

MATERIAL CHANGE REPORT
Form 51-102F3

1. Reporting Issuer

MCW Enterprises Ltd. (the “**Issuer**”)
1218 - 1030 West Georgia Street
Vancouver, British Columbia
V6E 2Y3

2. Date of Material Change

November 5, 2012

3. News Release

A news release with respect to the material change referred to in this report was disseminated on November 14, 2012 through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

The issuer announced that it had scheduled a special meeting of shareholders to move to Ontario and change its name to “MCW Energy Group Limited”.

5. Full Description of Material Change

The Issuer announced that it had called a special meeting (the “**Meeting**”) of shareholders of the Issuer, to be held on December 12, 2012. At the Meeting shareholders of the Issuer will be asked to approve (i) the continuance of the Issuer from British Columbia to Ontario; and (ii) new by-laws to be adopted by the Issuer upon continuation into Ontario. Once continued into Ontario, the Issuer intends on completing a short-form amalgamation with its wholly owned subsidiary, MCW Energy Group Limited, with the amalgamated corporation being named “MCW Energy Group Limited”.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The executive officer who can answer questions regarding this report is David Sutton, President. Mr. Sutton can be reached at (800) 979-1897.

9. Date of Report

November 14, 2012