MOBILE CLIMATE CONTROL INDUSTRIES INC.

MATERIAL CHANGE REPORT

Pursuant to: Section 118(1)(b) of the Securities Act (Alberta)
Section 75(2) of the Securities Act (Ontario)

Item 1. Reporting Issuer

Mobile Climate Control Industries Inc. ("MCCII"),
80 Kincort Street
Toronto, Ontario
M6M 5G1

Item 2. Date of Material Change

December 1, 2003

Item 3. Press Release

A press release was issued on December 2, 2003.

Item 4. Summary of Material Change

Please see Item 5 below.

Item 5. Full Description of Material Change

On December 2, 2003, MCCII announced that its previously announced offer to purchase for cancellation all of its common shares (the "Offer") expired at 5:00 p.m. Monday, December 1, 2003 (the "Expiry"). 17,798,871 common shares were tendered to the Offer prior to the Expiry. MCCII intends to take up and pay for all of the common shares tendered pursuant to the terms of the Offer.

Of the 17,798,871 common shares tendered to the Offer, 10,354,271 common shares were tendered by Marianne Mannerheim and 7,444,600 common shares were tendered by public shareholders of MCCII (being shareholders other than Gunnar Mannerheim and Marianne Mannerheim) representing 77.1% of the common shares held by the public shareholders. As a majority of shares held by public shareholders were tendered to the Offer, MCCII intends to go forward with a second-step, going private transaction which will result in MCCII's common shares being delisted from the Toronto Stock Exchange, all as previously disclosed in the Offer and accompanying circular. The going private transaction is required to be approved by two-thirds of votes cast by shareholders at a special meeting. Upon cancellation of the common shares tendered to the Offer, Gunnar Mannerheim will hold, directly or indirectly, 82.4% of the then outstanding common shares of MCCII and intends to vote his shares in favour of the going private transaction. As disclosed in the Offer and accompanying circular, the Ontario Securities Commission and Commission des valeurs Mobileiè du Québec have granted MCCII an exemption from the requirement to obtain a majority of minority approval of the going private transaction.

Item 6. **Section 118(2) of the Securities Act (Alberta); Section 75(3) of the Securities Act (Ontario):**

N/A

Item 7. **Omitted Information**

No information has been omitted in respect of the material change.

Item 8. **Senior Officers**

Allen J. Holmes, Chief Financial Officer

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 2nd day of December, 2003.

MOBILE CLIMATE CONTROL INDUSTRIES INC.

Per: ______________________
Allen J. Holmes
Chief Financial Officer

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