FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

   HSE Integrated Ltd.
   1000, 630 – 6th Avenue SW
   Calgary, AB T2P 0S8

2. **Date of Material Change:**

   November 30, 2005

3. **Press Release:**

   Press Release issued on November 30, 2005 by HSE Integrated Ltd. through the facilities of Canada Newswire.

4. **Summary of Material Change:**

   On November 30, 2005, the Corporation closed the previously announced Share Purchase and thus acquired all the issued and outstanding shares of Bluestar EMS Safety Ltd. and Bluestar EMS Ltd.

5. **Full Description of Material Change:**

   Please refer to the October 25, 2005 and November 30, 2005 press releases which are incorporated by reference and attached to this report.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102.**

   N/A

7. **Omitted Information:**

   No information has been omitted.

8. **Executive Officer:**

   David L. Yager, Chief Executive Officer of the Corporation, may be reached at (403) 266-1833.

9. **Date of Report:**

   November 30, 2005.

NEWS RELEASE – October 25, 2005

HSE TO ACQUIRE BLUE STAR EMS, ON-SITE FIRST AID SERVICES BASED IN MEDICINE HAT, ALBERTA

HSE Integrated Ltd. ("HSE" or the "Company") is pleased to announce that it has entered into a non-binding Letter of Intent ("LOI") to acquire the shares of Blue Star EMS Ltd. and Blue Star EMS Safety Ltd. (hereinafter collectively referred to as "Bluestar") of Medicine Hat, Alberta. Bluestar provides on site-first aid services, breathing air safety services and industrial safety training in southeastern Alberta and other markets.

The purchase price shall be $1,360,000 comprised of $906,667 in cash and $453,333 in common shares of HSE at the greater of the 10 day weighted average trading price of HSE on the TSX Venture Exchange at the date of closing or $2.70 per share.

The transaction is conditional upon several conditions precedent including completion of satisfactory due diligence by HSE, the approval of the Board of Directors of HSE, and the approval of the TSX Venture Exchange.

Phyl Mason EMT-P (Emergency Medical Technician – Paramedic), founder and sole shareholder, has agreed to join HSE in a management and operational capacity in HSE's growing medical services division. Mr. Mason has 18 years of first aid, public ambulance and industrial medical services experience in the public and private sectors. Bluestar was founded by Mr. Mason in 1995 and has grown rapidly since 2001.

David Yager, Chairman and CEO of HSE, had the following comments.

"Bluestar is another one of the strong regional niche players that have emerged in recent years in response to the petroleum industry's growing demand for better protection for its workers. Phyl Mason is a career first aid practitioner who has demonstrated his ability to make a successful transition from public ambulance services, which are reactive to people who are already injured, to the pro-active needs of industrial safety that includes worker training and accident prevention. When Phyl Mason joins the HSE team, we'll be a better company for our customers, their employees and their contractors."

HSE is an integrated supplier of industrial Health, Safety and Environmental services. From its head office in Calgary, Alberta HSE serves its clients from field service locations in Alberta, British Columbia, Ontario, Nova Scotia and Michigan. HSE trades on the TSX Venture Exchange under the symbol "HSL".

For more information, please contact:

David Yager, Chairman & CEO
Telephone: (403) 266-1833
E-Mail: dyager@hseintegrated.com

Chris Hunter, Chief Financial Officer
Telephone: (403) 266-1833
E-Mail: chunter@hseintegrated.com

FILE: HSE News Release Bluestar Oct 25 05

NEWS RELEASE – November 30, 2005

HSE COMPLETES ACQUISITION OF BLUE STAR EMS, ON-SITE FIRST AID SERVICES BASED IN MEDICINE HAT, ALBERTA

HSE Integrated Ltd. ("HSE" or the "Company") is pleased to announce that it has completed the previously announced (October 25) acquisition of the shares of Blue Star EMS Ltd. and Blue Star EMS Safety Ltd. (hereinafter collectively referred to as "Bluestar") of Medicine Hat, Alberta. Bluestar provides on site-first aid services, breathing air safety services and industrial safety training in southeastern Alberta and other markets.

The purchase price was $1,360,000 comprised of $906,667 in cash and $453,333 in common shares of HSE satisfied through the issuance of 167,902 shares of HSE at a deemed price of $2.70 per share. These shares are subject to a statutory four month hold period under TSX Venture Exchange regulations.

The Bluestar companies have a fiscal year-end of November 30. For the 11 month interim period ended October 31, the companies generated revenues of $2,177,919 million and had earnings before amortization and taxes of $525,674. Phyl Mason, founder of the Bluestar companies, has accepted a position within HSE's on-site medical services division.

HSE is an integrated supplier of industrial Health, Safety and Environmental services. From its head office in Calgary, Alberta HSE serves its clients from field service locations in Alberta, British Columbia, Ontario, Nova Scotia and Michigan. HSE trades on the TSX Venture Exchange under the symbol "HSL".

For more information, please contact:

David Yager, Chairman & CEO
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E-Mail: dyager@hseintegrated.com

FILE: HSE News Release Bluestar Nov 30 05