FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

Gatorz Inc.
710 Dorval Drive
Suite 520
Oakville, Ontario
L6K 3V7

Item 2 - Date of Material Change

February 1, 2011

Item 3 - News Release

Gatorz Inc. ("**Gatorz**") issued a press release on February 1, 2011, a copy of which was filed on SEDAR.

Item 4 - Summary of Material Change

On February 1, 2011, Gatorz announced that the second stage of the proposed merger with No Fear Retail, Inc. ("**No Fear**") first announced on July 31, 2009, has been terminated.

Item 5 - Full Description of Material Change

Gatorz announced on February 1, 2011 that the second stage of the proposed merger with No Fear first announced on July 31, 2009, has been terminated. As a result, Gatorz will receive and return to treasury for cancellation 3,750,000 common shares of Gatorz that were previously issued to Simo Holdings, Inc. ("**Simo Holdings**"). Additionally, Gatorz will transfer 450,000 shares of common stock of No Fear to Simo Holdings, all pursuant to the termination provisions of the existing share exchange agreement between Gatorz and No Fear.

The proposed 8.1 stock consolidation that was approved by shareholders on June 29, 2010, will not be implemented. As a result, after giving effect to the return to treasury of 3,750,000 common shares of Gatorz, there will be 43,504,232 common shares of Gatorz issued and outstanding.

Gatorz and No Fear will continue to operate under a co-tenancy agreement along with the shared services agreement that was part of the first stage of the transaction between the parties.

As a result of the decision not to proceed with the merger, Gatorz announced that it will not be proceeding with its public offering which had been structured to raise funds in connection with the merger with No. Fear. Gatorz also announced that in place of the public offering, it intends to proceed with a private placement.

Gatorz has commitments for the private placement and will announce details when it has been completed and approved. The private placement is subject to all necessary regulatory and other approvals, including the approval of the TSX Venture Exchange.

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

Not applicable.

Item 7 - Omitted Information

No information has been omitted from this material change report.

Item 8 - Executive Officer

Scott Samuel, Chairman and Director
(905) 339-7999

Item 9 - Date of Report

February 3, 2011