## 51-102F3 MATERIAL CHANGE REPORT

## **Item 1** Name and Address of Company

ME Resource Corp. (the "Company") Suite 900 – 555 Burrard Street Vancouver, British Columbia, V7X 1M8

### **Item 2** Date of Material Change

September 10, 2015

### **Item 3** News Release

The news release was disseminated on September 14, 2015 through Stockwatch and Baystreet.

## **Item 4 Summary of Material Change**

The Company announces has entered into the Company entered into various settlement agreement with twelve creditors. Under the terms of the settlement agreement, the Company has agreed to issue 4,897,380 common shares of the Company at a deemed price of \$0.10 per share, to the creditors, in settlement of \$489,738.00 of outstanding indebtedness. As of September 10, 2015, the company has cancelled all 4,580,150 outstanding stock options, to be clear all outstanding options are cancelled. As of this date, there are nil stock options outstanding.

# Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

#### **Item 7 Omitted Information**

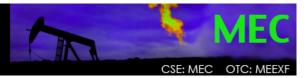
None

### **Item 8 Executive Officer**

NavChand Jagpal, Director, 604.893.7033

# **Item 9 Date of Report**

September 21, 2015



#### FOR IMMEDIATE RELEASE

#### **Debt Settlement and Cancellation of Stock Options**

**September 14, 2015 - VANCOUVER, BRITISH COLUMBIA** – ME Resource Corp. (the "**Company**" or "**MEC**") (**CNSX: MEC | OTC: MEEXF**) reports that, the Company entered into various settlement agreement with twelve creditors. Under the terms of the settlement agreement, the Company has agreed to issue 4,897,380 common shares of the Company at a deemed price of \$0.10 per share, to the creditors, in settlement of \$489,738.00 of outstanding indebtedness.

As of September 10, 2015, the company has cancelled all 4,580,150 outstanding stock options, to be clear all outstanding options are cancelled. As of this date, there are nil stock options outstanding.

## **About ME Resources Corp.:**

ME Resource Corp. ("MEC") is a Canadian company focusing on the development, commercialization and deployment of an economical, mobile and modular waste natural gas processor, which synthesizes waste natural gas, both flared and vented, into green fuel - Engineered Fuel<sup>TM</sup> and Clean Power. ME Resource Corp. is also pursuing the acquisition, exploration and development of resource properties. The Company's objective is to explore and develop its current assets and pursue additional acquisitions. The Corporation intends to acquire a portfolio of properties through project acquisitions, joint ventures and alliances.

On behalf of the Board of Directors
"Navchand Jagpal"
Navchand Jagpal
President and CEO
ME Resource Corp.

FOR MORE INFORMATION. PLEASE CONTACT:

Navchand Jagpal

604.893.7033

info@meresourcecorp.com

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