

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

CEMATRIX Corporation (the “**Corporation**”)  
Bay #1, 2216 - 27<sup>th</sup> Avenue N.E.  
Calgary, AB T2E 7A7

**Item 2. Date of Material Change**

June 19, 2007.

**Item 3. News Release**

A press release was disseminated on June 22, 2007 via CCNMatthews.

**Item 4. Summary of Material Change**

The Corporation is pleased to announce that at the annual and special meeting of shareholders of the Corporation held on June 19, 2007, the following persons were appointed to the board of directors of the Corporation: David Pickrell, Kirby Cox, Chris Gagnon, David Madsen, Melinda Park and Andy Radler.

**Item 5. Full Description of Material Change**

Please refer to the press release of the Corporation disseminated on June 22, 2007, attached hereto as Schedule “A”.

**Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

The name and business number of the executive officer of CEMATRIX Corporation who is knowledgeable about the material change and this report is:

David Pickrell  
President and Chief Executive Officer  
Telephone: (403) 219-0484

**Item 9. Date of Report**

June 22, 2007.

**SCHEDULE "A"**

**CEMATRIX CORPORATION**

**PRESS RELEASE**

**CEMATRIX Corporation Announces Appointment of Directors**

**Calgary, Alberta – June 22, 2007:** CEMATRIX Corporation (TSXV: CVX) (the "**Corporation**") is pleased to announce that at the annual and special meeting of shareholders of the Corporation held on June 19, 2007, the following persons were appointed to the board of directors of the Corporation: David Pickrell, Kirby Cox, Chris Gagnon, David Madsen, Melinda Park and Andy Radler.

As previously disclosed, in a press release dated June 1, 2007, Mr. Pickrell had been appointed as President and Chief Executive Officer of the Corporation. The Corporation is pleased to welcome Mr. Pickrell to the board.

CEMATRIX is an Alberta corporation with its head office in Calgary, Alberta. The Corporation, through its wholly owned subsidiary, is a manufacturer and supplier of technologically advanced cellular concrete products with applications in a variety of markets, including oil and gas construction and infrastructure construction. Cellular concrete provides a cost and labour saving solution as a replacement for rigid and other insulating materials in frost-susceptible or permafrost conditions. Cellular concrete is also used in void filling situations and as a replacement for granular fills and weak or unstable soils.

***The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this News Release.***

**For further information please contact:**

**David Pickrell – President and C.E.O.**

**Phone: (403) 219-0484**

*Forward-looking statements: Except for statements of historical fact, all statements in this news release, without limitation, regarding new projects, acquisitions, future plans and objectives are forward-looking statements which involved risks and uncertainties. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements.*