Material Change Report

1. **Name and Address of Company -** BluMetric Environmental Inc., 3108 Carp Road, Ottawa, Ontario K0A 1L0

2. **Date of Material Change –** November 16, 2012

3. **News Release –** News Release issued November 20, 2012 at Ottawa, Ontario and distributed by Canada Newswire.

4. **Summary of Material Change** – BluMetric Environmental Inc. (TSX-V: BLM; "BluMetric" or the "Company") completed its previously announced reverse takeover transaction (the "Transaction") with WESA Group Inc. ("WESA") on November 16, 2012 pursuant to which BluMetric acquired 100% of privately-held WESA, following which it amalgamated with WESA.

   Concurrent with completion of the merger, BluMetric completed a brokered Private Placement (the "Private Placement") of 1,558,206 common shares of the Company at a price of $0.67 per share for gross proceeds of approximately $1,044,000. All securities issued in the Private Placement are subject to a four month hold period expiring March 17, 2013.

5. **Full Description of Material Change –** BluMetric Environmental Inc. (TSX-V: BLM; "BluMetric" or the "Company") completed its previously announced reverse takeover transaction (the "Transaction") with WESA Group Inc. ("WESA") on November 16, 2012 pursuant to which BluMetric acquired 100% of privately-held WESA, following which it amalgamated with WESA.

   Concurrent with the closing of the Transaction the directors of the Company are Mark Stirling, Denis Douville, Jordan Grant, William Touzel and Roger Woeller. Mr. Woeller replaces Harry Marshall on the Board. Mr. Stirling and Mr. Douville are independent directors.

   The Board of Directors has appointed the new executive officers of BluMetric as follows:

   William (Bill) M. Touzel, Chief Executive Officer
   Roger M. Woeller, Chief Corporate Development Officer
   Harry J. Marshall, President – Water & Wastewater Division
   Nell van Walsum, President – Professional Services Division
   Ian W. Malone, Chief Financial Officer

   Prior to the amalgamation, BluMetric completed the consolidation of its issued and outstanding common shares on a one-for-ten basis, and changed its name from "Seprotech Systems Incorporated" to "BluMetric Environmental Inc." The TSX.V has provided final acceptance of the Transaction and has advised that it will recommence trading of the common shares of BluMetric on November 22, 2012, under the symbol BLM.

Concurrent with completion of the merger, BluMetric completed a brokered Private Placement (the "Private Placement") of 1,558,206 common shares of the Company at a price of $0.67 per share for gross proceeds of approximately $1,044,000. All securities issued in the Private Placement are subject to a four month hold period expiring March 17, 2013.

Jacob Securities Inc. ("Jacob") acted as agent for the Private Placement. In consideration for its services as agent, Jacob was paid a cash commission totaling $43,463. In addition, Jacob has been provided non-transferrable broker warrants to acquire 66,184 common shares exercisable for a period of 24 months from the closing date at a price of $0.67 per share. Jacob has also been reimbursed for legal and other direct costs of the Private Placement.

Related Party Transaction

Certain insiders of the Corporation, namely, William Touzel, a director of the Corporation, and Jordan Grant, a director of the Corporation, subscribed indirectly under the Private Placement for 22,388 common shares for proceeds of $14,999.96, and 74,627 common shares for proceeds of $50,000.09, respectively. Subsequent to the Private Placement, Mr. Touzel owns, directly and indirectly, 1,090,220 common shares representing approximately 4.87% of the issued and outstanding shares of the Corporation and Mr. Grant owns directly and indirectly, 839,053 common shares representing approximately 3.75% of the issued and outstanding shares of the Corporation.

Each of Mr. Touzel and Mr. Grant is a related party within the meaning of Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Consequently, the participation of the Insiders in the Offering constitutes a Related Party Transaction within the meaning of MI 61-101 requiring the Corporation, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, the Related Party Transaction. The Corporation has determined that an exemption is available from the formal valuation requirements under MI 61-101, specifically under Section 5.5(a) which provides that at the time the transaction was agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves related parties, exceeds 25% of the Corporation's market capitalization. The Corporation has determined that an exemption is also available from the minority shareholder approval requirements using the corresponding exemption under Section 5.7(a) of MI 61-101.

The board of directors of the Corporation consists of three “independent directors” as defined in MI 61-101 and approval of all three independent directors on the Private Placement and Related Party Transaction was obtained at a meeting held on October 24, 2012. All of the independent directors approved of the Related Party Transaction and there were no materially contrary views of any director. The board of directors of the Corporation, with Messrs. Jordan and Touzel abstaining, determined that the Private Placement, including the Related Party Transaction, was in the Corporation’s best interests. In its determination, the board of directors came to its conclusion on the basis that the Insiders would not be receiving preferential treatment vis-à-vis the other purchasers in the Private Placement and that all shareholders are being treated equally.

This material change report is being filed less than 21 days prior to the closing of the Related Party Transaction. The shorter period was necessary in order to permit the Corporation to close the Private Placement, including the Related Party Transaction, in a timeframe consistent with usual market practice for transactions of this nature.

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 26th day of November, 2012.