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**

November 6, 2009.

ITEM 3. **Press Releases**

Press release in the form of Schedule A attached hereto was disseminated on November 6, 2009 via Marketwire news service.

ITEM 4. **Summary of Material Change**

MagIndustries Corp. (the "Company") has announced that its subsidiary, MagMinerals Potash Corp. ("MagMinerals"), has agreed to acquire the Congolese company Potasse du Congo ("PdC") through an arms length transaction which will close on the receipt of the necessary regulatory approvals. The acquisition of PdC re-establishes and extends MagMinerals' historic position as the largest mineral permit holder in the potash-rich Kouilou region of the Republic of Congo, ensuring that MagMinerals will control future potash developments within the permit areas.

ITEM 5. **Full Description of Material Change**

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
Executive Vice President and Director, Corporate Development
Phone: (416) 368-7911
Email: rmorrow@magindustries.com

ITEM 9. **Date of Report**

This report is dated this 13th day of November, 2009.

Schedule A

PRESS RELEASE

MagIndustries Corp.

EXCHANGE: TSX (MAA) Cusip: 55917T 102

For immediate release **Toronto, Canada: November 06, 2009**

MAGINDUSTRIES ACQUIRES POTASSE DU CONGO.

MagIndustries Corp. (“MagIndustries” or the “Company”) (TSX:MAA) reports that its subsidiary, MagMinerals Potash Corp. (“MagMinerals”), has agreed to acquire the Congolese company Potasse du Congo (“PdC”) through an arms length transaction (the “Transaction”) which will close on the receipt of the necessary regulatory approvals. The acquisition of PdC re-establishes and extends MagMinerals’ historic position as the largest mineral permit holder in the potash-rich Kouilou region of the Republic of Congo, ensuring that MagMinerals will control future potash developments within the permit areas.

The Company is currently in discussions with third parties interested in participating with MagMinerals in exploration activities on the exploration permit areas gained through the PdC acquisition.

Prior to the Transaction, in compliance with provisions of the Republic of Congo Mining Code, MagMinerals’ land holdings had been reduced to a 100% interest in the 136 square kilometer Mengo Exploitation Permit. This mining license together with the Potash Investment Agreement signed with the Government of the Republic of Congo in late 2008 gives MagMinerals the full authority to construct, commission, and operate a potash mine near the village of Mengo for 25 years, plus options for extension.

PdC holds three mineral exploration licenses in the Kouilou region surrounding the Mengo Exploitation Permit. PdC’s licenses total 2056 square kilometers which surround the Mengo Exploitation Permit and includes the former underground potash mine at Holle.

The shares of PdC were purchased for a consideration of US$500,000 and the vendor retains a royalty interest in the exploration permits, the value of which is capped at US$9.5million. MagMinerals has agreed to reduce this royalty interest from 10% to 6% by the payment of US$3.5 million.

About MagIndustries Corp.

MagIndustries is a Canadian company whose common shares are listed on the TSX and trades in Canadian currency under the symbol "MAA". The Company has 360,522,462 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. More information on the Company is available at its website, www.magindustries.com.

For further information contact:

Mr. Rich Morrow
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