FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 - Name and Address of Company

Gemini Corporation ("**Gemini**")
Suite 400, 839 - 5th Avenue SW
Calgary, AB T2P 3C8

ITEM 2 - Date of Material Change

September 8, 2015

ITEM 3 - News Release

The news release was issued in Calgary, Alberta on September 8, 2015 through wire services of the CNW Group and filed on the System for Electronic Document Analysis and Retrieval (SEDAR). A copy of the news release is attached as Schedule A.

ITEM 4 - Summary of Material Change

Gemini Corporation (GKX-TSXV) has closed the sale and leaseback agreement with 1735465 Alberta Ltd. for the land and buildings at its Ponoka, Alberta fabrication facility. The land and buildings were sold for $5,475,000, less any transaction fees. The Corporation chose to complete this sale and leaseback in order to augment its working capital position and further details of the transaction were previously disclosed in the Corporation's August 19, 2015 news release.

ITEM 5 - Full Description of Material Change

Gemini Corporation (GKX-TSXV) has closed the sale and leaseback agreement with 1735465 Alberta Ltd. for the land and buildings at its Ponoka, Alberta fabrication facility. The land and buildings were sold for $5,475,000, less any transaction fees. The Corporation chose to complete this sale and leaseback in order to augment its working capital position and further details of the transaction were previously disclosed in the Corporation's August 19, 2015 news release.

A recently completed independent appraisal of the land and buildings was used to determine the transaction value and any fees incurred relate to routine legal, appraisal and financial advisor costs. The term of the leaseback arrangement is eight years with two additional option periods of five years each and contemplates an annual minimum lease amount of approximately $438,000, payable in monthly installments. A Special Committee of the Board of Directors was appointed to review and guide this transaction with the assistance of an independent financial advisor that concluded that the transaction was fair, reasonable and in the best interests of the Corporation.

1735465 Alberta Ltd. is a wholly owned subsidiary of Balboa Land Investments Inc., which is a subsidiary of Coril Holdings Ltd., the Corporation's largest shareholder owning 47% of the issued and outstanding share capital of Gemini Corporation.

Gemini Corporation is a professional services firm that designs, builds and maintains energy and industrial facilities. We provide regulatory, environmental, engineering, fabrication, installation and maintenance solutions for clients through stand-alone or integrated service delivery models. Our design-build capabilities differentiate Gemini and provide tremendous value-added benefits for clients, such as cost certainty, schedule compression and one point of accountability. The Corporation's principal target markets are midstream oil and gas, oil and gas production, in-situ heavy oil, and oil and gas processing across western Canada.

ITEM 6 - Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7 - Omitted Information

No information has been omitted on the basis that it is confidential.

ITEM 8 – Executive Officer

Robert Brookwell
Executive Vice President & CFO
(403) 258-5401

ITEM 9 - Date of Report

September 10, 2015

SCHEDULE "A"

GEMINI CORPORATION ENTERS INTO THE SALE AND LEASEBACK OF ITS PONOKA FABRICATION FACILITY

Calgary, Alberta – September 8, 2015 – Gemini Corporation (GKX-TSXV) has closed the sale and leaseback agreement with 1735465 Alberta Ltd. for the land and buildings at its Ponoka, Alberta fabrication facility. The land and buildings were sold for $5,475,000, less any transaction fees. The Corporation chose to complete this sale and leaseback in order to augment its working capital position and further details of the transaction were previously disclosed in the Corporation's August 19, 2015 news release.

About Gemini Corporation

Gemini Corporation is a professional services firm that designs, builds and maintains energy and industrial facilities. We provide regulatory, environmental, engineering, fabrication, installation and maintenance solutions for clients through stand-alone or integrated service delivery models. Our design-build capabilities differentiate Gemini and provide tremendous value-added benefits for clients, such as cost certainty, schedule compression and one point of accountability. The Corporation's principal target markets are midstream oil and gas, oil and gas production, in-situ heavy oil, and oil and gas processing across western Canada.

Shares of Gemini trade on the TSX Venture Exchange under the symbol "GKX". For more information about the Corporation and its services, go to www.geminicorp.ca.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Disclaimer

This news release may contain forward looking information that represents Gemini's internal projections, expectations, estimates or beliefs concerning, among other things, future operating results and various components thereof or Gemini's future economic performance. All statements other than the statements of historical fact may be forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expects", "projects", "plans", "anticipates", and similar expressions. The projections, estimates and beliefs contained in such forward-looking statements are based on management's assumptions relating to Gemini's performance and competition within the sectors in which it competes, the continuation of the current regulatory and tax regimes in the jurisdictions in which Gemini operates, and necessarily involve known and unknown risks and uncertainties, including risks and assumptions relating to client service demand, field service costs, labour rates, and other factors that may cause actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted or suggested. The Corporation does not undertake to update any forward-looking information in this document whether as to new information, future events or otherwise.

Contact Information:

Doug Lautermilch, President & CEO (403) 259-0311, dlautermilch@geminicorp.ca
Robert Brookwell, Executive VP &CFO (403) 258-5401, rbrookwell@geminicorp.ca

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