FORM 51-102F3
MATERIAL CHANGE REPORT

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

TRAXION ENERGY INC.
715, 603 7th Avenue SW
Calgary, Alberta T2P 2T5

Item 2 Date of Material Change

December 22, 2009

Item 3 News Release

The Press Release with respect to the material change were disseminated through Marketwire on December 23, 2009 and filed on the Sedar website at www.sedar.com.

Item 4 Summary of Material Change

Traxion Energy Inc. closed its previously announced equity offerings of common shares (see news release of October 26, 2009). Due to demand, the offerings were over-subscribed, resulting in the Corporation increasing the offerings to sell an aggregate of 53,500,000 common shares at $0.075 per share for gross proceeds of $4,012,500.

Item 5 Full Description of Material Change

Traxion Energy Inc. closed its previously announced equity offerings of common shares (see news release of October 26, 2009). Due to demand, the offerings were over-subscribed, resulting in the Corporation increasing the offerings to sell an aggregate of 53,500,000 common shares at $0.075 per share for gross proceeds of $4,012,500. The Corporation paid a cash finder's fee to certain arm's length parties equal to 6% of the value of shares placed by such parties. The issued shares are subject to a 4 month hold period which expires on March 24, 2010 (in respect of 10,000,000 shares) and on April 15, 2010 (in respect of 43,500,000 shares). Proceeds from the financings will primarily be used in to fund the Corporation's land acquisition program, ongoing exploration efforts and for general corporate purposes.

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

For further information please contact the following:
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Phone: 403-508-9961
Facsimile: 403-508-9395

Item 9 Date of Report

January 27, 2010