

Form 51 – 102F3

Material Change Report

1. **Name and Address of Company**

Dundee Sustainable Technologies Inc.
600 de Maisonneuve Blvd. West
Suite 2750
Montréal, Québec
H3A 3J2

2. **Date of Material Change**

May 15, 2015.

3. **News Release**

Dundee Sustainable Technologies Inc. (“**DST**”) issued a press release with respect to the material change described below on May 15, 2015 via Marketwired.

4. **Summary of Material Change**

DST completed a \$5 million financing with Investissement Québec, consisting of a secured convertible loan in an amount of up to \$4 million and the issuance of 15,384,615 subordinate voting shares at a price of \$0.065 per share, for proceeds to DST of \$1 million.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

DST completed a \$5 million financing with Investissement Québec (the “**Financing**”), consisting of a secured convertible loan in an amount of up to \$4 million (the “**Loan**”) and the issuance of 15,384,615 subordinate voting shares at a price of \$0.065 per share, for proceeds to DST of \$1 million (the “**Private Placement**”). The Financing will be used by DST to fund completion and operation of its demonstration plant, the installation of a concentrator and for working capital purposes.

The Loan, which is evidenced by a secured convertible debenture, will mature in five years, bears interest at a rate of 8% per annum, payable quarterly, and can be converted after one year at the holder’s option into subordinate voting shares of DST at a conversion price equal to the closing market price of the shares on the day prior to conversion. After the first anniversary of the Loan, DST has the right to redeem the Loan subject to a 10% premium.

Investissement Québec will advance the Loan to DST in a maximum of four instalments, during the construction and operation by DST of its demonstration plant, based on DST’s liquidity needs, subject to a number of conditions.

The Loan is secured by a hypothec over all of DST’s property other than its intellectual property and is guaranteed by Dundee Corporation, DST’s principal shareholder, in an amount of up to \$1.5 million.

In connection with the Financing, DST has entered into an agreement with Investissement Québec granting Investissement Québec the right to appoint one member of the Board of Directors of DST.

Following the Private Placement, there are 247,090,816 subordinate voting shares and 50 million multiple voting shares of DST issued and outstanding. Under applicable securities legislation, the debenture and subordinate voting shares issued by DST are subject to a four-month hold period, expiring on September 16, 2015.

5.2. Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The senior officer who can answer questions regarding this report is Mr. Vatche Tchakmakian, Chief Financial Officer of DST. Mr. Tchakmakian can be reached at (514) 842-0084.

9. Date of Report

May 15, 2015.