

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Seair Inc.
250 Diamond Avenue
Spruce Grove, AB T7X 3A6

2. Date of Material Change

October, 17, 22, 24 and 31, 2012

3. News Release

News releases were disseminated through Marketwire on October, 17, 22, 24 and 31, 2012.

4. Summary of Material Change

SEAIR Inc. announced changes in management, two new directors and the closing of the previously announced private placement financing and debenture exchange.

5. Full Description of Material Change

New Chief Executive Officer and Director

On October 17, 2012, Seair Inc. ("Seair" or the "Company") announced the appointment, (subject to regulatory approval), of Mr. Ric Charron to Acting President and Chief Executive Officer. Mr. Charron assumed this office permanently upon completion of the Company's current private placement on October 31. Mr. Charron has significant experience and success in start up companies and reorganizations. Mr. Charron was CEO and a director of Xtreme Coil Drilling Corp. from its inception in 2005 until July of 2008. Xtreme had revenues over \$100 million in 2011. In 2009 and 2010, he was a consultant to Kenda Capital, a company that manages the Shell Technology Ventures Fund 1 and which focuses on developing and launching new technologies in the energy sector. Mr. Charron acted as interim CEO of one of Kenda's investment recipients, Skyhook International. Mr. Charron was CFO of ITRES Research Limited between 2003 - 2005 and CEO, CFO and director of Wrangler West Capital Corp. between 2000 - 2003. He was also CFO of Zedisolutions Inc., an oil and gas technology and services company, between 2000 - 2001. He was the CFO for Net Sheppard from 1998 until 2000 when the company was sold. Based in Calgary, Alberta, Mr. Charron has a BA Economics and Math from Brock University, an MBA Finance from Queen's University and is a Certified Management Accountant. Mr. Charron will be spearheading the new direction of the company and focusing its resources on the oil and gas industry for the immediate future.

The Company also announced the appointment of Mr. Paul Casey to its board of directors, subject to the approval of the TSXV. Mr. Casey is a CA and is currently the Vice President and Chief Financial Officer of TerraVest Industries. Prior to being appointed to his current position in 2007, Mr. Casey was Vice President and Corporate Controller of TerraVest Industries from 2004

to 2007. Mr. Casey also served as Chief Financial Officer for Laniuk Industries Inc., the predecessor corporation before the formation of TerraVest Income Fund. Mr. Casey is a member of the Institute of Chartered Accountants of Alberta. The Company expects to announce additional new personnel in the near future.

New Director

On October 22, Seair announced the appointment (subject to regulatory approval) of Dr. Haneef Mian to its board of directors. Dr. Mian is the Director, Northern Alberta Institute of Technology (NAIT) Center For Green Chemistry and Engineering (CGCE) and is the Ledcor Group Applied Research Chair in Oil Sands Environmental Sustainability at NAIT. As the lead for the NAIT Centre for Green Chemistry and Engineering (CGCE) he provides overall leadership and strategic direction to the Centre. Under his leadership the CGCE is working with a consortium of oil sands organizations on applied solution-driven research and technology development for the oil sands industry, especially tailings management and process affected water treatment and management. This work has involved screening, verification, validation, and further development of cost-effective technologies and solutions for the oil sands. His work has also involved engagement and inputs into oil sands policy and regulatory work, standards and methods development. Over his career, Dr. Mian has worked in a number of consulting and government settings. Prior to joining NAIT, Dr. Mian worked as a technical specialist for the Energy Resources Conservation Board (ERCB) of Alberta. He was part of the ERCB team that developed, and then implemented the ERCB tailings regulation (Directive 074). He was part of a number of public hearings in the oil sands industry, and provided technical advice and approvals to a number of applications during his time with the ERCB. Most recently (2010) he was part of the joint review panel that reviewed and provided approval to Total E&P Canada's Joslyn Mine oil sands application.

Dr. Mian holds a Ph.D. in geo-environmental engineering from the Geotechnical Research Centre at the University of Western Ontario and an Executive MBA from Alberta-Haskayne Schools of business leadership program. He has authored a number of technical publications on oil sands, metal mine tailings management and regulations, tailings water and chemistries, and is quoted frequently in the media. He represents NAIT on a number of committees and organizations including Oil Sands Research and Information Network, Canadian Oil Sands Network for Research and Development and Cumulative Environmental Management Association of Canada.

New Chief Financial Officer

On October 24, 2012, Seair announced the appointment (subject to regulatory approval) of Mr. Greg Marr to Acting Chief Financial Officer ("CFO"). Mr. Marr assumed this position permanently after completion of Seair's private placement on October 31. Mr. Marr is Chartered Accountant with over twenty five years of experience in finance, financial reporting and corporate income tax. He worked as a CFO, VP Finance and Controller, for various public and private oil and gas corporations. Since 2002, he has worked as a management consultant and has been the CFO and or a director of West Isle Energy Inc., Sentinel Rock Oil Corporation, Detector Exploration Ltd. and Pan Terra Industries Inc., all public corporations. He recently was CFO for a public oil and gas corporation with its entire operations in a foreign jurisdiction. Mr. Marr graduated from

the University of Alberta with a BCom in 1978 and obtained his Chartered Accountant designation in 1982.

Mr. Marr replaced Michael Zelen, who had been Seair's CFO for the last 8 years. Mr. Zelen will be working with Mr. Marr through the transition.

Completion of Private Placement

On October 31, 2012, Seair announced that it had closed its previously announced brokered private placement offering (the "Offering"), on a commercially reasonable efforts basis, led by Acumen Capital Finance Partners Limited (the "Agent"), resulting in gross proceeds of approximately \$3,026,000. The net proceeds of the Offering will be used to reduce Company's indebtedness and for working capital purposes.

Seair also announced that it had closed its previously announced exchange of outstanding debentures ("2007 Debentures") into either new debentures (the "New Debentures") or new units (the "New Units"), the terms of which were described in the Company's press release dated October 12, 2012. Approximately 94% of the 2007 Debentures were converted, resulting in the issuance of New Debentures in a principal amount of \$6,086,947 and the issuance of 8,259,954 New Units.

The Offering and the exchange of the 2007 Debentures remain subject to final approval of the TSX Venture Exchange. The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For more information contact John Goetz, a Director of Seair Inc. at (403) 268-7167.

9. Date of Report

November 2, 2012