Form 51-102F3
Material Change Report

1. Name and Address

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

2. Date of Material Change

December 8, 2014

3. News Release

December 8, 2014 via Marketwired

4. Summary of Material Change

Eguana Technologies Inc announced that affiliates of Doughty Hanson Technology Ventures ("**DHTV**") have caused the automatic conversion of all the Series of First Preferred Shares, of which DHTV is the majority holder, into common shares of the company, on December 8, 2014.

5. Full Description of Material Change

Eguana Technologies Inc ("**Company**") announced that affiliates of Doughty Hanson Technology Ventures ("**DHTV**") have caused the automatic conversion of all the Series of First Preferred Shares, of which DHTV is the majority holder, into common shares of the Company, on December 8, 2014. The conversion will result in First Preferred Shares valued at $13,346,571 including accrued and unpaid dividends being converted into 22,559,288 common shares – an average conversion price of $0.59 per share.

All shares of the Series 7 First Preferred Shares, Series 9 First Preferred Shares, Series 10 First Preferred Shares, Series 11 First Preferred Shares, Series 12 First Preferred Shares, Series 13 First Preferred Shares and Series 14 First Preferred Shares have been automatically converted into common shares effective as of December 8, 2014. After giving effect to the conversion a total of 61,568,713 common shares of the company are issued and outstanding. 62,000 $10 8% Series 15 First Preferred Shares convertible into 5,382,620 Common Shares as of the date hereof remain issued and outstanding. DHTV does not own or control any Series 15 First Preferred Shares.

DHTV is acquiring 19,697,497 common shares to hold a total of 25,697,497 common shares or approximately 41.7% of issued and outstanding common shares. DHTV will continue to hold (i) one Series 8 First Preferred Share; (ii) 3,529,411 share purchase warrants exercisable at a price of $0.17 per share, originally issued in connection with a $1.5 million Standby Equity Commitment, which remains in place; and (iii) 1,250,000 share purchase warrants exercisable until December 27, 2017 at $0.50 per share. The common shares were acquired for investment purposes.

Concurrently with the conversion of the First Preferred Shares, the company and DHTV have entered into a Sixth Amended and Restated Investor Rights Agreement pursuant to which DHTV will, among other things, retain its right to appoint one director of the company and the right to an ex officio

membership on board of director committees and the right to approve the issuance of securities that are senior to the common shares.

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

N/A

7. Omitted Information

N/A

8. Executive Officer

Michael Carten
CEO, Eguana Technologies Inc
403.508.7177 ext 111

9. Date of Report

December 9, 2014