

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

JAGERCOR ENERGY CORP. (the “Company”)
Suite 700 – 595 Burrard Street
P.O. Box 49290
Vancouver, BC V7X 1S8

Item 2 Date of Material Change

September 22, 2014

Item 3 News Release

A news release was issued by the Company on September 22, 2014 and distributed through CNW Group and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it intends to conduct two concurrent non-brokered private placements (each an “**Offering**”, and collectively, the “**Offerings**”). The first Offering is open to all existing shareholders of the Company (the “**Shareholder Offering**”) to raise up to \$2,000,000 (the “**Offering Amount**”) consisting of up to 33,333,333 units (each a “**Unit**”).

The second Offering by Company is to accredited investors, friends, family and business associates, among others (the “**General Offering**”), in reliance upon applicable prospectus exemptions. The General Offering is for gross proceeds of up to \$2,000,000 or 33,333,333 Units.

Each Unit will offered at a price of \$0.06 and consist of one common share in the capital of the Company and one-half of one transferable share purchase warrant (each whole warrant a “**Warrant**”). Each Warrant will be exercisable to acquire one additional common share of the Company for a period of two years at a price of \$0.12 per common share.

Item 5 Full Description of Material Change

See attached news 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

Inquiries in respect of the material change referred to herein may be made to:

Peni Landisi, Interim CFO and Corporate Secretary

Jagercor Energy Corp.

(917) 402-9546

or

Etienne Moshevich, Investor Relations

(604) 681-0084

Item 9 Date of Report

September 23, 2014

Schedule "A"



Suite 700 – 595 Burrard St
PO Box 49290
Vancouver, BC, V7X 1S8 Canada

**JAGERCOR ENERGY CORP. ANNOUNCES PRIVATE PLACEMENTS
TO EXISTING SHAREHOLDERS AND OTHER INVESTORS**

Vancouver, British Columbia, September 22, 2014 – Jagercor Energy Corp. (CSE: JEM) ("Jagercor" or the "Company") announces that the Company intends to conduct two concurrent non-brokered private placements (each an "**Offering**", and collectively, the "**Offerings**"). The first Offering is open to all existing shareholders of the Company (the "**Shareholder Offering**") to raise up to \$2,000,000 (the "**Offering Amount**") consisting of up to 33,333,333 units (each a "**Unit**") at a price of \$0.06 per Unit. The Shareholder Offering is open to all existing shareholders of the Company, subject to certain limitations discussed below. Any existing shareholder interested in participating in the Shareholder Offering should contact the Company in accordance with the contact information set forth below. The Shareholder Offering is expected to close in tranches with closing dates to be set at the discretion of the Company, commensurate with the level of shareholder interest.

Each Unit will consist of one common share in the capital of the Company and one-half of one transferable share purchase warrant (each whole warrant a "**Warrant**"). Each Warrant will be exercisable to acquire one additional common share of the Company for a period of two years at a price of \$0.12 per common share.

Proposed Concurrent Financing

The Shareholder Offering is being completed in conjunction with a second general Offering by Jagercor to accredited investors, friends, family and business associates, among others (the "**General Offering**"), in reliance upon applicable prospectus exemptions. The General Offering is for gross proceeds of up to \$2,000,000 or 33,333,333 Units. The Units under the General Offering are being offered for sale on the same terms as the Units under the Shareholder Offering, and are available to investors in certain jurisdictions in Canada and the United States, subject to available exemptions from the prospectus requirements and applicable securities laws. Similar to the Shareholder Offering, the General Offering is expected to close in tranches with each closing to take place at the discretion of the Company.

Offering Terms

The Company may pay a finder's fee in cash of up to 8% of the gross proceeds of each Offering, and issue finder's warrants of up to 8% of the number of Units sold under such Offering, and such finder's fee and finder's warrants may be on all or any portion of such Offering. Each finder's warrant will be exercisable to acquire one additional common share of the Company at a price of \$0.12 per common share for a period of one year from the date of issuance of such finder's warrant.

Existing Shareholder Exemption

The Shareholder Offering will be conducted in reliance upon the existing shareholder exemption (the “**Existing Shareholder Exemption**”) contained in Multilateral CSA Notice 45-313 and various corresponding blanket orders and rules of participating jurisdictions (but excluding Ontario, Newfoundland and Labrador where the Existing Shareholder Exemption is not available).

The Company has set September 19, 2014 as the record date for the purpose of determining existing shareholders entitled to purchase Units pursuant to the Existing Shareholder Exemption. Subscribers purchasing Units under the Existing Shareholder Exemption will need to represent in writing that they meet certain requirements of the Existing Shareholder Exemption, including that they were, as of the record date and continue to be as of the date of closing for their subscription, a shareholder of the Company. The aggregate acquisition cost to a subscriber under the Existing Shareholder Exemption cannot exceed \$15,000 unless that subscriber has obtained advice obtained from a registered investment dealer regarding the suitability of the investment. The Company will accept qualifying subscriptions of \$5,000 or more.

If the aggregate subscriptions for Units under the Shareholder Offering exceed the maximum number of Units proposed to be distributed, subscriptions will be accepted in whole or in part at the discretion of the Company. In accordance with the Existing Shareholder Exemption, the Company confirms there is no material fact or material change related to the Company which has not been generally disclosed.

Assuming the Shareholder Offering is fully subscribed, the Company intends to allocate the net proceeds as follows: (1) approximately CDN\$1,500,000 to pay a portion of the remaining balance due to Central International Corporation Sucursal Argentina (“Central”) under a previously announced Development Agreement entered into by the Company with Central to fund the drilling of three wells at Catriel Oeste Oil Concession, located in Rio Negro Province, Argentina; and (2) the balance for general working capital purposes.

Although the Company intends to use the proceeds of the Shareholder Offering as described above, the actual allocation of net proceeds may vary from the uses set forth above, depending on future operations or unforeseen events or opportunities. If the Shareholder Offering to existing security holders is not fully subscribed, the Company will apply the proceeds of the Shareholder Offering to the above uses in priority and in such proportions as the Board of Directors and management of Jagercor determine is in the best interests of the Company.

Existing shareholders of Jagercor are directed to contact the Company for further information concerning subscriptions for securities under the Shareholder Offering, as follows:

Contact Person:	Etienne Moshevich	Matias Bullrich
Telephone:	(604) 681-0084	(917) 496-6022
Email:	etienne@transcendresourcegroup.com	matias@bullrich.net

Mr. Edgardo Russo, CEO of Jagercor stated: “We are pleased to announce the Shareholder Offering using the existing shareholder exemption, which will allow us to provide our existing shareholders with the same opportunity to participate in the Company’s Shareholder Offering

as other investors who participate in the General Offering.”

All securities issued in connection with the Offerings will be subject to a four month hold period in accordance with applicable securities laws. The Shareholder Offering and General Offering are subject to the approval of the Canadian Stock Exchange, if any.

About Jagercor Energy Corp.

Jagercor is a diversified, upstream oil and gas services company with capabilities in reservoir development, production optimization and production management. The Company has a skilled technical and highly trained management team with many years of operational experience in the oilfield operation sector in Argentina.

ON BEHALF OF THE BOARD OF DIRECTORS

“Edgardo Russo”

JAGERCOR ENERGY CORP.

Edgardo Russo
President & CEO

Cautionary Statement Regarding Forward-Looking Information

Except for statements of historical fact, this news release contains certain “forward-looking information” within the meaning of applicable securities law, including statements regarding the proposed private placements being offered to existing shareholders and other investors. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by the Company.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities of Jagercor, nor is it an offer to sell securities or a solicitation of an offer to buy securities in any state or jurisdiction where prohibited by law. No securities referred to herein have been or will be registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.