

**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 January 22, 2015.

3. News Release:

On January 22, 2015, MicroCoal Technologies Inc. (the "**Company**") issued a news release through the facilities of FSC Filing Services Canada.

4. Summary of Material Change:

The Company announced that it closed its joint venture agreement (the "**JV Agreement**") with an affiliate (the "**JV Partner**") of Jiu Feng Investments Inc. ("**JFI**").

5. Full Description of Material Change:

On January 22, 2015, the Company announced that it closed its previously announced JV Agreement with an affiliate of JFI.

Pursuant to the JV Agreement, the Company and the JV Partner have formed a corporation domiciled in Hong Kong ("**JVCO**") in which the Company holds 51% equity interest and majority position on its Board of Directors. JVCO is expected to carry on its activities throughout China, Hong Kong, Taiwan, Macau and South Korea.

In accordance with the terms of the JV Agreement, as consideration for the substantial asset and financial contributions from JFI in connection with the joint venture, the Company issued 6 million common shares to the JV Partner, and has agreed to issue a further 4 million common shares to the JV Partner no later than 120 days following closing, assuming the JV Partner performs its obligations as required under the JV Agreement.

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:

Larry Siegel
Chief Executive Officer
Telephone: 778-995-5833

9. Date of Report:

January 30, 2015