

**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

April 22, 2014

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated on April 22, 2014 through Marketwired and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

The Issuer announced a proposed non-brokered private placement financing for up to \$1,500,000.

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

April 23, 2014

MOONCOR

Oil & Gas

MOO: TSX Venture Exchange

April 22, 2014

MOONCOR ANNOUNCES PROPOSED NON-BROKERED PRIVATE PLACEMENT

Toronto, Ontario – Mooncor Oil & Gas Corp. (“**Mooncor**”) (TSXV:MOO) announced today a proposed non-brokered private placement financing pursuant to which Mooncor proposes to raise gross proceeds of up to \$1,500,000 through the issuance of “flow-through” common shares at a price of \$0.08 per share and common share units (“**Units**”) at a price of \$0.06 per 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 Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price of \$0.10 per Common Share for a period of 24 months following the closing of the financing. Each “flow-through” common share will qualify as a “flow-through share” for the purposes of the *Income Tax Act* (Canada). 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.

Finders’ fees may be payable to eligible persons with respect to the financing and will be subject to regulatory approval. The net proceeds will be used by Mooncor for exploration on its oil and gas properties and working capital.

Business of Mooncor Oil & Gas Corp.

Mooncor Oil & Gas Corp. is a junior oil and gas exploration company. Mooncor’s current emphasis is on securing a joint venture partner for its proven Muskwa/Duvernay liquids rich shale gas project at Hamburg, Alberta. Mooncor also holds interests in lands in southwest Ontario where the focus has been on conventional oil and gas opportunities. Mooncor is also pursuing opportunities to realize near-term value from its southwest Ontario assets.

For more information please contact:

Allen Lone
Chief Executive Officer
Mooncor Oil & Gas Corp.
Tel: (905) 338-2323 x 22
Email: 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.

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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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