

MATERIAL CHANGE REPORT
Form 51-102F3

1. **Reporting Issuer**

Mooncor Oil & Gas Corp. (the "Issuer")
155 Rexdale Boulevard, Suite 502
Toronto, Ontario, M9W 5Z8

2. **Date of Material Change**

November 22, 2011

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on November 22, 2011 and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced its intention to complete a brokered \$5.0 million private placement equity financing through Dundee Securities Ltd.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The executive officer who can answer questions regarding this report is Nick Tsimidis, Chief Financial Officer. Mr. Tsimidis can be reached at (416) 742-5600.

9. **Date of Report**

December 2, 2011

MOONCOR

Oil & Gas

MOO: TSX Venture Exchange

November 22, 2011

MOONCOR ANNOUNCES ENGAGEMENT OF DUNDEE SECURITIES AS AGENT IN CONNECTION WITH \$5 MILLION FINANCING

Calgary, Alberta – Mooncor Oil & Gas Corp. (“**Mooncor**”) (TSXV:MOO) today announced that it has engaged Dundee Securities Ltd. to act as lead agent, and including PowerOne Capital Markets Limited, on a reasonable commercial efforts basis, in connection with a proposed private placement of up to \$5 million through the issuance of common share units (“**Units**”) and “flow-through” units (“**FT Units**”) at a price of \$0.13 per Unit and \$0.14 per FT Unit. Each Unit is to consist of one common share in the capital of Mooncor (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”) of Mooncor. Each FT Unit is to consist of one flow-through common share of Mooncor (a “**FT Share**”) and one-half of one Warrant. Each FT Share will qualify as a “flow-through share” for the purposes of the *Income Tax Act* (Canada). Each whole Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price of \$0.20 per Common Share for a period of 24 months following the closing of the financing. All securities issued pursuant to the financing will be subject to a four-month hold period. Mooncor anticipates closing shortly, subject to the receipt of all necessary regulatory approvals.

The net proceeds will be used by Mooncor for exploration on its Muskwa/Duvernay shale gas play at Hamburg, Alberta and working capital.

Business of Mooncor Oil & Gas Corp.

Mooncor Oil & Gas Corp. is a junior oil and gas exploration and development company focusing on shale gas opportunities. Mooncor’s current emphasis is on securing a joint venture partner for its proven Muskwa/Duvernay shale gas project at Hamburg, Alberta. It is also pursuing opportunities to realize near-term value from its southwest Ontario assets, potentially through a spin-off into a new entity.

For more information please contact:

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The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Mooncor believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Mooncor disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

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 this release.

This press release does not constitute and the subject matter hereof is not, an offer for sale or a solicitation of an offer to buy, in the United States or to any “U.S Person” (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “1933 Act”)) of any equity or other securities of Mooncor. The securities of Mooncor have not been registered under the 1933 Act and may not be offered or sold in the United States (or to a

U.S. Person) absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act.

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