

MATERIAL CHANGE REPORT

PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

1. **Name and Address of Corporation:**

Decisive Dividend Corporation (the "Corporation")
#104, 1420 St. Paul Street
Kelowna, BC
V1Y 2E6

2. **Date of Material Change:**

February 27, 2015

3. **News Release:**

The Corporation issued a press release regarding the material change on February 27, 2015, a copy of which is attached hereto.

4. **Summary of Material Change:**

On February 27, 2015, the Corporation completed the acquisition of all of the issued and outstanding shares of PGR Ventures Inc., which transaction is intended to serve as the Corporation's Qualifying Transaction for the purposes of the TSX Venture Exchange.

5. **Full Description Of Material Change:**

See attached Schedule "A".

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

7. **Omitted Information:**

Not Applicable.

8. **Executive Officer:**

David Redekop, Chief Financial Officer
Tel: (250) 870-9146

DATED at Kelowna, British Columbia this 2nd day of March, 2015.

DECISIVE DIVIDEND CORPORATION

Per: "David Redekop"
David Redekop, Chief Financial
Officer

SCHEDULE "A"

Decisive Dividend Corporation Announces Completion of Acquisition of PGR Ventures Inc.

February 27, 2015 – Kelowna, British Columbia: Decisive Dividend Corporation (TSX-V: DE.P) (the "Corporation"), a capital pool company listed on the TSX Venture Exchange (the "Exchange"), is pleased to announce that it has completed the acquisition (the "Acquisition") of all of the issued and outstanding shares of PGR Ventures Inc. ("PGR") from Patrick C. Turner, Leslie Gray Cameron and Ronald Sutcliffe (the "Vendors"). The aggregate purchase price paid by the Corporation to the Vendors for the shares of PGR was \$6,600,000, of which \$5,940,000 was paid in cash and the remaining \$660,000 was paid through the issuance of common shares of the Corporation ("Common Shares") at a deemed price of \$2.00 per Common Share. The purchase price paid for the shares of PGR may be adjusted following closing based on certain factors, including the amount of net working capital of PGR on closing and capital expenditures incurred by the PGR and its subsidiaries prior to Closing. The Acquisition is intended to serve as the Qualifying Transaction of the Corporation pursuant to the policies of the TSX Venture Exchange (the "Exchange").

In connection with the completion of the Acquisition, the 1,004,250 subscription receipts of the Corporation (the "Subscription Receipts") that were issued at a price of \$2.00 per Subscription Receipt by way of a brokered private placement on February 25, 2015 were each exchanged, for no additional consideration, for one Common Share pursuant to the subscription receipt agreement entered into on February 25, 2015 among the Corporation, Industrial Alliance Securities Inc. and Computershare Trust Company of Canada ("Computershare"). In addition, the \$2,008,500 in gross proceeds raised pursuant to this offering were released from escrow, less the fees of Computershare.

The completion of the Acquisition as the Qualifying Transaction of the Corporation has received conditional approval of the Exchange and is subject to its final approval, which the Corporation expects to receive after completion of the required filings.

The Common Shares are expected to commence trading under the symbol "DE" after the Exchange issues its final bulletin. After giving effect to the Acquisition and the exchange of the Subscription Receipts, there will be 3,424,250 Common Shares issued and outstanding (calculated on a non-diluted basis).

PGR, through its subsidiaries, owns and operates a heating products design, manufacturing and distribution business, primarily consisting of the Blaze King line of wood stoves, furnaces and other heating products.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the contents of this News Release.

FOR FURTHER INFORMATION PLEASE CONTACT:

Mr. David Redekop, Director and Chief Financial Officer
#104, 1420 St. Paul Street
Kelowna, BC V1Y 2E6
Telephone: (250) 870-9146

Cautionary Statements

Certain statements contained in this press release constitute forward-looking information. These

statements relate to future events or future performance. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Corporation’s current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Corporation. Risk factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things: conditions imposed by the Exchange, the failure to obtain the required consents and approvals for the Qualifying Transaction; changes in tax laws, general economic and business conditions; and changes in the regulatory regime and the risks associated with the business carried on by PGR. The Corporation cautions the reader that the above list of risk factors is not exhaustive. The forward-looking information contained in this release is made as of the date hereof and the Corporation is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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