MATERIAL CHANGE REPORT
Form 51-102F3

1. **Reporting Issuer**

   MCW Energy Group Limited (the "**Issuer**")
   1 Adelaide Street East, Suite 801
   Toronto, Ontario
   M5C 2V9

2. **Date of Material Change**

   December 12, 2012

3. **News Release**

   A news release with respect to the material change referred to in this report was disseminated on December 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 has completed its move to Ontario and changed its name to "MCW Energy Group Limited".

5. **Full Description of Material Change**

   The material change is fully described in the news release attached hereto.

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**

   December 14, 2012

MCW ENTERPRISES MOVES TO ONTARIO AND CHANGES ITS NAME TO "MCW ENERGY GROUP LIMITED"

Toronto, Ontario – December 14, 2012 – MCW Enterprises Ltd. (TSXV:MCW) ("**MCW**"), a Canadian holding company involved in fuel distribution and the creation of oil sands recovery technology, is pleased to announce that effective December 12, 2012 MCW continued from British Columbia into Ontario, adopted new by-laws upon continuation into Ontario, and completed a short-form amalgamation with its wholly owned subsidiary, MCW Energy Group Limited, a New Brunswick corporation which had also continued into Ontario. Accordingly, the amalgamated corporation is now called "MCW Energy Group Limited" and continues to trade on the TSX Venture Exchange under the trading symbol "MCW".

The continuance of MCW from British Columbia to Ontario, and the adoption of the new by-laws was approved at a special meeting of shareholders of MCW on December 12, 2012.

About MCW Energy Group Limited

MCW is focused on value creation as (i) a distributer of gasoline and diesel fuels to service stations in Southern California for over 60 years, having revenue, in the fiscal year ending August 31, 2011, of US$241.5 million, and (ii) a developer of proprietary technology for the extraction of oil from sand and shale at its first field in the Uinta basin of Utah, USA. MCW's management team is comprised of individuals who have extensive knowledge in both conventional and unconventional oil and gas projects and production, as well as refinery and fuel distribution experience. For additional information on MCW, please visit their website www.mcwenergygroup.com.

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The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Forward-looking statements in this news release, include, but are not limited to, the commercial viability of the technology and the extraction plant, economic performance and future plans and objectives of the Company. Any number of important factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although MCW believes that the expectations reflected in forward looking statements are reasonable, they can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, MCW disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.