MATERIAL CHANGE REPORT

Item 1 Name and Address of Corporation

MATRRIX Energy Technologies Inc. (**MATRRIX** or the **Corporation**)
350, 808 - 4th Avenue SW
Calgary, AB T2P 3E8

Item 2 Date of Material Change

May 1, 2015

Item 3 News Release

The material change report is described in a news release issued by MATRRIX on May 1, 2015, which was disseminated through the facilities of the CNW Group and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Board of Directors of MATRRIX adopted an advance notice by-law as By-Law No. 2 of the Corporation (the "**Advance Notice By-Law**"), which establishes a framework by which shareholders must submit director nominations and sets forth the information that a shareholder must include in such notice.

Item 5 Full Description of Material Change

The Board of Directors of MATRRIX adopted the Advance Notice By-law, which establishes a framework for advance notice of nominations of directors by shareholders of the Corporation. Among other things, the Advance Notice By-law fixes a deadline by which shareholders must submit director nominations to the Corporation prior to any annual or special meeting of shareholders.

In the case of an annual meeting of the shareholders of the Corporation, notice to the Corporation must be made not less than 30 days and no more than 65 days before the date of the annual meeting; provided, however, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10^{th} day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors, notice to the Corporation must be given not later than the close of business on the 10^{th} day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice By-law is now effective. Shareholders of the Corporation will be asked to ratify and confirm the Advance Notice By-law at the next meeting of shareholders. If the Advance Notice By-law is not confirmed by ordinary resolution of the shareholders at such meeting, it will terminate and be of no further force and effect following the termination of such meeting. The full text of the Advance Notice By-law has been filed under the Corporation's profile on SEDAR at www.sedar.com.

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

The Corporation 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 Richard Ryan, President and Chief Executive Officer, at (403) 984-5062.

Item 9 Date of Report

May 6, 2015

FORWARD-LOOKING INFORMATION

This material change report contains certain statements or disclosures relating to MATRRIX that are based on the expectations of MATRRIX as well as assumptions made by and information currently available to MATRRIX which may constitute forward-looking information under applicable securities laws. In particular, this material change report contains forward-looking information related to the ratification of the Advance Notice Bylaw by shareholders at the next meeting of shareholders (the “Meeting”). There is a risk that the Company’s shareholders do not confirm and ratify the Advance Notice Bylaw at the Meeting or that the Advance Notice Bylaw not be accepted by applicable regulatory authorities. Should the Advance Notice Bylaw not be confirmed and ratified by the Company’s shareholders, then it will terminate and be of no further force or effect following termination of the Meeting. MATRRIX disclaims any intention or obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as may be expressly required by applicable securities laws.