FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

   Alter NRG Corp. (the "**Corporation**")
   Suite 700, 910 – 7th Avenue SW
   Calgary, AB T2P 3N8

2. **Date of Material Change:**

   September 15, 2010.

3. **Press Release:**

   Press release issued on September 22, 2010 through the facilities of CNW Group.

4. **Summary of Material Change:**

   The Corporation signed a twenty-two month extension agreement with Coskata, Inc ("Coskata") to provide testing services to support Project Lighthouse ("Lighthouse") for a minimum value to the Corporation of US$4.1 million and up to US$5.6 million if all contemplated tests are performed.

5. **Full Description of Material Change:**

   The Corporation signed a twenty-two month extension to its agreement with Coskata, Inc. ("Coskata") to provide testing services to support Project Lighthouse ("Lighthouse") for a minimum value to the Corporation of US$4.1 million and up to US$5.6 million if all contemplated tests are performed. This includes monthly fixed payments totaling US$2.46 million over the term.

   Alter NRG's wholly owned subsidiary, Westinghouse Plasma Corporation, has been conducting gasification tests at the plasma center for over 15 years. In April 2008, Alter NRG and Coskata signed an agreement that resulted in Coskata building its Project Lighthouse facility adjacent to the Westinghouse Plasma Center. Lighthouse was completed in late 2009 and since that time, Alter NRG and Coskata have been converting woodchips into ethanol and optimizing the overall process. Alter NRG converts the woodchips into a clean tar free syngas and Coskata converts the syngas into ethanol using its patented biorefinery technology.

   Mark Montemurro, CEO of Alter NRG, added "We are pleased to continue our relationship with Coskata, an acknowledged leader in second generation ethanol production. In the short-term the monthly fixed payments will cover our operating costs at the Westinghouse Plasma Centre. In the longer-term, the market for non-food based ethanol, which is mandated to grow by the US government, represents another market opportunity for Alter NRG."

This agreement is subject to receipt of approval from the lessor of the land on which Alter NRG's pilot plant and Lighthouse are situated for the extension period past June 30, 2011.

Alter NRG is pursuing alternative energy solutions to meet the growing demand for environmentally responsible energy in world markets. The Corporation's vision is to commercialize growth technologies through environmentally sustainable and economically viable alternative energy projects. The Corporation's objectives are twofold; First, is to further commercialize the Westinghouse Plasma Gasification Technology, a wholly owned subsidiary, to provide renewable and clean energy solutions from a wide variety of feedstocks, and providing a wide variety of energy outputs – including liquid fuels like ethanol and diesel, electrical power, and syngas; Second, to capitalize on the rapidly growing geoexchange residential and commercial heating and cooling market through a wholly owned subsidiary CleanEnergy that enables consumers to reduce their carbon footprint and reduce the cost and volatility of energy bills using the energy from the earth.

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

   N/A

7. **Omitted Information:**

   No information has been omitted.

8. **Executive Officer:**

   Daniel R. Hay, Chief Financial Officer of the Corporation, may be reached at (403) 214-4235.

9. **Date of Report:**

   September 23, 2010

Advisory Respecting Forward-Looking Statements:

This news release contains certain "forward-looking information and statements" within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "confident", "might" and similar expressions are intended to identify forward-looking information or statements. In particular, this new release contains forward looking statements pertaining to capital expenditures, schedules and commencement of operations of existing projects and projects under development; availability of project financing; timing of sales; industry trends; factors influencing capital investments and development activities; the Corporation's reputation and market position within the industries in which it operates and the Corporation's strategy and competitive advantages. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release.

The forward-looking information and statements included in this news release are not guarantees of future performance and should not be unduly relied upon. Forward-looking statements reflect management's current beliefs and assumptions, based on information currently available to management. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, many of which are beyond the control of the Corporation. Among the material factors that could cause actual results to differ materially from those indicated by such forward-looking statements are: that the information is of a preliminary nature and may be subject to further adjustment; unforeseen environmental effects; the completion of Coskata's commercial scale projects; arrangements with key suppliers; potential product liability and other claims; risks associated with the proprietary technology; the possible unavailability of financing at competitive rates and the related effect on development activities; changes in government regulation, including changes to environmental regulations; the effects of competition; the dependence on senior management and key personnel, and fluctuations in currency exchange rates and interest rates, as well as those factors discussed in or referred to under the heading "Risk Factors" in the Company's Annual Information Form dated March 29, 2010 available at www.sedar.com. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements.

The Corporation cautions that the foregoing list of assumptions, risks and uncertainties is not exhaustive. The forward-looking information and statements contained in this news release speak only as of the date of this news release, and the Corporation assumes no obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.