

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Badger Daylighting Ltd. (“**Badger**”)
1000, 635 – 8th Avenue SW
Calgary, AB T2P 3M3

Item 2 Date of Material Change

June 27, 2016

Item 3 News Release

A press release was issued on June 27, 2016 via Filing Services Canada/FSCwire.

Item 4 Summary of Material Change

Badger announces that Tor Wilson, Badger’s President and CEO, will complete his previously announced plan to retire from Badger no later than August 31, 2016 and will also resign from the board of Badger coincident with his retirement.

Badger’s board conducted an extensive executive search process and is pleased to announce that Paul Vanderberg will be joining Badger as its new President and CEO and board member effective July 27, 2016.

Item 5 Full Description of Material Change

A full description of the material change is contained in the press release attached hereto as Schedule “A”.

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

David Calnan
Corporate Secretary
Telephone: 403-299-9606

Item 9 Date of Report

June 27, 2016

Schedule A



PRESS RELEASE

FOR IMMEDIATE DISTRIBUTION

TSX-BAD

June 27, 2016

BADGER DAYLIGHTING LTD. ANNOUNCES PRESIDENT/CEO CHANGE

Calgary, Alberta – Badger Daylighting Ltd. (“Badger”) announces that Tor Wilson, Badger’s President and CEO, will complete his previously announced plan to retire from Badger no later than August 31, 2016 and will also resign from the Board of Badger coincident with his retirement. Mr. Wilson joined Badger as President and CEO in 2000 and since then has worked to develop Badger and to grow its business to the point where it is now the dominant North American provider of non-destructive excavating services. Glen Roane, Chairman of the Board of Badger, said, “Badger greatly appreciates all that Tor has done for Badger. Mr. Wilson has been CEO of Badger for 16 years and throughout that time he has been an integral contributor to Badger’s impressive growth, profitability, shareholder returns and winning organizational culture.”

Badger’s board conducted an extensive executive search process and is pleased to announce that Paul Vanderberg will be joining Badger as its new President and CEO and board member effective July 27, 2016. Mr. Vanderberg has had an impressive career in leading businesses that involved fleet based services, industrial distribution and North American wide decentralized organizations. His most recent position was as Director, Operations of Gator Gypsum, Inc., a division of Gypsum Management & Supply Inc., North America’s largest gypsum board and interior construction products distributor. Previous to this, Mr. Vanderberg spent 14 years as President of Winroc SPI, the construction products division of Superior Plus Inc. During his tenure, Winroc grew from a small Western Canadian focused gypsum board distributor into a leading North American distributor of gypsum board and interior construction products as well as a leading manufacturer and distributor of industrial insulation products, with revenue of \$840

Million. Mr Vanderberg was responsible for all aspects of Winroc's operations across a decentralized branch network in five Canadian provinces and 31 U.S. states with more than 1,100 employees. From 1983 to 1999 Mr. Vanderberg held increasingly senior positions with USG Corporation, with general management responsibilities for operations in the USA, Canada and internationally. Mr. Vanderberg is a dual U.S./Canadian citizen and will be resident in Calgary, Alberta. He holds an MBA from Michigan State University.

Mr. Wilson will support Mr. Vanderberg through a transition plan. Mr. Vanderberg said, "I appreciate the opportunity to build on the great organization that Tor has led and to work with the Badger team."

Badger is North America's largest provider of non-destructive excavating services. Badger traditionally works for contractors and facility owners in the utility and petroleum industries. Our key technology is the Badger Hydrovac, which is used primarily for safe digging in congested grounds and challenging conditions. The Badger Hydrovac uses a pressurized water stream to liquefy the soil cover, which is then removed with a powerful vacuum system and deposited into a storage tank. Badger manufactures its truck-mounted hydrovac units.

The Toronto Stock Exchange has neither approved nor disapproved the information contained herein.

For more information regarding this Press Release, please contact:

Tor Wilson
President and CEO
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Calgary, Alberta T2P 3M3

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