FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Reporting Issuer

MagIndustries Corp.
33 Yonge Street
Suite 300
Toronto, Ontario M5E 1G4

ITEM 2. Date of Material Change

June 11, 2009.

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on June 11, 2009 via Marketwire news service.

ITEM 4. Summary of Material Change

MagIndustries Corp. ("MagIndustries") announced that it has filed an updated National Instrument 43-101 ("NI 43-101") compliant technical report entitled "Updated Reserve and Resource Estimate for MagMinerals Kouilou Potash Project, Republic of Congo" dated June 10, 2009 (the "2009 Technical Report") in respect of the property held by its wholly-owned subsidiary MagMinerals Potash Corp. The Technical Report updates the 43-101 technical report filed on December 1, 2008 (the "2008 Technical Report").

The 2009 Technical Report updates a number of areas in the 2008 Technical Report including, but not limited to:

- A minor decrease in the total reserve and resource estimates as a result of a change in the area available for the brinefield as a result of the finalization of the land use and occupation survey.
  - The 2009 Technical Report indicates proven and probable reserves of 33.2 million tonnes of potash which can support a reserve life of more than 54 years at a projected production rate of 600,000 tonnes per year. The 2009 Technical Report estimates proven reserves of 151.2 million tonnes of carnallitite, at a carnallite grade of 64.4% of ore and a KCl grade of 17.3% of ore, concluding with proven reserves of 26.1 million tonnes of KCl. The 2009 Technical Report further estimates probable reserves of 40.3 million tonnes of carnallitite, at a carnallite grade of 65.7% of ore and a KCl grade of 17.6% of ore, concluding with probable reserves of 7.1 million tonnes of KCl.
  - This compares to the 2008 Technical Report which indicated proven and probable reserves of 33.5 million tonnes of potash which could support a reserve life of more than 54 years at a projected production rate of 600,000 tonnes per year. The 2008 Technical Report estimated proven reserves of 155.0 million tonnes of carnallitite, at a carnallite grade of 64.2% of ore and a KCl grade of 17.2% of ore, concluding with proven reserves of 26.7 million tonnes of KCl. The 2008 Technical Report further estimated probable reserves of 33.2 million tonnes of carnallitite, at a

carnallite grade of 63.9% of ore and a KCl grade of 17.2% of ore, concluding with probable reserves of 6.8 million tonnes of KCl.

- An increase in the estimated capital expenses of Phase 1 of the Kouilou potash project from US$723 million to US$835 million due, in part, to the inclusion of the 26 km gas pipeline between the Djeno gas treatment plant and the Kouilou project site, an increase in material costs (mainly an increase in the price of steel), and an increase in the indirect costs.
- An increase in estimated operating expenses of Phase 1 of the Kouilou potash project from US$83 per tonne of K60 to US$124 per tonne of K60 resulting from, among other things, an increase in the cost of natural gas, based on the finalization of a fixed-price (US$1.20/million BTU), 13-year gas supply agreement.
- An increase in the assumption of the base potash price for 2012 of US$649 from US$464 net realized price per tonne of KCl (based on current third-party potash price forecasts).

The overall recommendations of the authors of the 2009 Technical Report remain unchanged and they conclude that, using the base case, the Kouilou potash project's internal rate of return is estimated at 23% with the net present value estimated at US$914 million using a discount rate of 12%. Assuming total project costs of US$1.2 billion, pay back is achieved in approximately five years, assuming cumulative cash flows from operations for the period 2012 to 2016.

Clarification

In connection with the review by the Ontario Securities Commission (the "OSC") of the Company's amended and restated preliminary prospectus filed with the OSC and certain other provincial regulatory authorities on June 2, 2009, the Company has been requested to issue a press release in respect of certain of its previous disclosure relating to the Kouilou potash project (the "Project").

Specifically, the OSC has noted that certain of the Company's previously filed continuous disclosure documents did not include the grade information for each category of mineral resource and reserves in accordance with Section 2.2(d) of NI 43-101. In particular, the information contained in news releases of the Company dated December 29, 2008, March 26, 2009 and April 16, 2009, in the management's discussion and analysis of financial results for the year ended December 31, 2008, in the annual information form for the year ended December 31, 2008 dated May 27, 2009 and on the Company's website, which disclosed potash resource and reserve estimates without also stating the grade or quality and quantity for each category of the mineral resource and mineral reserve and is expressly prohibited by NI 43-101. Accordingly, such information should not be relied upon.

The Company hereby confirms that its current mineral resource and mineral reserve estimates at the Kouilou potash project are as set out in the 2009 Technical Report filed on SEDAR at www.sedar.com on June 11, 2009.

ITEM 5. <u>Full Description of Material Change</u>

See Schedule A attached.

ITEM 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

ITEM 7. **Omitted Information**

Not applicable.

ITEM 8. **Executive Officer**

The following officer of the Company may be contacted for further information:

Mr. Rich Morrow
MagIndustries Corp.
Executive Vice-President
Telephone: 416-368-7911
Email: rmorrow@magindustries.com
or

Mr. William Burton
President and Chief Executive Officer
P: 416-368-7911
Email: bburton@magindustries.com

ITEM 9. **Date of Report**

This report is dated this 11th day of June, 2009.

Schedule A

PRESS RELEASE

MagIndustries Corp.

EXCHANGE: TSX VENTURE EXCHANGE (MAA) Cusip: 55917T 102

For immediate release **Toronto, Canada: June 11, 2009**

Jun 11, 2009 14:17 ET

MAGINDUSTRIES ANNOUNCES UPDATED TECHNICAL REPORT AND CLARIFIES PREVIOUS DISCLOSURE

Toronto, Ontario – MagIndustries Corp. (the "Company") [TSX Venture – MAA] is pleased to announce that it has filed an updated National Instrument 43-101 ("NI 43-101") compliant technical report entitled "Updated Reserve and Resource Estimate for MagMinerals Kouilou Potash Project, Republic of Congo" dated June 10, 2009 (the "2009 Technical Report") in respect of the property held by its wholly-owned subsidiary MagMinerals Potash Corp. The Technical Report updates the 43-101 technical report filed on December 1, 2008 (the "2008 Technical Report").

The 2009 Technical Report updates a number of areas in the 2008 Technical Report including, but not limited to:

- A minor decrease in the total reserve and resource estimates as a result of a change in the area available for the brinefield as a result of the finalization of the land use and occupation survey.
    - The 2009 Technical Report indicates proven and probable reserves of 33.2 million tonnes of potash which can support a reserve life of more than 54 years at a projected production rate of 600,000 tonnes per year. The 2009 Technical Report estimates proven reserves of 151.2 million tonnes of carnallitite, at a carnallite grade of 64.4% of ore and a KCl grade of 17.3% of ore, concluding with proven reserves of 26.1 million tonnes of KCl. The 2009 Technical Report further estimates probable reserves of 40.3 million tonnes of carnallitite, at a carnallite grade of 65.7% of ore and a KCl grade of 17.6% of ore, concluding with probable reserves of 7.1 million tonnes of KCl.
    - This compares to the 2008 Technical Report which indicated proven and probable reserves of 33.5 million tonnes of potash which could support a reserve life of more than 54 years at a projected production rate of 600,000 tonnes per year. The 2008 Technical Report estimated proven reserves of 155.0 million tonnes of carnallitite, at a carnallite grade of 64.2% of ore and a KCl grade of 17.2% of ore, concluding with proven reserves of 26.7 million tonnes of KCl. The 2008 Technical Report further estimated probable reserves of 33.2 million tonnes of carnallitite, at a carnallite grade of 63.9% of ore and a KCl grade of 17.2% of ore, concluding with probable reserves of 6.8 million tonnes of KCl.
- An increase in the estimated capital expenses of Phase 1 of the Kouilou potash project from US$723 million to US$835 million due, in part, to the inclusion of the 26 km gas pipeline between the Djeno gas treatment plant and the Kouilou project site, an increase in material costs (mainly an increase in the price of steel), and an increase in the indirect costs.
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- An increase in the assumption of the base potash price for 2012 of US$649 from US$464 net realized price per tonne of KCl (based on current third-party potash price forecasts).

The overall recommendations of the authors of the 2009 Technical Report remain unchanged and they conclude that, using the base case, the Kouilou potash project's internal rate of return is estimated at 23% with the net present value estimated at US$914 million using a discount rate of 12%. Assuming total project costs of US$1.2 billion, pay back is achieved in approximately five years, assuming cumulative cash flows from operations for the period 2012 to 2016.

Clarification

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Specifically, the OSC has noted that certain of the Company's previously filed continuous disclosure documents did not include the grade information for each category of mineral resource and reserves in accordance with Section 2.2(d) of NI 43-101. In particular, the information contained in news releases of the Company dated December 29, 2008, March 26, 2009 and April 16, 2009, in the management's discussion and analysis of financial results for the year ended December 31, 2008, in the annual information form for the year ended December 31, 2008 dated May 27, 2009 and on the Company's website, which disclosed potash resource and reserve estimates without also stating the grade or quality and quantity for each category of the mineral resource and mineral reserve and is expressly prohibited by NI 43-101. Accordingly, such information should not be relied upon.

The Company hereby confirms that its current mineral resource and mineral reserve estimates at the Kouilou potash project are as set out in the following excerpt taken from the 2009 Technical Report filed on SEDAR at www.sedar.com on June 11, 2009.

The estimated resources of each category for Horizon 1, Horizon 2, Horizon 3 and Horizon 4 are presented in the table below. Already excluded from these resources are areas with geological and technical exclusion zones (~35 % reduction) and mining losses assuming the use of a solution mining method have also been accounted for.

	Horizon 1	Horizon 2	Horizon 3	Horizon 4	Total
Measured resources					
Million tonnes of carnallitite	-	38.1	22.4	86.2	146.7
Carnallite grade of ore (%)	-	44.2	90.0	67.4	64.9
KCl grade of ore (%)	-	11.8	24.1	18.1	17.4
Million tonnes of KCl	-	4.5	5.4	15.6	25.5
Indicated resources					
Million tonnes of carnallitite	-	9.2	5.4	24.9	39.5
Carnallite grade of ore (%)	-	44.8	89.3	68.9	66.1
KCl grade of ore (%)	-	12.0	23.9	18.5	17.7
Million tonnes of KCl	-	1.1	1.3	4.6	7.0
Inferred resources					
Million tonnes of carnallitite	427.6	191.9	113.7	482.5	1215.7
Carnallite grade of ore (%)	63.6	44.1	90.0	66.3	64.1
KCl grade of ore (%)	17.1	11.8	24.1	17.8	17.2
Million tonnes of KCl	73.0	22.7	27.5	85.8	209.0

The estimated reserves of each category for Horizon 2, Horizon 3 and Horizon 4 are presented in the table below.

	Horizon 2	Horizon 3	Horizon 4	Total
Proven reserves				
Million tonnes of carnallitite	39.3	22.4	89.5	151.2
Carnallite grade of ore (%)	44.2	90.0	67.1	64.4
KCl grade of ore (%)	11.8	24.1	18.0	17.3
Million tonnes of KCl	4.6	5.4	16.1	26.1
Probable reserves				
Million tonnes of carnallitite	9.2	5.4	25.7	40.3
Carnallite grade of ore (%)	44.5	89.4	68.2	65.7
KCl grade of ore (%)	11.9	24.0	18.3	17.6
Million tonnes of KCl	1.1	1.3	4.7	7.1

The authors of the Technical Report, Dr. Henry Rauche and Dr. Sebastiaan van der Klauw, are the qualified persons with respect to the technical reporting and have reviewed and approved the contents of this press release.

About MagIndustries Corp.

MagIndustries Corp. is a Canadian company whose common shares are listed on the TSX-V Exchange and trades in Canadian currency under the symbol "MAA". The Company has approximately 288,079,962 shares outstanding on an undiluted basis. MagIndustries' resource subsidiaries are operating and developing major industrial projects in the Republic of Congo and the Democratic Republic of Congo.

For further information contact:

Mr. Rich Morrow
Executive Vice-President, MagIndustries Corp.
P: 416-368-7911
Email: rmorrow@magindustries.com

Mr. William Burton
President and Chief Executive Officer
P: 416-368-7911
Email: bburton@magindustries.com

Except for historical information, this press release contains forward-looking statements, which reflect the Company's current expectation regarding future events. These forward-looking statements involve risks and uncertainties, which may cause actual results to differ materially from those statements. Those risks and uncertainties include, but are not limited to, changing market conditions, and other risks detailed from time-to-time in the Company's ongoing filings. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events in this press release might not occur.