UGE INTERNATIONAL LTD

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of the Company

UGE International Ltd (the "Company")
320 Bay Street
Suite 1600
Toronto, Ontario
Canada M5H 4A6

Item 2. Date of Material Change

May 1, 2015

Item 3. News Release

A news release setting out information concerning the material change described in this report was disseminated through the facilities of Marketwire and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) on May 1, 2015 and is attached as Schedule "A" to this material change report.

Item 4. Summary of Material Change

The Company has been selected as a winner of the RISE:NYC competition, which will see the Company install microgrid renewable energy systems to help power relief efforts in New York City communities affected by Hurricane Sandy.

Item 5.1 Full Description of Material Change

The Company has been selected as a winner of the RISE:NYC competition, which will see the Company install microgrid renewable energy systems to help power relief efforts in New York City communities affected by Hurricane Sandy. The $30 million award is being split amongst 11 companies, with solutions expected to be implemented over the next 24 months. The final award allotments for each award recipient will be confirmed over the coming months as site by site engineering is completed.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Nicolas Blitterswyk, Chief Executive Officer

Telephone: +1 917 720 5685

Item 9. Date of Report

May 11, 2015

SCHEDULE A

UGE Selected to Install Portfolio of Microgrid Systems for Small Businesses in New York City

$30 million award to be shared amongst 11 companies

May 1st, 2015 -- New York -- UGE International Ltd. (www.ugei.com) (TSX-V: UG, OTCQB: UGEIF), a leader in renewable energy solutions for businesses, has been selected as a winner of the RISE:NYC competition, which will see the Company install microgrid renewable energy systems to help power relief efforts in New York City communities affected by Hurricane Sandy. UGE's advanced microgrid platform consists of one or both of solar panels and wind turbines, as well as advanced power management and battery storage.

The storm caused $19 billion in losses in New York and left more than 2.2 million people without electricity. The microgrids will be installed at businesses negatively affected by Sandy, with the aim to protect their businesses against future weather events. "My office was unable to take the claims of our insureds even after initial debris was removed because power and communications infrastructure were still weeks or months away" said one business owner selected by UGE to receive one of the energy systems.

RISE:NYC was created to deploy cutting edge solutions to enhance the City's resiliency. "Clean distributed power systems will be a significant part of protecting our infrastructure" said Nick Blitterswyk, Chief Executive Officer of UGE. "UGE's microgrid systems will help mitigate the impact of these disasters and provide a lifeline to small businesses during such an event." Each energy system was optimized to its specific site through UGE's proprietary microgrid optimization software, UGE-SET.

Microgrid systems are becoming a common feature for businesses around the world with US microgrid capacity expected to double from 2014 to 2017. UGE has designed and installed microgrid systems for dozens of businesses including national restaurant chains, island resorts, banks, hospitals and telecoms companies.

The $30 million award is being split amongst 11 companies, with solutions expected to be implemented over the next 24 months. The final award allotments for each award recipient will be confirmed over the coming months as site by site engineering is completed.

About UGE

UGE is a leading full service renewable energy provider for commercial and industrial clients, with over 2,000 installations in more than 90 countries. Leveraging project financing and its proprietary technology platform, UGE

deploys solar and microgrid energy solutions to reduce energy costs and increase resiliency, while making the world more sustainable.

Contact

UGE International
Takayuki Koizumi
917-338-1668
press@urbangreenenergy.com

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Statements made in this press release include forward-looking statements that involve a number of risks and uncertainties. These statements relate to future events or future performance and reflect management's current expectations and assumptions. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements, such as the economy, generally, competition in its target markets, the demand for UGE's products and the availability of funding. These forward-looking statements are made as of the date hereof and UGE does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from UGE's expectations and projections.