MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Alter NRG Corp. ("**Alter NRG**")
215, 4000 – 4th Street S.E.
Calgary, AB T2G 2W3

Item 2 Date of Material Change

May 20, 2011

Item 3 News Release

A news release disclosing the material change was issued through the facilities of CNW Group on May 30, 2011.

Item 4 Summary of Material Change

On May 30, 2011, Alter NRG announced that it has been granted relief by the securities regulators in each of the provinces of Canada other than Québec, from certain dealer registration, prospectus form and prospectus delivery requirements which are applicable to the prospectuses it may file in connection with the previously announced committed equity facility agreement (the "**CEF**") between Alter NRG and Haverstock Master Fund, Ltd. ("**Haverstock**").

Item 5.1 Full Description of Material Change

On May 30, 2011, Alter NRG announced that it has been granted relief by the securities regulators in each of the provinces of Canada other than Québec, from certain dealer registration, prospectus form and prospectus delivery requirements which are applicable to the prospectuses it may file in connection with the previously announced CEF.

Pursuant to the terms of the CEF, Alter NRG, is entitled to exercise draw downs, whereby Haverstock has agreed to purchase, in the aggregate, up to $20,000,000 of the common shares of Alter NRG ("**Common Shares**") over a period of 24 months. The CEF enables Alter NRG to receive an initial draw down of $1,000,000 and up to $500,000 per each subsequent draw down. The purchase price of the Common Shares under each draw down will be set at the higher of: (a) 94% of the daily volume weighted average trading price as reported by Bloomberg, L.P. over a pricing period of five days; and (b) a minimum price set by Alter NRG for each draw down.

In consideration for entering into the CEF, Alter NRG has agreed to pay Haverstock an implementation fee of $200,000, which may be satisfied through the issuance of Common Shares at market price, subject to regulatory approvals.

The distribution of any Common Shares under the CEF must be qualified by a prospectus. Prior to the exercise of any draw down under the CEF, Alter NRG will file a final base short form prospectus and a prospectus supplement describing the CEF and the exemptive relief granted by the securities regulators. In the case of each draw down, a separate pricing supplement will be filed describing the terms of the particular draw down. Any issuances of Common Shares under the CEF will also be subject to the prior approval of the Toronto Stock Exchange.

Haverstock may resell the shares issued to it by Alter NRG at the fund's discretion, through registered dealers trading through the Toronto Stock Exchange. Alter NRG is under no obligation to draw from the CEF and remains at all times free to enter into other financing transactions with the exception of similar equity lines.

The full text of the CEF is available under Alter NRG's profile on SEDAR at www.sedar.com and the full text of the order for exemptive relief may be retrieved from the Alberta Securities Commission website at www.albertasecurities.com..

Item 5.2 Disclosure of Restructuring Transactions

Not applicable.

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

Alter NRG is not relying on 7.1(2) with respect to the disclosure contained in this material change report.

Item 7 Omitted Information

No information has been omitted in the material change report on the basis that it is confidential information.

Item 8 Executive Officer

For further information, please contact Daniel Hay, Chief Financial Officer of Alter NRG at (403) 806-3881.

Item 9 Date of Report

May 30, 2011

Advisory Respecting Forward-Looking Information

This material change report contains certain “forward-looking information” within the meaning of applicable securities laws. The use of the words "may" and "will" and similar expressions are intended to identify forward-looking information. In particular, but without limitation, this material change report contains forward-looking information in respect of potential prospectus filings by Alter NRG and draw downs under the CEF.

Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking information contained in this material change report. The forward-looking information included in this material change report is not a guarantee of future performance and should not be unduly relied upon. Forward-looking information reflects management’s current beliefs and assumptions, based on information currently available to management.

A number of factors, risks and uncertainties could cause actual results to differ materially from the results discussed in the forward-looking information, many of which are beyond the control of the Alter NRG. Among the material *factors that could cause actual results to differ materially from those indicated by such forward-looking information are: not receiving the regulatory approvals, including the approval of the Toronto Stock Exchange, required to exercise draw downs under the CEF, that the prevailing market price of the Common Shares may make the use of the CEF unattractive to Alter NRG, if and when needed, as well as those factors discussed in or referred to under the heading "Risk Factors" in Alter NRG's Annual Information Form for the year ended December 31, 2010 which is available under Alter NRG's profile on SEDAR at www.sedar.com.*

Alter NRG cautions that the foregoing list of risks and uncertainties is not exhaustive. The forward-looking information contained in this material change report speaks only as of the date of this material change report, and Alter NRG 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.