Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Eguana Technologies Inc.
Unit 3, 6143 – 4th Street SE
Calgary, Alberta T2H 2H9

Item 2. Date of Material Change

December 23, 2014

Item 3. News Release

On December 23, 2014, the Company issued a news release with respect to the material change referred to in this report via Marketwired.

Item 4. Summary of Material Change

The Company completed a private placement (the "**Private Placement**") of 15,907,903 units (each, a "**Unit**") comprised of one common share in the capital of the Company (each, a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**") at a price of $0.30 per Unit, for gross proceeds of $4,772,371.

Concurrently with the Private Placement, all 62,500 issued and outstanding Series 15 First Preferred Shares of the Company (the "**Series 15 Shares**") were converted into an aggregate of 5,427,310 Common Shares.

Item 5. Full Description of Material Change

The Company announced (1) the oversubscription of its previously proposed $3,000,000 private placement of Units and (2) the completion of the Private Placement of 15,907,903 Units with accredited investors in the United States and Canada at a price of $0.30 per Unit, for gross proceeds of $4,772,371.

Each Unit consists of one Common Share and one-half of one Warrant, with each whole Warrant entitling the holder thereof to purchase one Common Share for a period of five years from the date of the closing of the Private Placement at a price of $0.39 per Common Share.

The net proceeds of the Private Placement will be used to:

- Accelerate launch of a North American version of the Company's highly successful Bi-Direx power control system for the U.S. residential solar energy storage market during Q1, 2015;
- Complete the development and launch of a mid range (10kW to 18kW) power control system for the U.S. commercial demand response market by the end of Q2, 2015;
- Increase engineering capacity to support a growing base of potential customer relationships with solar integrators and battery manufacturers;

- Optimize supply chain management for rapidly increasing production volumes in Europe; and
- Strengthen the Company's balance sheet.

Craig-Hallum Capital Group LLC ("**Craig-Hallum**") served as financial advisor and sales agent for the Company in connection with the sale of Units to accredited investors in the United States and BayFront Capital Partners, Ltd. ("**Bayfront**" and, collectively with Craig-Hallum, the "**Agents**") acted as financial advisor to the Company and sales agent in connection with the sale of Units to accredited investors in British Columbia, Alberta, Ontario and Nova Scotia. In connection with the Private Placement, the Company paid the Agents and certain other finders total cash commissions of $310,966 and issued warrants to purchase an aggregate of 764,720 Common Shares at a price of $0.30 per Common Share for a period of two years and warrants to purchase an aggregate of 271,883 Common Shares at a price of $0.39 per Common Share for a period of five years. The Company also issued to BayFront 400,000 warrants to purchase Common Shares at a price of $0.33 per Common Share for a period of three years for future corporate advisory services.

The Private Placement remains subject to final approval of the TSX Venture Exchange. All securities issued in connection with the Private Placement will be subject to a statutory hold period of four months plus one day from the closing date in accordance with applicable securities legislation.

After giving effect to the Private Placement, the Company has 77,629,928 Common Shares issued and outstanding.

Concurrently with the Private Placement, the majority holder of the Company's Series 15 Shares elected to cause the conversion of the Series 15 Shares into Common Shares (the "**Conversion**"). The Conversion will result in all 62,500 issued and outstanding Series 15 Shares, having an aggregate value (including accrued dividends) of $706,336, being converted into an aggregate of 5,427,310 Common Shares at an average conversion price of $0.13 per Common Share.

After giving effect to the Conversion, the Company will have 83,057,238 Common Shares issued and outstanding.

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

Inquiries in respect of the material change referred to herein may be made to:

Michael Carten
CEO, Eguana Technologies Inc.
403.508.7177 ext. 111

Item 9. Date of Report

December 30, 2014