

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name And Address Of Company

United Protection Security Group Inc.
8055 Coronet Road
Edmonton, AB T6E 4N7

Item 2. Date Of Material Change

January 23, 2008

Item 3. News Release

A news release was disseminated through the services of Canada News Wire on January 24, 2008.

Item 4. Summary Of Material Change

United Protection Security Group Inc. (the "Corporation") has appointed Paul Richards and Larry Cunningham to its Board of Directors.

Item 5. Full Description Of Material Change

Paul Richards and Larry Cunningham have been appointed to the Board of Directors of the Corporation. Following this appointment the Board of Directors of the Corporation consists of Sigurd Jorstad, Fred Fong, Thomas W. Dunlop, Richard G. Shuhany, Fred Rayner, Christopher Jorstad, Paul Richards and Larry Cunningham.

Paul Richards, of New Sarepta, Alberta, is the former executive Vice-President and Chief Operating Officer of the Brick Warehouse LLP. Mr. Richards first joined the Brick Group in 1974, and held various positions in that company including the appointment of Chief Operating Officer in 2002, until his retirement in 2007.

Larry Cunningham, of Edmonton, Alberta, is a lawyer with the firm of Hustwich, Hodgson and Payne, practising corporate commercial law. Mr. Cunningham's experience includes regulatory and compliance matters for reporting issuers. Mr. Cunningham is also a director of Total Telcom Inc., a company listed on the TSX Venture Exchange.

Mr. Cunningham was a director of Bartizan Capital Corporation from June 28, 2000 to January 22, 2001, which company was the subject of a voluntary delisting on June 16, 2000 and a cease trade order on December 8, 2000 for failure to file financial statements.

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

Sigurd Jorstad, President of the Corporation, is knowledgeable about this material change and may be contacted respecting this material change at 780-465-1708 for further information.

Item 9. Date Of Report

February 8, 2008

UNITED PROTECTION SECURITY
GROUP INC.

Per: (signed) "Fredy Ramsoondar"