

**Notice Declaring Intention to be Qualified under
National Instrument 44-101 - *Short Form Prospectus Distributions***

DATE: December 23, 2013

TO: Alberta Securities Commission
as Principal Regulator under National Policy 11-202

This notice is delivered pursuant to Section 2.8 of National Instrument 44-101 - *Short Form Prospectus Distributions* ("NI 44-101").

MATRRIX Energy Technologies Inc. (the "Issuer") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

MATRRIX ENERGY TECHNOLOGIES INC.

By: (signed) "Imran Gulam"
Imran Gulam
Vice President Finance and Chief Financial Officer