FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name And Address Of Company

Lehman Trikes Inc.
#125 Industrial Drive
Spearfish, SD 57783 USA

Item 2. Date Of Material Change

December 23, 2011

Item 3. News Release

A news release was disseminated through the services of Canada News Wire, Canada Stockwatch and Marketnews on December 29, 2011.

Item 4. Summary Of Material Change

Lehman Trikes, Inc. ("Lehman") and its wholly-owned subsidiary, Lehman Trikes USA, Inc. have entered into a Letter of Intent with an investment group relating to the sale of the subsidiary, Lehman Trikes USA, Inc. The purchase price will be equal to the number of outstanding shares of Lehman multiplied by $0.04 per share, and will be paid by an equal number of redeemable Class "A" and Class "B" Preferred Shares of the Purchaser at a price of $0.02 per share, subject to certain time and performance restrictions. The subsidiary, Lehman Trikes USA, Inc., represents substantially all of the assets and undertaking of Lehman. This transaction is subject to regulatory and shareholder approval.

Item 5. Full Description Of Material Change

Lehman Trikes, Inc. ("Lehman" or "the Company") has signed a letter of intent with an investment group relating to the proposed sale of its operating subsidiary Lehman Trikes USA, Inc. Under the proposal, the Company will sell the subsidiary to the investment group for a purchase equal to the number of outstanding shares of the Company multiplied by $0.04 per share. The price will be paid by the issuance of an equal number of redeemable Class A and Class B Preferred shares of the investment company which will be redeemable at $0.02 per share starting June 30, 2013, subject to certain restrictions on redemption in relation to the subsidiary's performance over the next three years. The maximum number of Class A Preferred Shares that can be redeemed is not to exceed 30% of the subsidiary's EBITDA over $1 million in the year ended November 30, 2012 and 50% of EBITDA over $1 million if the following year, provided that all the Class A Preferred Shares are to be redeemable on April 15, 2015. The amount of Class B Preferred Shares that may be redeemed is not to exceed 50% of the federal tax benefits realized from the subsidiary's tax loss carry forwards.

The shares and operations of the subsidiary, Lehman Trikes USA, Inc., represent substantially all of the assets and undertaking of Lehman. The Company has been struggling to achieve profitability, and it is currently in default of its debt covenants.

This transaction is subject to a number of conditions, including receipt of regulatory approval, the approval of the shareholders of Lehman Trikes and satisfactory due diligence. The company intends to complete this transaction as soon as possible after obtaining all required approvals, which is expected to be in the first quarter of 2012. This transaction is not completely arms' length as James P. Wild, a director of the Company, is part of the investment group making the proposal.

Following the completion of this transaction, Lehman will be inactive and its only assets will be the Redeemable shares of the investment company.

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**

Kennon D. Hines, the President of the Corporation is knowledgeable about this material change and may be contacted at 605-642-2111, for further information.

Item 9. **Date Of Report**

January 3, 2012.