

FORM 51-102F3 MATERIAL CHANGE REPORT

1. Name and Address of Company:

Torino Power Solutions Inc. (“Torino” or the “Company”)
7934 Government Road, Burnaby, BC, V5A 2E2

2. Date of Material Change:

December 13, 2016

3. News Release:

A news release disclosing the nature and substance of the material change was issued by the Corporation on December 13, 2016 via Marketwired.

4. Summary of Material Change:

On December 13, 2016, the Company announced a change in Auditor.

5. Full Description of Material Change:

On December 13, 2016 the Company that the board of directors of the Company has appointed Saturna Group Chartered Professional Accountants LLP as the Company’s new auditor, replacing Kanester Johal LLP. The Company has filed a Notice of Change of Auditors in respect of this change under its profile on SEDAR at www.sedar.com.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:
Rav Mlait, Director - (604) 551-7831

9. Date of Report:

December 13, 2016

Schedule A

Torino Power Solutions Inc.
7934 Government Road, Burnaby, B.C., V5A 2E2
Phone: (604) 551-7831 Fax: 604-676-2767

Torino Change of Auditor

Vancouver, British Columbia, December 13, 2016 – Torino Power Solutions Inc. (CSE: TPS) (the “Company” or “Torino”) announces that the board of directors of the Company has appointed Saturna Group Chartered Professional Accountants LLP as the Company’s new auditor, replacing Kanester Johal LLP. The Company has filed a Notice of Change of Auditors in respect of this change under its profile on SEDAR at www.sedar.com.

We seek Safe Harbor.

On behalf of the Board of Directors

“Rav Mlait”
CEO and Director

Torino Power Solutions Inc.

For further information, contact at info@torinopower.com

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.