

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

ZCL Composites Inc.
6907 - 36 Street
Edmonton, Alberta T6B 2Z6

ITEM 2 Date of Material Change

September 21, 2005

ITEM 3 News Release

News Release dated September 21, 2005 was issued and disseminated on September 21, 2005 through the services of Canada Newswire and filed that same date on SEDAR.

ITEM 4 Summary of Material Change

ZCL Composites Inc. ("ZCL") announced the resignation of Mr. Tony Barlott as its Vice President Finance, Chief Financial Officer and Corporate Secretary.

ITEM 5 Full Description of Material Change

ZCL announced that Mr. Tony Barlott has advised that he will be resigning as the Vice President Finance, Chief Financial Officer and Corporate Secretary of ZCL. Mr. Barlott has accepted an offer to become the President of an Edmonton based private company. Mr. Barlott will continue to perform his duties as Vice President Finance and Chief Financial Officer while he and ZCL work towards finding a mutually acceptable final date for ending his employment. This will allow ZCL sufficient time to locate a suitable replacement and such search for a new candidate has commenced.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

None

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Tony G. Barlott
Chief Financial Officer
Phone: (780) 466-6648

ITEM 9 Date of Report

September 27, 2005