

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

SmartCool Systems Inc. (the "Company")
7155 Kingsway
PO Box 54523 Highgate PO
Burnaby, BC V5E 4J6

Item 2: Date of Material Change

September 26, 2014

Item 3: News Release

The Company disseminated the news release on September 26, 2014 via Canada Stockwatch and filed it via SEDAR with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

Item 4: Summary of Material Change

The Company announced that it has appointed Craig O. Jolly and Brad Nightingale as directors of the Company and accepted the resignations of Jeffrey J. Lowe and Elden Schorn as directors of the Company.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated September 26, 2014, which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

George M. Burnes, President (604) 669-1388

Item 9: Date of Report

DATED at Vancouver, British Columbia, this 26th day of September, 2014.

SMARTCOOL SYSTEMS INC.

"George M. Burnes"

Per: George M. Burnes, President