

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. Name and Address of Company

CIC Energy Corp. (the “Company”)
c/o Tau Capital Corp.
110 Sheppard Avenue East
Suite 610
Toronto, Ontario M2N 6Y8

2. Date of Material Change

June 23, 2008.

3. News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was released through CNW Group at Toronto, Ontario on June 23, 2008.

4. Summary of Material Change

The material change is described in the Company's news release attached hereto as Schedule “A”, which news release is incorporated herein.

5. Full Description of Material Change

5.1 Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

7. Omitted Information

Not Applicable.

8. **Executive Officer**

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change in this report.

Warren Newfield
Chief Executive Officer
(242) 362-7100

9. **Date of Report**

June 23, 2008.



TSX:ELC
BSE:CIC ENERGY

NEWS RELEASE

**CIC Energy to Explore Alternative Configurations for Phase One
Mmamabula Energy Project**

Road Town, Tortola, British Virgin Islands (June 23, 2008) – CIC Energy Corp. ("CIC Energy" or the "Company") (TSX:ELC, BSE: CIC Energy) today announces that the Phase One Mmamabula Energy Project ("MEP") can not proceed as initially envisaged with the preferred Engineering, Procurement and Construction ("EPC") contractor.

This outcome resulted from the conclusion of discussions with Eskom Holdings Limited ("Eskom") and Botswana Power Corporation on the revised EPC risk allocations as required by the preferred EPC contractor. These discussions had been previously announced in the Company's news release of May 23, 2008. CIC Energy has been unable to reach an agreement for a turnkey EPC contract, on terms and conditions acceptable to potential MEP lenders, within the timeframe specified by the preferred EPC contractor. This agreement was necessary to secure the manufacturing slots for long lead-time equipment (such as boiler and turbines) which determine the project schedule. Consequently these slots are no longer earmarked for the Phase One Mmamabula Energy Project.

CIC Energy intends to assess and consider alternative configurations for the Phase One Mmamabula Energy Project to supply power for the region's growing needs. One alternative is downsizing the project to a smaller power station.

A full update will be provided to all investors over the coming weeks on the Company's revised plans to develop the large Mmamabula coal resource in Botswana. This update will include:

- Alternative Phase One power station project configurations
- Preliminary results from the feasibility studies on the Company's Coal-to-Hydrocarbons Project
- Progress on the Company's Coal Export Project

"We are disappointed that Phase One of the Mmamabula Energy Project is not able to proceed as originally envisaged with our preferred EPC contractor," said Gregory Kinross, President of CIC Energy. "We are exploring alternative project configurations, and will provide a full update shortly."

Conference Call for Investors

The Company will host a conference call for investors with Warren Newfield, CEO and Co-Chairman, Gregory Kinross, President and Tore Horvei, COO of CIC Energy to discuss this news release on Monday, June 23rd at 9:00 a.m. Eastern Standard Time. To participate in the conference call, investors from the US and Canada should dial toll

free (800) 733-7560 ten minutes prior to the scheduled start time. International callers should dial (416) 644-3415. An archived webcast of the conference call will be accessible from the company's web site at www.cicenergy.com.

A separate conference call for media will be held at 10am EST (16:00 SAST). The dial-in numbers are 1-800-814-4890 toll free in North America or 416-644-3419 for international callers.

About CIC Energy Corp.

CIC Energy is a TSX/BSE-listed company engaged in the advancement of the Mmamabula Energy Complex in Botswana, Africa. This planned Complex consists of the Mmamabula Energy Project, a Coal-to-Hydrocarbons Project and the Export Coal Project. The Mmamabula Energy Project is envisaged as a power station and integrated coal mine project. The Coal-to-Hydrocarbons Project is intended to produce synthesis gas ("syngas") from coal which can be converted to a variety of downstream products including petrochemicals, gas and fuels. The Export Coal Project is actively investigating ways to export A grade thermal coal from the Mmamabula Coal Field.

For additional information on the Company and the Mmamabula Energy Complex, please visit CIC Energy's website at www.cicenergy.com or contact:

Erica Belling, CFA, P.Eng.
VP Investor Relations
Tau Capital Corp.
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Email: ebelling@taucapital.com

Forward-Looking Statements

This news release contains certain "forward-looking statements". All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future, are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Such forward-looking statements include, among other things, statements relating to the Company's intention to assess and consider alternative configurations for the Phase One Mmamabula Energy Project. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause the actual results to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: the ability of the Company to successfully design a viable alternative configuration for the Phase One Mmamabula Energy Project and negotiate and enter into a power purchase agreement with Botswana Power Corporation and Eskom Holdings Limited and a related EPC contract on terms acceptable to the Company and project lenders with respect thereto; further delays in the development of

the reconfigured Phase One Mmamabula Energy Project caused by unavailability of equipment, labour or supplies, limited capacity among EPC firms (and resulting less attractive EPC contract terms being made available) or otherwise; inability to enter into transmission or other agreements required to facilitate the development, operation and financing of the reconfigured Phase One Mmamabula Energy Project, including with International Power plc on favourable terms or at all; failure to raise additional funds (by way of debt or equity) on favourable terms to finance such development; inability to obtain requisite credit support from the Government of Botswana or the Government of South Africa; political risks arising from operating in Africa; or other factors (including development and operating risks). Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.