

Material Change Report

1. **Name and Address of Company** - Seprotech Systems Incorporated, 2378 Holly Lane
Ottawa, Ontario, K1V 7P1
2. **Date of Material Change** – October 24, 2012
3. **News Release** – News Release issued October 25, 2012 at Ottawa, Ontario and distributed by Canada Newswire.
4. **Summary of Material Change** – Seprotech Systems Incorporated (TSX-V: SET; “Seprotech” or the “Company”) announced that its shareholders had approved:
 1. the proposed acquisition of WESA Group Inc. (subject to final approval of the Toronto Venture Exchange (“TSX.V”),
 2. The change of name of the Company to “BluMetric Environmental Inc.”
 3. The consolidation of the common shares of the Company on a 1-for-10 basis
 4. The reduction in stated capital of the Company to \$1
 5. An amendment to the Share Option Plan of the Company increasing the number of shares that may be issued thereunder to 3,200,000 (after giving effect to the share consolidation). Certain Insiders and their affiliates were excluded from voting on the amendment.
5. **Full Description of Material Change** – Ottawa, Ontario – October 25, 2012 – Seprotech announced that at the Company’s special meeting of shareholders held on October 24, 2012, the shareholders approved, subject to the final approval of the TSX Venture Exchange (“TSX.V”), the proposed acquisition of WESA Group Inc. (“WESA”). The resolution was approved by a majority of the votes cast by shareholders, excluding the votes cast by any shareholders required to be excluded from voting.

The shareholders also approved the following:

 - a. The change of name of the Company to “BluMetric Environmental Inc.”
 - b. The consolidation of the common shares of the Company on a 1-for-10 basis
 - c. The reduction in stated capital of the Company to \$1
 - d. An amendment to the Share Option Plan of the Company increasing the number of shares that may be issued thereunder to 3,200,000 (after giving effect to the share consolidation). Certain Insiders and their affiliates were excluded from voting on the amendment.

Pursuant to the share exchange agreement, Seprotech will acquire 100% of privately held WESA in a reverse takeover (the “Transaction”). Upon completion of the Transaction, the combined

entity (the “Resulting Issuer”) is expected to be a leading provider of earth science and environmental engineering services, and wastewater and water treatment systems. The intent is to build an integrated product and service organization that provides intelligent solutions to complex environmental problems both in Canada and abroad.

Remaining Conditions to Completion of the Transaction

The Transaction is subject to a number of terms and conditions, including the final approval of the TSX.V and other relevant regulatory authorities, and various other customary conditions that must be satisfied prior to closing, which is expected to take place no later than December 31, 2012. The Resulting Issuer will also be required to complete a concurrent brokered private placement of common shares for aggregate gross proceeds of not less than \$1 million, or more than \$2 million, at a price per share to be negotiated.

Other Information

Trading in Seprotech common shares will remain halted pending the satisfaction of all applicable requirements of the TSX.V. There can be no assurance that trading in Seprotech common shares will resume prior to the completion of the Transaction. Further details concerning the Transaction, WESA (including additional financial information) and other matters were included in the management proxy circular which was distributed to shareholders of Seprotech in advance of the special meeting of shareholders, and which is available at www.sedar.com.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102** – Not Applicable.
7. **Omitted Information** – The undersigned is not aware of any information of a material nature that has been omitted.
8. **Executive Officer** – Mr. Ian W. Malone, Chief Financial Officer of the Issuer is knowledgeable about the material change and this report. He can be contacted at 613-523-1641, extension 12.
9. **Date of Report** – Dated at Ottawa, Ontario this 25th day of October, 2012.