

MATERIAL CHANGE REPORT

**Item 1: Name and Address of Reporting Issuer**

Chlormet Technologies Inc. (the “**Company**”)  
Suite 459 – 409 Granville Street  
Vancouver BC V6C 1T2

**Item 2: Date of Material Change**

May 14, 2015.

**Item 3: News Release**

A news release was issued and disseminated on May 14, 2015 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has closed the formal Share Exchange Agreement (the “**Definitive Agreement**”) for the acquisition of all assets of VapeTronix Inc., originally announced on April 2, 2015.

**Item 5: Full Description of Material Change**

The Company announced that it has closed the Definitive Agreement for the acquisition of all assets of VapeTronix Inc., originally announced on April 2, 2015.

VapeTronix, Inc. is a Canadian vaporizer (“**Vape**”) and Electronic Cigarette (“**E-Cig**”) company that was formed to capitalize on opportunities and technology related to the growing Vape and E-Cig sectors. VapeTronix owns the exclusive rights to the “1313” E-Cig brand, medicinal marijuana mobile application technology and several research and development projects within the Vape and E-Cig space.

Highlights of the VapeTronix business and acquisition are:

- 1313’s flavoured E-Cigs are currently being sold in Ontario with Canada wide expansion planned;
- 1313’s nicotine E-Cigs are ready for planned roll-out into the US market;
- Additional products in queue to add additional revenue opportunities for the Company;
- VapeTronix principals will remain engaged by the Company and will assist with product branding and sales roll-out; and
- VapeTronix will merge its marketing and development team with the Company to work with the Company on leveraging various synergies between the medicinal marijuana mobile application and vaporizer technology with the anticipated MMPR license to be issued to AAA Heidelberg.

“On behalf of myself and the team at VapeTronix, we are extremely pleased to now formally join forces with The Company. Over the last month both management teams have spent countless hours on developing our future strategy and product roll-out plans. With a multitude of upcoming key developments for VapeTronix, and the summer months around the corner, we believe the timing could not be better. Traditionally, flavoured disposable e-vapourizer products see increased growth throughout the summer months, and with several new product announcements planned, we believe we are positioned to capitalize on the opportunities that lie ahead. Our technology development team recently spent a week in Vancouver showcasing our prototype medical marijuana technology product and we are developing key synergies that will add value to the Company’s Doctor-Patient outreach program”, stated Derek Ivany, principle of VapeTronix.

“The goal of both groups is to add shareholder value by enhancing our medical marijuana endeavours and adding a near term revenue stream with the 1313 E-Cig product expansion. We hope to show the market our unique value proposition and how The Company plans to emerge as a medical marijuana/technology player in the North American Cannabis market place”, stated Yari Nieken, interim president of the Company.

**About VapeTronix:**

1313 is an emerging player in the burgeoning E-cigarette market (<http://www.1313cigs.com>). 1313 E-Cigs are disposable electronic cigarettes that contain between 500 and 650 "puffs" and are packaged for convenience. A single 1313 E-Cig is the equivalent of 2 and ½ packs of traditional cigarettes. VapeTronix has assembled a strong portfolio of unique flavours that have been tested and approved for commercial production. After a successful limited market trial launch, initial commercial roll-out of 1313 E-Cigs has begun in Ontario. Select convenience stores and nightclub establishments in the GTA area have begun selling the nicotine free 1313 E-Cig products consisting of watermelon, vanilla, peach and green apple flavours on a retail basis. VapeTronix plans to continue sales expansion of 1313 E-Cigs to major urban centres across Canada in 2015 and beyond. A unique line of "E-Shisa" flavours that will appeal to the North American and Middle Eastern hobbyist hookah smoker are also in test phase. 1313 has begun test trials in the US markets for its nicotine products and plans to further pursue this market opportunity in due course.

In addition to the 1313 E-Cig brand, VapeTronix has incubated a development stage medicinal marijuana mobile application tracking technology that syncs a vaporizer device to a smart phone and will be aimed at the Canadian medical marijuana user. The medical marijuana mobile application will track a variety of metrics for patients and physicians alike such as cannabis usage data, the efficacy of certain strains, side effects as well as several other features. The VapeTronix team will work in conjunction with the Company and AAA Heidelberg to implement additional features in the technology, prior to releasing its commercial version to the public.

The development of the medicinal marijuana mobile application has many potential synergies with AAA Heidelberg as it is planned to greatly help AAA Heidelberg with its Doctor Outreach Program (see news release dated June 23<sup>rd</sup>, 2014) that plans on creating relationships with the doctors and clinics in southern Ontario that are pro medical marijuana in advance of the issuance of a MMPR license.

**Terms of the acquisition:**

This is an arms-length transaction as the companies have no directors in common. The Company has issued the shareholders of Vapetronix a total of seven million (7,000,000) shares in exchange for a 100% interest in VapeTronix. 3,500,000 of the shares have a 6 month hold period and 1,500,000 of those will be subject to certain incentive provisions and will be released upon the completion of certain milestones.

**About Chlormet Technologies Inc.**

The Company is moving into the Medical Marijuana sector by purchasing a 100% interest in AAA Heidelberg, a private Ontario company that is in the process of applying for a MMPR license. Although the Company cannot guarantee nor estimate the timing for the issuance of a license to AAA Heidelberg, it is the Company's goal to become the next publicly traded Canadian company to be granted a new medical marijuana production license.

With the purchase of VapeTronix, the Company plans on rapidly expanding the 1313 brand while driving a near term revenue stream to the Company.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

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**Item 9: Date of Report**

May 14, 2015.