

Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and address of the Company.**

MONARCH ENERGY LIMITED (the “Company”)
65 Queen Street West
Suite 501
Toronto, Ontario M5H 2M5

2. **Date of Material Change.**

December 20, 2013

3. **News Release.**

A press release disclosing the material change was released on December 20, 2013, through the facilities of Newsfile Corp.

4. **Summary of Material Change.**

The Company has entered into a share exchange agreement as of December 20, 2013 with ChroMedX Ltd. (“**ChroMedX**”) and ChroMedX Inc. pursuant to which the Company has agreed to acquire from the ChroMedX shareholders all of the issued and outstanding shares of ChroMedX in exchange for an equal number of common shares in the capital of the Company (the “Acquisition”). It is expected, and as a condition of completion of the Acquisition, that ChroMedX will be the registered holder of certain patents and patents pending in the biomedical technology field currently held by ChroMedX Inc. ChroMedX is a private company incorporated pursuant to the laws of Ontario.

In connection with and as a condition of completion of the Acquisition, the Company will seek to obtain a listing of its common shares on the Canadian National Stock Exchange (“**CNSX**”) and concurrently apply for a de-listing of its common shares from the facilities of the TSX Venture Exchange (“**TSXV**”). It is expected that the Company will de-list from the TSXV concurrent with the listing on the CNSX so that there is no gap in a trading market for the common shares. The Company has requested the TSXV to halt the trading of its common shares in anticipation of the Company obtaining approval from the CNSX with respect to the listing on the CNSX.

5. **Full Description of Material Change.**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

George Langdon, Chief Executive Officer.

9. **Date of Report.**

This report is dated at Toronto, this 30th day of December, 2013.

MONARCH ENERGY LIMITED

Per: “George Langdon”(signed)
George Langdon, CEO

SCHEDULE "A"

MONARCH ENERGY LIMITED



Suite 404, 999 Canada Place
Vancouver, B.C. V6C 3E2
Telephone: 604 641 1379

TSX-V Trading Symbol: MNL

December 20, 2013

For Immediate Release

MONARCH ENERGY ENTERS INTO SHARE EXCHANGE AGREEMENT WITH CHROMEDX INC.

Monarch Energy Limited (“**Monarch**” or the “**Company**”) is pleased to announce that it has entered into a share exchange agreement as of December 20, 2013 with ChroMedX Ltd. (“**ChroMedX**”) and ChroMedX Inc. pursuant to which the Company has agreed to acquire from the ChroMedX shareholders all of the issued and outstanding shares of ChroMedX in exchange for an equal number of common shares in the capital of the Company (the “**Acquisition**”). It is expected, and as a condition of completion of the Acquisition, that ChroMedX will be the registered holder of certain patents and patents pending in the biomedical technology field currently held by ChroMedX Inc. ChroMedX is a private company incorporated pursuant to the laws of Ontario.

Concurrent with or prior to completion of the Acquisition, the Company will consolidate its common shares on a 10 for 1 basis as previously approved by the Company shareholders at the annual general and special meeting held on July 18, 2013 (the “**Consolidation**”), such that following completion of the Acquisition the Company will have issued a maximum of up to 28,500,000 common shares in the capital of the Company to ChroMedX shareholders for all of the issued and outstanding common shares of ChroMedX. This will result in former ChroMedX shareholders holding approximately 73.37% of the issued and outstanding common shares of the Company and, accordingly, ChroMedX becoming a wholly-owned subsidiary of the Company following completion of the Acquisition.

In connection with and as a condition of completion of the Acquisition, the Company will seek to obtain a listing of its common shares on the Canadian National Stock Exchange (“**CNSX**”) and concurrently apply for a de-listing of its common shares from the facilities of the TSX Venture Exchange (“**TSXV**”). It is expected that the Company will de-list from the TSXV concurrent with the listing on the CNSX so that there is no gap in a trading market for the common shares. The Company has requested the TSXV to halt the trading of its common shares in anticipation of the Company obtaining approval from the CNSX with respect to the listing on the CNSX.

In order to satisfy certain conditions of the Acquisition, among other things, ChroMedX will be required to complete a private placement financing totaling a minimum of \$600,000 and a maximum of \$1,200,000 (“**Private Placement**”) through the issuance of 12,000,000 units of ChroMedX at a price of \$0.10 per unit. Each unit will consist of the following: (i) one ChroMedX common share; (ii) one-half common share purchase warrant, each whole warrant entitling the holder to acquire one ChroMedX common share at an exercise price of CDN\$0.15 for a period of twelve (12) months following issuance of the warrant; and (iii) one-half common share purchase warrant, each whole warrant entitling the holder to acquire one ChroMedX common share at an exercise price of CDN\$0.25 for a period of eighteen (18) months following issuance of the warrant. The ChroMedX common shares, and any common shares to be issued on exercise of the warrants, will be subject to a four month hold period commencing from the date of issuance.

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The completion of the Acquisition is conditional upon, among other things, the receipt of all necessary TSXV, CNSX and shareholder approvals, the Private Placement being completed, and satisfaction of customary due diligence investigations of the Company and ChroMedX. In addition, it is anticipated that all outstanding stock options of the Company will be cancelled prior to completion of the Acquisition.

For further information, please contact George Langdon, CEO at (647) 631-5405 or email info@monarchenergy.ca. Website: www.monarchenergy.ca

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-looking Information Cautionary Statement

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements such as references to the Company's de-listing from the TSXV, listing on the CNSX, cancellation of current stock options of the Company, completion of the Private Placement, and completion of the transfer of the assets of the patents and patents pending of ChroMedX Inc. are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the TSXV and the CNSX. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at www.sedar.com