



**FORM 10**

**MATERIAL CHANGE REPORT**

**Pursuant to section 64 of the Securities Act, 2012**

**1. NAME OF REPORTING ISSUER**

|                                    |
|------------------------------------|
| Name of Reporting Issuer           |
| MPC Caribbean Clean Energy Limited |

**2. DATE OF MATERIAL CHANGE**

|                         |
|-------------------------|
| Date of material change |
| 31-Jan-2020             |

**3. DESCRIPTION OF MATERIAL CHANGE**

|                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------|
| Provide a description of the material change                                                                                               |
| <p>We would like to advise that Mr. Gerard Borely has stepped down as a Director and Chairman of the Company as of January 31st, 2020.</p> |



## 6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

GUARDIAN NOMINEES  
(BARBADOES) LIMITED

Willem A. Smit/Amanda G. McKay

W A Smit Director

5 February 2020

Print Name

Signature

Position

Date

### FOR OFFICIAL USE ONLY

| Tool                                           |  | ID Information |
|------------------------------------------------|--|----------------|
| Registrant's Number                            |  |                |
| Director's Number                              |  |                |
| Document / Record Number                       |  |                |
| Record's Management Date Received (dd/mm/yyyy) |  |                |

Approved By : \_\_\_\_\_ Date (DD/MM/YYYY) \_\_\_\_\_