

TJR Coatings Inc.
31 Sunset Trail
Toronto, ON M9M 1J4

FILED VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, ON M4H 3S8
Attention: Continuous Disclosure

Dear Sirs/Mesdames:

RE: Material Change Report

1. The name of the reporting issuer is **TJR Coatings Inc.** ("TJR", or the "Company") whose principal office is at 31 Sunset Trail, Toronto, ON M9M 1J4.
2. The material change occurred on June 5, 2012.
3. Press Releases were published at Toronto on the Newsfile Corp. newswire on June 5, 2012.
4. The Company announced that the Ontario Securities Commission ("OSC") has issued an order revoking the cease trade order ("CTO") which was issued by the OSC in 2001. The Company does not have any definitive plans in place for the operation of the business going forward. However, it is the intention of the management of the Company to investigate opportunities going forward.

On June 11, 2011, the Company appointed the following officers and directors by way of resolution:

- Mr. Edward Murphy was appointed as Director, Audit Committee member, President, CEO and CFO. Mr. Murphy is Senior Vice President of Dover Investments Limited since 1999. He oversees daily operations of oil producing joint venture in Egypt. He is also a consultant to Dover Petroleum Corp. since 2000, assisting management with operations, investor relations, accounting, logistics and exploration for Egyptian concessions.
- Ms. Inga Gratcheva was appointed as Director and Audit Committee member. Ms. Gratcheva was appointed as Secretary and resigned May 11, 2012. Ms. Gratcheva is a Certified General Accountant for P. Salna & Co.
- Mr. Robert Salna was appointed as Director and Audit Committee member. Mr. Salna is currently funding the Company. Mr. Salna is President/CEO of Dover Investments Limited since 1998 and Dover Petroleum Corp. since 2000. Dover is an oil and gas producer with properties in Egypt. He also has served as President and Director of Mahdia Gold Corp. from November 15, 2010 to February 3, 2012. Mahdia is a junior gold exploration company and is listed on the CNSX. Mr. Salna is also President of several small real estate holding companies as well as P. Salna and Company Limited, a land survey firm. He holds a Bachelor of Science from the University of Toronto.

The Principle Shareholder of the Company is Mr. Tonino Margani, who currently holds directly or indirectly, or exercises control or direction over 12,960,000 common shares representing 57.4% of the outstanding common shares.

The Company is currently being funded by a Robert Salna, a Director who is considered a related party. The purpose of these funds is for current expenses involving the administration and accounting for the Company. These advances are interest bearing 10%, unsecured, with no fixed repayment terms. Mr. Salna has advanced \$122,242 plus accrued interest of \$13,670 to June 5, 2012. It is anticipated that the Director will continue to advance funds until management completes a business acquisition. The Board of Directors considers these amounts and the fact that the loans are unsecured to be immaterial to the control of the Corporation. The Director currently does not own shares in the Corporation.

The loans of Mr. Salna to the Company are related party transactions within the meaning of Multilateral Instrument 61-101 ("MI 61-101"). The Company is relying on the exemption from the formal valuation requirement in section 5.5(b) of MI 61-101 since no securities of the Company are listed or quoted on certain specified markets. The Company is relying on the exemption from the minority approval requirement in section 5.7(f) of MI 61-101 since the loans from Mr. Salna to the Company:

- were obtained on reasonable commercial terms that are not less advantageous to the Company than if the loans were obtained from a person dealing at arm's length with the Company.
- are not convertible, directly or indirectly, into equity or voting securities of the Company or subsidiary entity of the Company, or otherwise participating in nature.
- are not repayable as to principal or interest, directly or indirectly, in equity or voting securities of the Company or a subsidiary entity of the Company.

The board of directors has reviewed the terms and nature of the related party loans and has approved the loans without dissent. Mr. Salna abstained from voting.

The Company has filed the following documents on SEDAR:

- Audited annual financial statements for the years ended January 31, 2012, 2011, 2010, and 2009.
- Annual Managements' Discussion and Analysis for the year ended January 31, 2012, 2011 2010 and 2009.
- Annual CEO/CFO certificates under National Instrument 52-109 in respect of the above annual filings.
- Interim financial statements, related MD & A and CEO/CFO certificates for the period ended April 30, 2011.
- Interim financial statements, related MD & A and CEO/CFO certificates for the period ended July 31, 2011.
- Interim financial statements, related MD & A and CEO/CFO certificates for the period ended October 31, 2011.

The Company has provided an undertaking to the OSC that it will hold an Annual General and Special Meeting within the next three months.

The Company has provided an undertaking to the OSC that it will not complete:

- a restructuring transaction involving, directly or indirectly, an existing or proposed, material underlying business which is not located in Canada,
- a reverse takeover with a reverse takeover acquirer that has a direct or indirect, existing or proposed, material underlying business which is not located in Canada, or
- a significant acquisition involving, directly or indirectly, an existing or proposed, material underlying business which is not located in Canada,

unless

- the Issuer files a preliminary prospectus and a final prospectus with the Ontario Securities Commission and obtains receipts for the preliminary prospectus and the final prospectus from the Director under the Securities Act (Ontario),
 - the Issuer files or delivers with the preliminary prospectus and the final prospectus the documents required by Part 9 of National Instrument 41-101 General Prospectus Requirements (“NI 41-101”) including a completed personal information form and authorization in the form set out in Appendix A of NI 41-101 for each current and incoming director, executive officer and promoter of the Issuer, and
 - the preliminary prospectus and final prospectus contain the information required by applicable securities legislation, including the information required for a probable restructuring transaction, reverse takeover or significant acquisition (as applicable).
5. The report is not being filed on a confidential basis in reliance on Section 75(3) of the Ontario Securities Act.
 6. No information is omitted because it is to be kept confidential.
 7. Mr. Edward Murphy, President of TJR, may be contacted at (905) 884-3988
 8. The foregoing accurately discloses the material changes referred to herein.

Dated at Toronto, Ontario the June 5, 2012.

“Edward Murphy”

EDWARD MURPHY

President