FORM 51-102F3
MATERIAL CHANGE REPORT

1. Reporting Issuer:

Pason Systems Inc.
6130, 3rd St S.E.
Calgary, AB T2H 1K4

2. Date of Material Change:

September 11, 2009

3. News Release:

On September 11, 2009 at Calgary, Alberta, a news release was issued and disseminated through CNW Group.

4. Summary of Material Change:

Pason Systems Inc. announced that it has entered into a definitive agreement to acquire Petron Industries Inc. of Houston, Texas.

5. Full Description of Material Change:

Pason announced that it has signed a definitive agreement to acquire privately held Petron Industries Inc. ("Petron"), a designer and manufacturer of drilling rig instrumentation systems. Headquartered in Houston, Texas, Petron offers sales and rental of drilling rig instrumentation systems for both on and offshore applications. Currently Pason and Petron compete with each other in the U.S. land market where Petron has approximately 15% of the rig rental base of Pason with a similar, but slightly reduced set of instrumentation products. Under the terms of the agreement, Pason, through a wholly-owned U.S. subsidiary, will acquire a 100% interest in Petron, paid fully in cash, with closing expected to occur October 2, 2009.

The Petron acquisition is a relatively minor expenditure for Pason and will not deliver meaningful EBITDA in the near future given the current depressed conditions in the drilling market. However, this transaction will compliment Pason's business in a number of areas setting the base for greater earnings in future periods when oilfield service activity is expected to rebound. Some of the areas where the acquisition is expected to make a positive contribution to Pason are:

1. Technology - Petron has recently upgraded its hardware and software platforms using ideas that Pason has considered but not yet implemented due to the vastly more challenging task of upgrading Pason's much larger fleet of equipment. The

Petron technology and excellent R&D team permits Pason to verify many key technical assumptions thereby reducing risk and ultimately the completion time for its own upgrade path.

2. Marketing - Petron has an excellent marketing staff that has developed strong relationships with Operators and Contractors primarily working in Texas and Louisiana. Pason expects to leverage these skills, relationships, and the combined product offering into widening the gap between itself and its competition.
3. International/Offshore - Petron has an immediate solution for offshore instrumentation and control panels which fills a hole in Pason's product suite. This provides an opportunity for Pason to meet the needs of customers who require either a rental or a purchased offshore integrated instrumentation solution. In addition, Petron's network of agents that market and distribute instrumentation in the eastern hemisphere will greatly enhance Pason's limited representation in these areas.

Pason Systems Inc. is the world's largest provider of rental oilfield instrumentation systems that are designed and manufactured for use on land-based drilling and service rigs. With the Petron addition, Pason looks to expand in its current market plus add growth in offshore rentals and sold instrumentation systems.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

For further information contact Jim Hill, President and Chief Executive Officer, at 403-301-3401 or Jim Glasspoole, Chief Financial Officer, at 403-692-3840.

9. Date of Report:

September 11, 2009