

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

1. Name and Address of Company:

MICROCOAL TECHNOLOGIES INC.
Suite 2300, 1066 West Hastings Street
Vancouver, BC V6E 3X2

2. Date of Material Change:

The material change described in this report occurred on December 1, 2014.

3. News Release:

On December 8, 2014, MicroCoal Technologies Inc. (the "**Company**") issued a news release through the facilities of FSC Filing Services Canada.

4. Summary of Material Change:

On December 8, 2014, the Company announced that Ping Shen has resigned as the Chief Financial Officer (the "**CFO**") of the Company. Tom Stefan has been appointed as the Company's acting CFO. Ms. Shen will provide certain services as a consultant to the Company to help facilitate her transition in exchange for stock options to purchase an aggregate of 313,333 common shares, pursuant to the Company's stock option plan.

5. Full Description of Material Change:

On December 8, 2014, the Company announced that Ping Shen has resigned from her position as the Company's CFO. Tom Stefan, CPA, CMA has been appointed as the Company's interim CFO.

Ms. Shen will provide certain services as a consultant to the Company to help facilitate the transition. In connection with her engagement as a consultant, the Company has awarded Ms. Shen stock options to purchase an aggregate of 313,333 common shares of the Company at an exercise price of \$0.15 per share, pursuant to the Company's stock option plan.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted respecting the material change and this report:

Tom Stefan
Chief Financial Officer
Telephone: 604-505-2523

9. Date of Report:

December 8, 2014