FORM 51-102F3
MATERIAL CHANGE REPORT

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cematrix Corporation (the "Company")
5440 – 53rd Street SE
Calgary, Alberta T2C 4B6

Item 2 Date of Material Change

February 13, 2014

Item 3 News Release

February 13, 2014

Method(s) of dissemination are through Marketwire.

Item 4 Summary of Material Change

Calgary, Alberta – February 13, 2014: CEMATRIX Corporation (TSXV: CVX) (the "**Corporation**" or "**CEMATRIX**") is pleased to announce that its wholly owned subsidiary, CEMATRIX (Canada) Inc. (the "**Company**") has entered into an agreement with an arm's length investor for a secured debenture with a principal amount of $1,000,000 (the "**Debenture**"). The interest rate on the Debenture is fixed at 9%, payable monthly, with the principal to be fully repayable three years from the closing date. The funds will be used for working capital and capital expenditure financing.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached new release of February 13, 2014.

Item 5.2 Disclosure for Restructuring Transactions

N/A

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Jeff Kendrick
President and Chief Executive Officer
Phone: (43) 219-0484

Item 9 Date of Report

February 13, 2014

CEMATRIX CORPORATION

<u>NEWS RELEASE</u>

CEMATRIX Corporation Announces a $1.0 million Financing Arrangement

Calgary, Alberta – February 13, 2014: CEMATRIX Corporation (TSXV: CVX) (the "**Corporation**" or "**CEMATRIX**") is pleased to announce that its wholly owned subsidiary, CEMATRIX (Canada) Inc. (the "**Company**") has entered into an agreement with an arm's length investor for a secured debenture with a principal amount of $1,000,000 (the "**Debenture**"). The interest rate on the Debenture is fixed at 9%, payable monthly, with the principal to be fully repayable three years from the closing date. The funds will be used for working capital and capital expenditure financing.

"The completion of this financing will provide the working capital and equipment funding necessary to support the expected sales growth in 2014" stated Jeff Kendrick, CEMATRIX President and CEO.

CEMATRIX is an Alberta corporation with its head offices 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 for various construction applications.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

Jeff Kendrick - President and Chief Executive Officer
Phone: (403) 219-0484

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Forward-looking information: This news release contains certain information that is forward looking and is subject to important risks and uncertainties (such statements are usually accompanied by words such as "anticipate", expect", "would' or other similar words). Forward looking statements in this document are intended to provide CEMATRIX security holders and potential investors with information regarding CEMATRIX and its subsidiaries' future financial and operations plans and outlook. All forward looking statements reflect CEMATRIX's beliefs and assumptions based on information available at the time the statements were made. Readers are cautioned not to place undue reliance on this forward looking information. CEMATRIX undertakes no obligation to update or revise forward looking information except as required by law. For additional information on the assumptions made and the risks and uncertainties which may cause actual results to differ from the anticipated results, refer the CEMATRIX's Management Discussion and Analysis dated November 13, 2013 under CEMATRIX's profile on SEDAR at www.sedar.com and other reports filed by CEMATRIX with Canadian securities regulators.

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