

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

February 16, 2004

Item 3. Press Release

A press release was issued on February 12, 2004.

Item 4. Summary of Material Change

Please see Item 5 below.

Item 5. Full Description of Material Change

On February 12, 2003, MCCII announced that the Toronto Stock Exchange (the "TSX") has approved MCCII's request to have its Notes listed and posted for trading on the TSX. These Notes were issued by MCCII as part of the consideration paid for the common shares that were tendered to the recently (December 2003) completed Issuer Bid.

The Notes bear interest at 6.00% per annum and are re-payable in two instalments. An initial instalment of \$0.14 plus accrued interest will be paid for each \$0.22 principal amount of Notes on December 10, 2004. The remainder of the principal (\$0.08 for each \$0.22 principal amount of Notes) plus accrued interest is payable on December 10, 2005.

The Notes will begin trading on the TSX on Monday, February 16, 2004 under the symbol "MCC.N".

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 Holmes, Chief Financial Officer

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 17 day of February, 2004.

**MOBILE CLIMATE CONTROL
INDUSTRIES INC.**

Per: _____



Allen Holmes
Chief Financial Officer

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Note 1: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

Note 2: Where this report is filed on a confidential basis put at the beginning of the report in block capitals "CONFIDENTIAL - []" (section 67 Securities Act British Columbia; section 118 Securities Act Alberta; section 84 Securities Act 1988 Saskatchewan; section 74 Securities Act Ontario; section 74 Securities Act Quebec and section 61 Securities Act Nova Scotia)

Note 3: In Alberta, the date(s) and the stock exchange(s) where the material change is filed pursuant to section 118(1)(b) of the Securities Act must be disclosed.