FORM 51 – 102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Aztech Innovations Inc. (the "Company")
805 Bayridge Drive
Kingston, Ontario K7P 1T5

2. Date of Material Change

April 16, 2010

3. News Release

A news release was disseminated through Stockwatch and Market News and filed on SEDAR on April 16, 2010.

4. Summary of the Material Change

Decourcy Capital Corp., Transformative Ventures Ltd. and Auricle Biomedical Corporation (collectively the "CPCs") announce completion of their Qualifying Transaction whereby pursuant to an arrangement with Aztech Associates Inc. ("Aztech"), the CPCs amalgamated to form the Company and the Company acquired all of the issued and outstanding securities of Aztech.

5. Full Description of the Material Change

Decourcy Capital Corp. (TSX-V: DCR.P) ("Decourcy"), Transformative Ventures Ltd. (TSX-V: TNV.P) ("Transformative") and Auricle Biomedical Corporation (TSX-V: AUB.P) ("Auricle") (collectively the "Companies") are pleased to announce that they completed their previously announced Qualifying Transaction on April 15, 2010 pursuant to a Plan of Arrangement dated November 27, 2009 whereby the Companies amalgamated to form Aztech Innovations Inc. (TSXV:AZI) and Aztech Innovations Inc. acquired all of the issued and outstanding securities of Aztech Associates Inc. ("Aztech") from the securityholders of Aztech (the "Aztech Securityholders") in exchange for the issuance of a total of 26,015,813 common shares without par value (the "Common Shares") at a deemed price of $0.06 per Common Share, and 22,222,222 Class B non-voting common shares without par value (the "Class B Shares") at a deemed price of $0.06 per Class B Share.

On April 8, 2010, the Companies were granted a Final Order from the Supreme Court of British Columbia approving the Arrangement. On April 16, 2010, the TSX Venture Exchange (the "Exchange") granted final approval of the Arrangement and approved the listing of the Common Shares on the Exchange as of Monday, April 19, 2010 under the trading symbol AZI.

Upon completion of the Qualifying Transaction the outstanding share capital of Aztech Innovations Inc. shall consist of:

1. 43,563,537 Common Shares, of which 33,682,485 Common Shares will be held in Escrow pursuant to TSXV Policy 5.4.

2. 22,222,222 Class B Shares, all of which shall be convertible into Common Shares until 15 days after the release of the audited December 31, 2011 financial statements subject to an earn out formula where 1½ Class B Shares are converted into 1½ Common Shares (the "Earn Out Shares") for every dollar of EBDTA generated by Aztech Innovations Inc. The Aztech Securityholders agree to enter into a voluntary pooling agreement that will commence on the later of the release of the Earn Out Shares from the escrow pursuant to the policies of the Exchange and the date of issuance (the "Initial Date") pursuant to the Earn Out formula. Such Earn Out Shares shall be released and be free of any trading restrictions as to 10% of the issued Earn Out Shares on the Initial Date, and 15% of such Earn Out Shares will be released from the pool every six months thereafter. If Aztech Innovations Inc. receives an offer to sell all of its issued and outstanding shares to another company or person at a minimum value of $75 million, any Class B Shares which exist at the date of such offer, will be immediately converted into Common Shares.

3. 3,100,000 warrants with each warrant exercisable into one Common Share at a price of $0.25 per share until December 31, 2012 subject to an acceleration clause that if, after four months and one day after April 15, 2010, the volume weighted average trading price of the Common Shares on the Exchange (or such other stock exchange on which the shares of Aztech Innovations Inc. are listed and where a majority of the trading volume occurs), for a period of 20 consecutive trading days exceeds $1.00, Aztech Innovations Inc. may, within 5 days after such an event occurs, provide notice to the warrant holders of the early expiry and thereafter, the warrants will expire on the date which is 30 days after the date of the notice to the warrant holders.

4. Debentures having an aggregate principal value of $775,000, of which $515,000 of debentures were issued on September 18, 2009 upon closing the first tranche of the Aztech private placement, and a further $260,000 of debentures were issued on April 15, 2010 upon closing of the second tranche of the Aztech private placement. The debentures bear interest at a rate of 15% per annum (compounded yearly), payable annually in Common Shares or cash at the discretion of the debenture holder, with the first payment due on September 18, 2010. The debentures mature on September 18, 2012 at which time the principal and any unpaid but accrued interest shall be repaid in full by Aztech Innovations Inc. to the debenture holders. If Aztech Innovations Inc. fails to pay the principal within 30 days from notice of an event of default or if Aztech Innovations Inc. fails to pay the principal on the maturity date, the interest shall accrue daily at a rate of 20% per annum (compounded yearly), which must be paid in cash. The debentures shall not be redeemable until September 18, 2010, after which time Aztech Innovations Inc. may, before the maturity date and in its discretion, redeem the debentures, in whole or in part, by paying to the debenture holders 125% of the amount of the principal to be redeemed in addition to any interest then due. The debentures are not transferable without the prior written approval of Aztech Innovations Inc. and must not be traded before the day that is four months and a day from the later of the issue date and the date Aztech Associates Inc. became a reporting issuer in any province or territory unless permitted under securities legislation.

5. 133,334 Agent's warrants with each warrant exercisable into one Common Share at a price of $0.15 per share which shall expire on April 21, 2010.

6. 62,000 Agent's warrants with each warrant exercisable into one Common Share at a price of $0.225 per share on or before April 15, 2012.

7. 1,486,673 stock options all exercisable at a price of $0.15 per share, with 1,307,392 options expiring April 15, 2011, 66,668 options expiring on April 21, 2013 and 112,613 options expiring on March 10, 2013. The Company will also have granted 83,334 Charitable Options exercisable at a price of $0.10 per share expiring on March 5, 2018.

In connection with completion of the Arrangement, Canaccord Financial Ltd. received CAD$84,000 cash and 520,316 Common Shares as a success fee and James Edward Capital Corporation received 520,316 Common Shares as a finder's fee.

Upon completion of the Qualifying Transaction the Board of Directors of Aztech Innovations Inc. will be:

Darrell Elliott, Director and Chairman of the Board
Geoffrey Salter, Director, President and CEO
Spiros Pantziris, Director and CFO
Hugh Notman, Director
Jim Roche, Director

Mr. Salter will hold both directly and indirectly 23,416,858 Common Shares (53.75%) and 20,002,244 Class B Shares. The Board of Directors will control a total of 24,956,842 Common Shares (57.29%). For further information regarding the Board of Directors please refer to the Information Circular of Decoury, Transformative and Auricle dated November 27, 2009 filed on SEDAR at www.sedar.com.

Aztech is involved in clean technology and is focused on energy conservation and Demand Side Managed products utilizing Home Area Networks. Aztech also has specialization in using terrestrial cellular and satellite wireless systems for networking and monitoring purposes. Recently, the company has diverted resources from its satellite monitoring division to focus on its clean technology business. Aztech's signature product is an In-Home Display ("IHD") which can be wirelessly networked to the electricity, water and gas utilities' meters designed by various manufacturers. The IHD then provides real-time information to consumers about their utility consumption, in a typical application the electricity costs, allowing them to alter their power consumption patterns.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

Further information relating to this Material Change Report may be obtained from:

Geoffrey Salter, CEO
Phone: (613) 384-9400
Fax: (613) 334-5832

9. Date of Report

April 16, 2010