FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

*dyna*CERT Inc. ("dynaCERT" or the "Corporation")
501 Alliance Avenue, Suite 101
Toronto, Ontario M6N 2J1

ITEM 2 Date of Material Change:

January 21, 2014.

ITEM 3 News Release:

A news release was distributed via Marketwired and filed via SEDAR on January 21, 2014.

ITEM 4 Summary of Material Change:

The Corporation announces that Dr. Elliot Strashin and Dr. Richard Lü have been appointed to its Board of Directors, while Mr. Jay Freeman has resigned as a director. Mr. Freeman will continue to provide services to the Corporation as a member of the Business Advisory Committee.

ITEM 5 Full Description of Material Change:

Please see attached press release.

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

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mr. Jim Payne, President
Phone: (416) 766-9691 x 602
Fax: (416) 766-9889

ITEM 9 Date of Report:

DATED as of January 31, 2014.

Toronto, Ontario, Canada **January 21, 2014**
TSX-V Symbol: DYA

NEWS RELEASE

*dyna*CERT INC. ANNOUNCES BOARD CHANGES

*dyna*CERT Inc. (TSX-V: DYA) ("*dyna*CERT" or the "Corporation") announces that Dr. Elliot Strashin and Dr. Richard Lü have been appointed to its Board of Directors, while Mr. Jay Freeman has resigned as a director. Mr. Freeman will continue to provide services to the Corporation as a member of the Business Advisory Committee. The board of directors wishes to express its most sincere thanks to Jay Freeman for his exemplary service and tremendous contributions to *dyna*CERT and extends its warmest welcome to Dr. Strashin and Dr. Lü.

Dr. Elliot Strashin brings with him a wealth of experience across a number of industries. His involvement with public mining companies began with Maple Minerals Inc. from 1996 – 2001, where he served as a director. In April of 1999 he joined the board of Canadian Golden Dragon Resources Ltd. as Corporate Secretary and became President and CEO in January of 2000. He continues to serve Dragon under its new name, Trillium North Minerals Ltd., as CEO and President. Dr. Strashin is also CEO and President of Strashin and Sons Limited, a private real estate development company that specializes in LEED[1] certified, green building. *dyna*CERT's plant and offices are located in one of these buildings. In keeping with his green focus, Dr. Strashin has also involved himself in green technologies as a co-founder of Ellsin Environmental Ltd., which has built a prototype tire recycling plant in Sault Saint Marie and is a wholly-owned subsidiary of Environmental Waste International Inc. He is also a 50% shareholder and Chief Financial Officer of Puma Hydrocarbons Inc. ("Puma"), a company whose purpose is to promote and generate sales for green technologies, including *dyna*CERT products.

Dr. Richard Lü brings to *dyna*CERT extensive expertise in renewable energy, CDM (Conservation and Demand Management) and sustainable development. Dr. Lü has more than 25 years of global experience developing and implementing business strategies for organizations in North America, Europe and Asia. He is currently an independent consultant in the renewable energy and energy efficiency industry. Dr. Lü previously held the position of Chief Conservation Officer and Vice President of Toronto Hydro Corporation, where he developed and executed a sweeping portfolio ($110 million) of Conservation, Demand Management and Distributed Energy programs and was instrumental in creating an energy conservation culture in Ontario. He has also held senior positions with Enbridge Gas Distribution, Husky Injection Molding Systems Ltd., and Dillon Consulting. Dr. Lü holds an MBA and a Master of Health Science degree from the University of Toronto, in addition to a Master of Science degree and a Doctorate of Medicine degree from Tongji Medical University. He is also a graduate of the Darden Executive Education Program of the University of Virginia. Dr. Lü is also a 50% shareholder and President of Puma.

[1] LEED (Leadership in Energy and Environmental Design) green building rating system was originally developed by the US Green Building Council (USGBC) to provide a recognized standard for the construction industry to assess the environmental sustainability of building designs. Canadian Green Building Council (CaGBC) has since adapted the USGBC LEED rating system to the specific concerns and requirements of buildings in Canada.

It should be noted that the Corporation has also entered into an Agency/Consulting Agreement with Puma, pursuant to which Puma has been appointed as one of *dyna*CERT's non-exclusive agents to represent the *HydraGen*™ technology to its customer base. The foregoing agreement is for a term of three (3) years (renewable for an additional three (3) years thereafter) and appoints Puma as a non-exclusive selling agent of *dyna*CERT, which enables Puma to represent *dyna*CERT's products, purchase wholesale products, obtain volume discounts, etc. The Agency/Consulting Agreement is non-exclusive, however Puma may identify named customers from time to time, in respect of which it shall have exclusive negotiating rights for a period of six months following acceptance by *dyna*CERT.

About *dyna*CERT Inc.

*dyna*CERT Inc. manufactures, distributes, and installs Carbon Emission Reduction Technology for use with internal combustion engines. Our patent-pending technology creates hydrogen and oxygen on-demand through electrolysis and supplies these additives through the air intake to enhance combustion for the purpose of yielding lower carbon emissions and greater fuel efficiency. Our technology is currently in use with on-road applications and is in development for other applications, such as power generation. More information can be found at www.dynacert.com

Forward Looking Information

This release includes forward looking statements, which are based on certain assumptions and reflects management's current expectations. These forward looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Some of these factors include: general global economic conditions; general industry and market conditions and growth rates; uncertainty as to whether our strategies and business plans will yield the expected benefits; increasing competition; availability and cost of capital; the ability to identify and develop and achieve commercial success for new products and technologies; the level of expenditures necessary to maintain and improve the quality of products and services; changes in technology; changes in laws and regulations, including codes and standards, intellectual property rights, and tax matters; the uncertainty of the emerging hydrogen economy, including the hydrogen economy moving at a pace not anticipated; our ability to secure and maintain strategic relationships and distribution agreements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the release.

For more information, please contact:

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