

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 NAME AND ADDRESS

OMT Inc. (the "Company")
1620 – 609 Granville Street, Vancouver, B.C. V7Y 1C3

ITEM 2 DATE OF MATERIAL CHANGE

July 11, 2011

ITEM 3 NEWS RELEASE

The Company issued a press release through Stockwatch on July 11, 2011.

ITEM 4 SUMMARY OF MATERIAL CHANGE:

Effective Monday, July 11, 2011, the Company completed the consolidation of its common shares on a nine for one basis, and satisfied the other conditions that attached to the \$750,000 private placement (the "Financing") that was completed on May 13, 2011.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company has completed the consolidation of its common shares on a nine for one basis, and satisfied the other conditions that attached to the \$750,000 private placement that was completed on May 13, 2011. The subscription receipts relating to the Financing have converted into 15,000,000 post-consolidated common shares and 15,000,000 common share purchase warrants and the subscription funds have been released from escrow. Each common share purchase warrant is exercisable for one additional post-consolidated common share at a price of \$0.10 per common share until July 11, 2012. The securities have a hold period expiring on September 14, 2011.

As a result of the conversion of the subscription receipts, The Emprise Special Opportunities Fund, Limited Partnership (the "Emprise LP") has ownership and direction or control over 12,100,000 common shares of the Company, representing 66.43% of the issued and outstanding common shares of the Company (or 24,200,000 common shares representing 72.86% of the Company's then outstanding common shares, assuming the exercise of all common share purchase warrants).

The private placement proceeds of \$750,000 will be utilized by the Company for working capital purposes and to settle certain indebtedness, which includes redeeming the Company's long-term debentures for \$99,500, and settling the Company's outstanding credit facility with the bank. The balance of the Company's long-term debt, which was to become due on July 15, 2011, has been restructured through a newly established credit facility. As a result of the restructuring, the Company has reduced its debt by approximately \$1.4 million and the Company's wholly owned operating subsidiary, OMT Technologies Inc. ("OMT Technologies"), has been released from all obligations in relation to the credit facility.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable. This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

To obtain further information, contact Scott Ackerman, President and Chief Executive Officer of the Company, at 1 (866) 824-8938.

ITEM 9 DATE OF REPORT

July 15, 2011