

**Form 51-102F3  
Material Change Report**

**Item 1      Name and Address of Company**

Mooncor Oil & Gas Corp. (the “**Issuer**”)  
151 Randall Street, Suite 101  
Oakville, Ontario  
L6J 1P5

**Item 2      Date of Material Change**

March 25, 2014

**Item 3      News Release**

A news release with respect to the material change referred to in this report was disseminated on March 26, 2014 through Marketwired and filed on the system for electronic document analysis and retrieval (SEDAR).

**Item 4      Summary of Material Change**

The Issuer received the necessary approvals to complete securities purchase transactions contemplated in a securities purchase agreement with Pinetree Capital Ltd.

**Item 5      Full Description of Material Change**

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

**Item 6      Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

For further information, contact Mr. Allen Lone, Chief Executive Officer, at (905) 338-0220.

**Item 9      Date of Report**

March 26, 2014

# MOONCOR

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## Oil & Gas

MOO: TSX Venture Exchange

March 26, 2014

### MOONCOR ENTERS INTO SECURITIES PURCHASE AGREEMENT

**Toronto, Ontario** – Mooncor Oil & Gas Corp. (“**Mooncor**”) (TSXV: MOO) announced today it has entered into a securities purchase agreement (the “**Agreement**”) with Pinetree Capital Ltd. (“**Pinetree**”).

Pursuant to the terms of the Agreement (i) Pinetree has agreed to subscribe for an aggregate of 10,000,000 units of Mooncor (“**Units**”) at a deemed price of \$0.05 per Unit, with each Unit comprised of one common share in the capital of the Corporation (a “**Mooncor Share**”) and one common share purchase warrant entitling the holder thereof to acquire one Mooncor Share at a price of \$0.10 per Mooncor Share until the date that is 24 months from the date of issuance, and (ii) the Corporation has agreed to subscribe for an aggregate of 819,672 common shares in the capital of Pinetree at a deemed price of \$0.61 per share.

The closing of the transaction is scheduled to occur on or about April 1, 2014. The securities issued under or in connection with the transaction will be subject to a four (4) month hold period. Completion of the transaction is subject to a number of conditions, including, without limitation, receipt of all applicable regulatory and stock exchange approvals.

For more information please contact:

Allen Lone  
Chief Executive Officer  
Mooncor Oil & Gas Corp.  
(905) 338-0220  
atlone@marconintl.com

*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.*