

ORGANIC RESOURCE MANAGEMENT INC.

MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

Organic Resource Management Inc.
3700 Steeles Avenue West, Suite 601
Woodbridge, Ontario, L4L 8K8

Item 2 Date of Material Change

August 29, 2007

Item 3 News Release

Press release was issued by Organic Resource Management Inc. (the "Company" announcing the material change on August 29, 2007.

Item 4 Summary of Material Change

The Company announced the elimination of related party relationships.

Item 5 Full Description of Material Change

The Company announced that, subject to regulatory approval, the Company has reached an agreement for three related party transactions which will eliminate the existing related party relationships for software and patents. These transactions are scheduled to close on or about September 19, 2007

Eliminating related party relationships is part of a multi-step restructuring program that includes simplifying the Company's balance sheet and organizational structure and strengthening its management. The restructuring program began on June 1, 2007 with the conversion of all the outstanding preferred shares into common shares. It continued on July 1, 2007 with the amalgamation of the Company with its largest subsidiary, and concurrent name change to Organic Resource Management Inc., and most recently on August 20, 2007 with appointments at the board and executive level.

The three related party transactions will see the Company purchase: (i) 100% of the shares of Path Information Systems Inc. ("Path"), a related software company; (ii) the Canadian patents for Direct Land Application Process ("DLAP") and Organic Resource Recovery System ("ORRS") from a related company; and (iii) the 30% equity interest in NCS Environmental Services Ltd. that it does not already own, from a related company.

Path Information Systems Inc.

ORMI will purchase 100% of the issued and outstanding shares of Path for \$700,000. Charles Buehler, the Company's Chairman, CEO and control block holder, owns a majority of the shares of Path. The purchase price will be paid as to \$100,000 cash on closing and the remainder over six years with interest at 7%

per annum. The shares of Path will be pledged to the vendors as security until the balance has been paid. Also as part of the transaction, the vendors will obtain a perpetual and exclusive license, including access to the source code, for the software outside of the liquid organic industry.

Path owns proprietary route optimization and management information software. Through licensing and marketing agreements, ORMI has exclusive rights to Path's software in the non-hazardous liquid waste industry in Canada and throughout the rest of the world. Although the Company does have a perpetual license to the software it does not own the source code and is required by the terms of the license to use Path programmers to do maintenance, perform upgrades and do development work on the software. The software is a critical element of ORMI's operational success and a key component to ORMI's future. The Company must continually develop and upgrade the software in order to remain competitive. Consequently, there would be on-going charges paid to Path for software support and development, and the potential for an on-going conflict of interest in the determination of the appropriate market charges for those services. By purchasing Path and thereby the software, this issue is permanently resolved because the Company will be able to maintain and develop its own software.

Canadian DLAP and ORRS Patents

ORMI will purchase the Canadian patents for DLAP and ORRS from Organic Resource Technologies Inc ("ORTI"), a company owned as to one third by Mr. Buehler, and one third by Douglas Carruthers, an officer and director of ORMI, for \$15,000 cash. As part of the terms of this transaction, a note payable from ORMI to ORTI, with 24 blended monthly installments of principal and interest of \$4,292 maturing in December 2008 which has a current outstanding balance of \$65,729, will also be paid in full on closing.

Purchasing the DLAP patent eliminates the requirement for the Company to pay an annual fee of \$25,000 under the existing license.

DLAP is a patent protected solution for recycling high-fat content organic waste that uses the natural digestion ability of microbes found in soil to convert organic waste into stable soil organic matter.

ORRS is a patent protected process for on-site collection of organic waste. Produce and other food related wastes are ground into slurry by a mill and discharged into the holding tank where it is stored until collected by a vacuum truck. Current efforts by the Company to deploy its ORRS have been focused on a few large industrial, commercial and institutional organics generators and have been effectively stalled by the severe lack of viable low-cost recycling alternatives in Ontario and British Columbia. The Company believes that the establishment of anaerobic digesters will make ORRS a more financially viable organic residuals handling technology. Purchasing this patent eliminates any requirement for the Company to pay royalties on new ORRS locations.

30% Equity Interest in NCS Environmental Services Ltd. ("NCSESL")

ORMI will purchase the 30% equity interest in NCSESL that it does not already own from Organic Resource Technologies International Inc ("ORI"), a company

owned as to one third by Mr. Buehler, one third by Mr. Carruthers for \$10,000 cash.

The Company already owns 70% of the NCSESL through its wholly owned subsidiary NCS Holdings,. The US ORRS and DLAP patents were originally transferred by OII into NCSESL in exchange for a 30% equity interest in NCSESL.

NCS Holdings and NCSESL are Bermuda companies that were originally incorporated as a tax strategy which is no longer applicable. After the transaction is complete, the Company will own 100% of NCSESL and will transfer the US patents into ORMI and wind-up both Bermuda companies simplifying its corporate structure.

Approvals and Disclosure

Other than Mr. Buehler and Mr. Carruthers, all other ORMI directors are independent. The transactions described above were assessed in detail and negotiated on behalf of the Company by a committee of all seven independent directors, and all resolutions approving these transactions were passed unanimously. Negotiations were extensive and lasted over a number of months and finally concluded on August 21, 2007 when a purchase agreement for Path was signed.

An original proposal from the vendors of Path to ORMI's independent directors, which was rejected, sought a purchase price of \$1,744,000 for the shares of Path. In this proposal, there was no requirement for the vendors to receive a perpetual and exclusive license, including access to the source code, for the software outside of the liquid organic industry. Kalex Valuations Inc. was retained by the independent directors to issue a fairness opinion on this proposal. On May 6th, 2007, Kalex issued an opinion which concluded that Path's value to ORMI exceeds \$1,744,000. The value was derived from ending ORMI's obligation under the existing software license agreement to pay Path for software maintenance and development.

A copy of the Kalex fairness opinion is available for inspection at the Company's offices at 3700 Steeles Avenue W., Suite 601, Woodbridge, Ontario L4L 8K8, and will be sent to a security holder upon request for a nominal charge to cover printing and postage.

Total fair market value of all three transactions, including the early repayment of the ORTI note is \$790,729, or 9% of the Company's market capitalization determined in accordance with Ontario Securities Commission Rule 61-501 ("OSC Rule 61-501"). Accordingly, pursuant to section 5.5-2 of OSC Rule 61-501, the Company is exempt from a requirement for a formal valuation because the total fair market value of these transactions of the Company is not more than 25% of the market capitalization of the Company and, as a result minority approval is also not required under OSC Rule 61-501 section 5.7(1)-2.

Item 6

Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Mr. Charles H. Buehler, Chairman and Chief Executive Officer of the Company, is knowledgeable about the material change and this report and may be contacted at 905-264-7700.

Item 9 Date

Dated at Woodbridge, Ontario, this 29th day of August, 2007.