

**FORM 51-102F3
MATERIAL CHANGE
REPORT**

Item 1 Name and Address of Company

Megastar Development Corp.
Suite 1130 – 789 West Pender Street
Vancouver, BC, V6C 1H2

Item 2 Date of Material Change

November 22, 2013

Item 3 News Release

The Press Release was disseminated via Stockwatch on November 22, 2013.

Item 4 Summary of Material Change

Megastar Development Corporation announced results of Annual and Special General Meeting held on November 21, 2013. The shareholders re-elected Dusan Berka, Chris Staargaard, Jonathan Rich and Paul Smith as directors of the Company for the upcoming year. All other resolutions submitted by management to Shareholders for consideration were approved as presented, including the Special Resolutions approving the Advance Notice Policy of the Company dated September 23, 2013 as well as the new form of Articles of the Company.

Item 5 Full Description of Material Change

Megastar Development Corporation announced that the nominees listed in the management proxy circular for the 2013 Annual and Special General Meeting of Shareholders held on November 21, 2013 were elected as directors of the Company for the ensuing year. The scrutineer reported that there were two (2) registered shareholders present in person, holding 288,500 common shares, and 47 shareholders represented by proxy, holding 7,247,164 shares, for a total of 49 shareholders in person or represented by proxy, holding an aggregate of 7,535,664 shares. This represents 25.99% of the total 28,996,716 shares issued and outstanding. Detailed results of the vote for directors of the Company are shown below:

Nominee	Votes For	% For	Votes Withheld	% Withheld
Dusan Berka	7,247,039	99.90%	7,125	0.10%
Christian Staargaard	7,237,789	99.87%	9,375	0.13%
Jonathan M. Rich	6,949,164	95.89%	298,000	4.11%
Paul A. Smith	6,949,164	95.89%	298,000	4.11%

In addition, Shareholders approved, subject to acceptance by the TSX Venture Exchange, the Company's 2013 Incentive Stock Option Plan. Shareholders also approved re-appointment of BDO LLP, Charter Accountants as auditors for the ensuing year and authorized the Directors to

fix their remuneration.

All other resolutions submitted by management to Shareholders for consideration were approved as presented, including the Special Resolutions approving the Advance Notice Policy of the Company dated September 23, 2013 as well as the new form of Articles of the Company.

At the directors meeting following the AGM, Mr. Berka was re-elected as the Company's President and Chief Executive Officer, and Ms. Zara Kanji as Chief Financial Officer and Corporate Secretary. The Audit Committee members for the ensuing year are Christian Staargaard, Paul A. Smith and Jonathan M. Rich.

The Board of Directors would like to thank the Company's shareholders for their continued support throughout the past year.

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

Dusan Berka, President – Tel: 604 669 9330

Item 9 Date of Report

November 25, 2013