

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

Item 1 Name and Address of Company

ME Resource Corp.
1250 West Hastings Street
Vancouver, BC V6E 2M4

Item 2 Date of Material Change

April 22, 2013

Item 3 News Release

The information was disseminated in a news release dated April 22, 2013 via the services of BayStreet.ca and StockWatch.com

Item 4 Summary of Material Change

ME Resource Corp. signed a definitive agreement with Ztek Clean Energy Corp. for the assignment of licensing rights to intellectual property and proprietary technologies related to the development of its Wellhead Micro Refinery Solution™ which has the ability to process raw natural gas into either electrical power or liquid fuels, including Diesel Clean Fuel™.

Item 5 Full Description of Material Change

ME Resource Corp. has reached a definitive agreement (the “Agreement”) with Ztek Clean Energy Corp. (“ZCE”) for an exclusive license which grants MEC the use of intellectual property (the “IP”) key to the Company’s proprietary technologies which converts wasted natural gas, stranded or flared, into electrical power or liquid fuel, including Diesel Clean Fuel™, in the oil and gas industry within Canada and international territories.

Beyond the territory of Canada this perpetual license also includes an exclusive option for certain international territories, including those in the United States of America. This will provide the Company a global opportunity to export its Canadian technology to international markets.

As per the terms of the Agreement, upon the successful demonstration and transfer of the licensed technology and products MEC will pay a staged licensing fee with an initial payment of USD\$2,000,000 followed by USD\$1,000,000 in quarter three of 2013. MEC will also issue 25 million escrowed common shares of the company from treasury to ZCE and pay certain royalties to the licensor on net sales. In addition to granting the licensing rights of the IP to MEC, ZCE will also transfer certain contracts, agreements, expertise and other assets to MEC which will assist in the development of the Wellhead Micro Refinery Solution™.

The shareholders of ME Resource Corp. approved the terms and conditions of this agreement at the company’s Annual General Meeting which was held on November 28, 2012. This agreement is subject to ME Resource Corp. director approval.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Navchand Jagpal – President and Director of ME Resource Corp.
Tel. 604.893.7033

Item 9 Date of Report

April 29, 2013