

FORM 51-102F3
SECURITIES ACT
MATERIAL CHANGE REPORT

Item 1. REPORTING ISSUER

AZCAR TECHNOLOGIES INCORPORATED
3235 14th Avenue
Markham, Ontario L3R 0H3

Item 2. DATE OF MATERIAL CHANGE

December 31, 2011

Item 3. PRESS RELEASE

Press release issued January 10th, 2011, through Marketwire.

Item 4. SUMMARY OF MATERIAL CHANGE

The Corporation has appointed a new Interim Chief Financial Officer.

Item 5. FULL DESCRIPTION OF MATERIAL CHANGE

Ms. Cheryl Filardi, C.P.A. has been appointed as the Corporation's Interim Chief Financial Officer to succeed Mr. Sean Fleming, who is retiring from the Corporation on December 31, 2010, but who will remain in a consulting capacity.

**Item 6. RELIANCE ON SECTION 7.1(2) or 7.1(3)
OF NATIONAL INSTRUMENT NO. 51-102**

No reliance is placed on s. 7.1(2) or 7.1(3) of National Instrument No. 51-102.

Item 7. OMITTED INFORMATION

No information is omitted on the basis that it is confidential;

Item 8. SENIOR OFFICERS

Stephen Pumple, Chief Executive Officer of the Corporation, may be reached at: 905-470-2545, ext. 225.

DATED at Toronto, this 13th day of January, 2010.



CHIEF EXECUTIVE OFFICER

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.