

**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

February 16, 2017

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.TSXV) or (the “Company”) is pleased to announce that it has closed the first tranche of its non-brokered private placement initially reserved through price protection on February 1, 2017.

Item 5. Full Description of Material Change

Unity Energy Corp., (TSX.V:UTY) (“**Unity**” or the “**Company**”) is pleased to announce that it has closed the 1<sup>st</sup> tranche of a private placement for a total gross proceeds of \$125,000. The Company filed a price reservation with the TSX Venture Exchange on February 1, 2017 under the following terms: the Company intends to issue up to a total of 6,000,000 non flow-through common shares at a price of \$0.05 per share for a total gross proceeds of \$300,000.

The Company received TSX Venture Exchange approval on February 16, 2017. All securities issued in connection with the offering will be subject to a statutory hold period of four months plus a day from the date of issuance, in accordance with applicable securities legislation. Anita Algie, President and Director of the Company, participated in the placement subscribing for a total of 800,000 common shares.

Proceeds from the offering will be used for general working capital and corporate purposes. No finder's fees were paid.

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 & C.E.O.  
Phone: (604) 681-0004

Item 9. Date of Report

Dated at Vancouver this 16<sup>th</sup> day of February 2017.

By: Unity Energy Corp.

*“Anita Algie”*

Anita Algie, President and CEO