

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

PetroCorp Group Inc. (the "Company" or "PetroCorp")
38 Edmund Seager Drive
Thornhill, Ontario
L4J 4R9

2. Date of Material Change(s):

December 1, 2017

3. News Release:

A news release relating to the material change described herein was released via the facilities of Globe Newswire on December 1, 2017.

4. Summary of Material Change(s):

The Company announced that it completed a non-brokered private placement of 491,803,275 common shares of the Corporation at a price of \$0.00061 per share for aggregate gross proceeds of \$300,000.

5. Full Description of Material Change:

5.1 Full Description of Material Change

PetroCorp announced that it completed a non-brokered private placement of 491,803,275 common shares of the Corporation (the "**Common Shares**") at a price of \$0.00061 per share for aggregate gross proceeds of \$300,000 (the "**Offering**").

The Common Shares issued will be subject to a four month hold period from the date of issuance pursuant to securities legislation.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer Knowledgeable of Material Change:

Andrew Lindzon
(647) 388-3095

9. Date of Report:

December 6, 2017