting in March 2001. Mr. J. Bruce Pope, President and CEO of Battery Technologies Inc. said "We are grateful to Merita and other investors whose support will enable our future growth and expansion of the RAM™ Technology on a debt-free basis."

As previously announced, the proceeds of the Offering will be used to finance the company's growth of its proprietary RAM™ (Rechargeable Alkaline Manganese) battery technology, most particularly in Europe, and to advance Research and Development activities related to the Marathon Cell™ which is expected to deliver a 100% increase in cell life, as well as development of flat and other formats for RAM™. These initiatives are expected to positively impact RAM's™ future growth as a replacement for disposables and competitors' non-environmentally-friendly rechargeable batteries.

Mr. Pope also commented "BTI is now in a position to embark on our aggressive development of RAM™ in the high opportunity European market and to proceed with our discussions to acquire the assets, Accucell™ brand, and retail and OEM business of Accucell Deutschland. We continue to be very enthused about the Accucell™ growth potential and expect a final agreement soon, subject to successful completion of due diligence and other matters. Our goal is to quickly build a meaningful presence and critical mass for RAM™ throughout Europe to capitalize on that rapidly developing business opportunity."

Battery Technologies Inc. holds 43 patents and is engaged in the worldwide commercialization of the RAM™ battery technology and other portable energy products. The Company's RAM™ licensees and licensee trademarks include: Rayovac Corporation, *RENEWAL*™; Young Poong Corporation, *ALCAVA*™; Grand Battery Technologies, *GRAND CELL*, and Pure Energy Battery Corporation, *PURE ENERGY*™. RAM™ battery products are available in AA, AAA, C and D sizes.

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