

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL".

Item 1. Name and Address of Company

Unity Energy Corp. (the "Company")
Suite 313-515 West Pender Street
Vancouver, B.C.
V6B 6H5

Item 2. Date of Material Change

March 26, 2015

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

Unity Energy Corp. (UTY:TSX.V) ("Unity" or the "Company") held its Annual General and Special Meeting ("AGSM") at 11:00 am Pacific Standard Time on Thursday, March 26, 2015. At the Company's Meeting, shareholders representing 42.20% of the Company's outstanding shares, reappointed Anita Algie, Richard Ko and Peter Born and appointed Richard Algie to the board of directors. Shareholders re-approved the 10-per-cent rolling stock option plan, reappointed MNP LLP as auditor of the Company for the ensuing year, and authorized the directors to fix the remuneration to be paid to the auditor. In addition, shareholders also approved the amendment of the Company's by-laws which incorporates an Advance Notice Provision to the Company's Articles as outlined below:

Item 5. Full Description of Material Change

Unity Energy Corp. (UTY:TSX.V) ("Unity" or the "Company") held its Annual General and Special Meeting ("AGSM") at 11:00 am Pacific Standard Time on Thursday, March 26, 2015. At the Company's Meeting, shareholders representing 42.20% of the Company's outstanding shares, reappointed Anita Algie, Richard Ko and Peter Born and appointed Richard Algie to the board of directors. Shareholders re-approved the 10-per-cent rolling stock option plan, reappointed MNP LLP as auditor of the Company for the ensuing year, and authorized the directors to fix the

remuneration to be paid to the auditor. In addition, shareholders also approved the amendment of the Company's by-laws which incorporates an Advance Notice Provision to the Company's Articles as outlined below:

Purpose of the Advance Notice Provision

The purpose of the Advance Notice Provision is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

Effect of the Advance Notice Provision

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors: (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of the shareholders made in accordance with the provisions of the Act; or (c) by any person (a **"Nominating Shareholder"**): (A) who, at the close of business on the date of the giving of the notice provided for below in the Advance Notice Provision and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in the Advance Notice Provision.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Company at the principal executive offices of the Company.

To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Company must be made: (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 40 days after the date (the **"Notice Date"**) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10th) day following the Notice Date; and (b) in the case of a special meeting (which is

not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above. Notwithstanding the foregoing, the Board may, in its sole discretion, waive the time periods summarized above.

To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Company must set forth: (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (D) a statement as to whether such person would be "independent" of the Company (within the meaning of applicable securities law) if elected as a director at such meeting and the reasons and basis for such determination; and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and (b) as to the Nominating Shareholder giving the notice, the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in the Advance Notice Provision and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Corporate Secretary of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the meeting, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the Corporate Secretary of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provision; provided, however, that nothing in the Advance Notice Provision shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

For purposes of the Advance Notice Provision: (a) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (b) “**Applicable Securities Laws**” means the *Securities Act* (British Columbia) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each applicable provinces and territories of Canada.

Notwithstanding any other provision of the Advance Notice Provision, notice or any delivery given to the Corporate Secretary of the Company pursuant to the Advance Notice Provision may only be given by personal delivery, facsimile transmission or by email (provided that the Corporate Secretary of the Corporation has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

Miss Algie, who is also the President and CEO of Aurgent Resource Corp. (**AUR-TSX.V**), Menika Mining Ltd. (**MML-TSX.V**), Corporate Secretary for Uranium Standard Resources Ltd. (**USR-TSX.V**), and director of Lions Gate Metals Inc. (**LGM-CSE**), and Avarone Metals Inc. (**AVM-TSX.V**) graduated from the University of British Columbia with an Honours Degree in Science. Ms. Algie was formerly a director of Alderon Resource Corp. (**ADV-TSX.V**), Aroway Minerals Inc. (**ARW-TSX.V**), and August Metal Corp. (**AGP-TSX.V**). She has been actively involved in management, corporate finance and compliance for public companies in the oil and gas and mining sectors for over ten years. This includes the completion of three CPC Qualifying Transactions in the mining and energy sectors.

Dr. Born, who will act as the Company's Qualified Person, is a highly respected senior geologist with over 32 years experience exploring and evaluating mining properties for senior and junior Canadian and US resource companies. He holds a Ph.D. in Earth Sciences with expertise in Precambrian Sedimentary Geology, Basin Analysis, Sedimentology, Stratigraphy and Sedimentary Ore deposits. His experience includes several years of uranium exploration in the Athabasca Basin the Thelon Uranium Basin of the Northwest Territories.

Mr. Ko, who is also a CFO of Aurgent Resource Corp. (**AUR-TSX.V**), Menika Mining Ltd. (**MML-TSX.V**), Glenmark Capital Corp. (**GLM-TSX.V**) and director of Atom Energy Inc. (**ATM-TSX.V**) received his Chartered Accountant designation in 1979 and since then has worked actively in the area of public companies and as a self employed businessman.

Mr. Algie is a director and co-founder of Staircase Media Inc. and independent consultant that has been actively involved in sourcing and staking properties in the Athabasca Basin for three years.

For more information, please contact Anita Algie at (604) 681-0004 or at anita.venturecapital@gmail.com

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Anita Algie, President and CEO
Phone: (604) 681-0004

Item 9. Date of Report

Dated at Vancouver this 27th day of March, 2015.

By: Unity Energy Corp.

Anita Algie

Anita Algie, President and CEO