

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: MEEFX**) 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 FuelTM 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:

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