

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**

January 13, 2012

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on January 16, 2012 through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced the execution of a farmout agreement, extension of its convertible debentures and cancellation of its 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**

January 23, 2012

MOONCOR

Oil & Gas

MOO: TSX Venture Exchange

January 16, 2012

MOONCOR ANNOUNCES SIGNING OF FARMOUT AGREEMENT AT HAMBURG, CONVERTIBLE DEBENTURE EXTENSION AND CANCELLATION OF FINANCING

Calgary, Alberta – Mooncor Oil & Gas Corp. (“**Mooncor**”) (TSXV:MOO) announced today that it has entered into a Farmout Agreement with a private Alberta based oil and gas exploration company (the “**Farmee**”) over its land in the Hamburg area in Alberta (the “**Hamburg Lands**”). The Farmout Agreement has been conditionally approved by the TSX Venture Exchange (the “**Exchange**”) but is subject to final approval by the Exchange before it becomes effective, which includes shareholder consent.

Under the terms of the Farmout Agreement, the Farmee must drill eleven (11) test wells on the lands and log and test all formations prospective of containing petroleum substances under rights held by Mooncor. The Farmee will commence drilling operations on or before May 30, 2012 at its sole cost, risk and expense. Upon fulfilling its obligations to drill all eleven (11) test wells, the Farmee will earn (i) 100% of Mooncor’s interest in each of the eleven (11) drill spacing units subject to a 6% overriding royalty payable to Mooncor (subject to specific deductions) which is convertible into a 20% undivided participating interest upon payout, and (ii) 80% of Mooncor’s interest in the remaining Hamburg Lands. The eleven (11) test wells will validate as qualified land of a licence to extend from the primary term (4 years) to an intermediate term (additional 5 year extension). The Farmee has until April 30, 2012 to demonstrate dedicated funds of a minimum \$16.5 million in order to meet its obligations pursuant to the Farmout Agreement.

As a result of the contemplated Farmout Agreement, Mooncor also announces that it has cancelled the previously announced (November 22, 2011) \$5 million financing, which funds were principally being raised to develop the Hamburg Lands.

Mooncor further announces that it has negotiated an extension of its two convertible debentures (the “**Debentures**”), initially disclosed upon issuance in 2007. As a result of several amendments, the Debentures matured on December 31, 2011 and each has \$510,719 in principal outstanding. Subject to the Farmout Agreement becoming effective, the maturity date of the Debentures will be extended to March 31, 2013. In consideration for the extension, Mooncor has agreed to (i) amend the conversion price of the Debentures from \$0.225 to \$0.115, (ii) extend the expiry date of the 500,000 warrants (the “**Compensation Warrants**”) previously issued to each Debenture holder from December 31, 2011 to March 31, 2013, (iii) amend the exercise price of the Compensation Warrants from \$0.225 to \$0.115, and (iv) pay a refinance fee to each Debenture holder of \$50,000. Each Compensation Warrant shall entitle the holder thereof to purchase one common share (a “**Share**”) in the capital of Mooncor at \$0.225 per Share. The Debentures accrue interest at 10% per annum and are payable on conversion or maturity, or in advance without penalty. The Debentures are convertible into units (“**Units**”) of Mooncor at \$0.115 per Unit. Each Unit shall consist of one Share and one-half of one warrant, with each whole warrant entitling the holder thereof to purchase one Share at \$0.10 per Share until March 31, 2013.

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.