FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Seair Inc. ("**Seair**" or the "**Company**")
250 Diamond Avenue
Spruce Grove, AB T7X 3A6

2. Date of Material Change

June 18, 2015

3. News Release

A news release was disseminated through Marketwired on June 19, 2015.

4. Summary of Material Change

Seair announced the results of its annual and special meeting of shareholders and the election of two new directors.

5. Full Description of Material Change

Seair announced that on June 18, 2015, its shareholders (the "**Seair Shareholders**") approved each of the resolutions placed before them at an annual and special meeting of shareholders (the "**Meeting**"). In particular, the Seair Shareholders approved: (i) the election of directors, (ii) the appointment of Seair's auditors, and (iii) Seair's 10% rolling stock option plan.

Seair is pleased to announce the addition of two new members to the Board of Directors, subject to approval by the TSXV. Mr. Samrat Karnik and Mr. Francis McKeever, elected at the Meeting.

Samrat Karnik is a Managing Director at Headwaters MB, a Denver, CO based investment banking and advisory firm. Mr. Karnik has 15 years of middle-market corporate finance advisory experience with a particular focus on companies in energy efficiency and water & environmental technology sectors. Prior to joining Headwaters MB, Mr. Karnik was a senior banker in the M&A and Industrial Groups of both Duff & Phelps and Houlihan Lokey where he was responsible for providing investment banking advisory services to companies in the Industrial and Water Technologies sectors. Throughout his career, Mr. Karnik has been privileged to work with a number of public and private water technology companies on their strategic, financing and M&A initiatives.

Francis McKeever is a senior executive with extensive Global water sector experience, gained in both publicly listed and venture capital owned organizations. He is currently serving as Chief Executive Officer of Memsys GmbH, a company based in Munich Germany with offices in Holland and Singapore that is developing and marketing a proprietary thermal desalination technology. Prior to Memsys, Mr. McKeever served as Executive Vice President of APT Water Asia Pacific based in Singapore, and as Vice President of Pall Corporation's Water Processing division in the Asia Pacific region. Mr. McKeever holds a Chemical Engineering degree from the University of Cambridge (UK), an MBA from Henley Management College (UK) with further executive education from UC Berkeley (USA).

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 Jim Laird, Chief Financial Officer, at 780-477-7188.

9. Date of Report

June 23, 2015.