

**FORM 51-102F3
MATERIAL CHANGE REPORT**

- Item 1 Name and Address of Company**
PetroCorp Group Inc. ("PetroCorp" or the "Corporation")
Suite 166, 14032 – 23rd Avenue
Edmonton, Alberta
T6R 3L6
- Item 2 Date of Material Change**
September 24, 2013
- Item 3 News Release**
A press release relating to the material change described herein was released by PetroCorp Group Inc. on September 25, 2013.
- Item 4 Summary of Material Change**
PetroCorp announced that it completed its previously announced non-brokered private placement of up to 10,000,000 common shares of the Corporation at a price of \$0.005 per share for aggregate gross proceeds of up to \$50,000.
- Item 5 Full Description of Material Change**
- 5.1 Full Description of Material Change**
For full details, see attached Schedule "A".
- 5.2 Disclosure for Restructuring Transactions**
Not applicable.
- 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**
Andrew Lindzon, President and Chief Executive Officer at (647) 388-3095 or andrew@ashlin.ca.
- Item 9 Date of Report**
October 1, 2013

SCHEDULE "A"

PETROCORP GROUP INC. ANNOUNCES COMPLETION OF PRIVATE PLACEMENT

EDMONTON, September 25, 2013 – PetroCorp Group Inc. (PCG.H: NEX) (the "**Corporation**") announces today that it has completed its previously announced non-brokered private placement of up to 10,000,000 common shares of the Corporation (the "**Common Shares**") at a price of \$0.005 per share for aggregate gross proceeds of up to \$50,000 (the "**Offering**"). The Corporation issued 10,000,000 Common Shares for gross proceeds of \$50,000.

The proceeds of the Offering will be used for the following purposes:

Use of Proceeds	Amount
Listing/Sedar/TSX & ASC	\$5,000
Legal Fees	\$5,000
Audit Fees	\$10,000
Rent & Accounting/CFO	\$9,000
AGM Circular & Mailing	\$10,000
Transfer Agent Fees	\$6,000
G&A	\$5,000
Total	\$50,000

Completion of the Offering has been approved by the board of directors of the Corporation and is subject to regulatory approval including, but not limited to, the approval of the NEX board of the TSX Venture Exchange Inc. The Common Shares issued are subject to a four month hold period from the date of issuance pursuant to securities legislation.

For further information, please contact Andrew Lindzon, at (647) 388-3095 or andrew@ashlin.ca.

Neither the NEX, nor its Regulatory Services Provider (as that term is defined in the policies of the NEX) accepts responsibility for the adequacy or accuracy of this release.

This news release may contain certain forward-looking information and statements, including without limitation, statements pertaining to obtaining necessary approvals from the TSX Venture Exchange. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. The Corporation does not undertake to update any forward-looking information except in accordance with applicable securities laws.