PROCESS CAPITAL CORP.

MATERIAL CHANGE REPORT FORM 51-102F3

Item 1. Name and address of Company

Process Capital Corp.
200 – 932 The East Mall
Toronto, Ontario M9B 6J9

Item 2. Date of Material Change

February 25, 2005

Item 3. News Release

February 25, 2005 through CCN Matthews

Item 4. Summary of Material Change

See Item 5 below.

Item 5. Full Description of Material Change

Process Capital Corp. (POR-X) (the "Company") announces that, as at subject to TSX Venture Exchange (the “Exchange”) approval, it has agreed to borrow $125,000 from an arm’s length lender. The loan will have a term of two years and carry an interest rate of 10%p.a., payable quarterly in arrears. The company will cause its subsidiary, Envirofuel to grant the lender a first mortgage on its property located near Kingston, Ontario. In addition, the Company has agreed to grant the lender 1,000,000 two-year bonus common share purchase warrants to purchase one common share of the Company at a price of $0.10 each.

Additionally, subject to Exchange approval, the Company has agreed to sell up to 13,000,000 units at a price of $0.05 per unit, for total proceeds of up to $650,000. Each unit will consist of one common share of the Company, and half a share purchase warrant (“Unit”), with each full warrant entitling the holder to acquire one common share of the Company at a price of $0.10 for a period of 2 years from the date of issuance. Insiders of the Company have subscribed to 8,000,000 Units.

As some of the subscribers to the private placement are insiders of the Company, the Company is required to comply with Policy 5.9 of the Exchange (*Insider Bids, Going Private Transactions and Related Transactions*) which incorporates Ontario Securities Commission Rule 61-501 (*Insider Bids, Going Private Transactions and Related Transactions*), unless there is an exemption available. The exemption relied upon by the Company in respect of this transaction is the Financial Hardship exemption.

The proceeds of both financings will allow the Company to finalize the development of its waste oil refining process and finance working capital required to start commercial operations at its Envirofuel refinery.

Both transactions were unanimously approved by the Directors of the Company as being in the best interest of the Company and necessary in order for the Company to meet its working capital requirements, with each insider declaring their interest in the transaction.

The common shares and the warrants acquired under these transactions will be subject to a 4-month hold period in accordance with revisions to Multilateral Instrument 45-102 *Resale of Securities* effective March 30, 2004. No bonuses, finders fees or commissions will be paid in connection with the private placement.

In an unrelated matter, the directors of the Company approved, subject to regulatory approval, the issuance to directors, consultants and employees of 1,825,000 options to purchase shares of the Company at a price of $0.10 per share.

There are currently 54,021,463 common shares of the Company issued and outstanding. The price of the Company's common shares as at the close of market on February 24, 2005 was $0.065 per share.

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

Robert Grimard, President and CFO or H. John Stollery, Chairman of the Board, at Tel: (416) 622-6600, Fax: (416) 622-6628 or info@processcapital.ca.

Item 9. Date of Report

March 7, 2005