

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

ALBERTA SECURITIES COMMISSION

Suite 600, 250 - 5th Street SW
Calgary, Alberta T2P 0R4

Attention: Executive Director

-and to-

BRITISH COLUMBIA SECURITIES COMMISSION

PO Box 10142 Pacific Centre 701
West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Executive Director

-and to-

SASKATCHEWAN FINANCIAL SERVICES COMMISSION

6th Floor, 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7

Attention: Executive Director

-and to-

TSX VENTURE EXCHANGE INC.

10th Floor, 300 - 5th Avenue SW
Calgary, Alberta T2P 3C4

Dear Sirs:

Re: PETRO VIKING ENERGY INC. (the "Corporation") - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

1. Reporting Issuer:

Petro Viking Energy Inc.
200, 744 - 4th Avenue SW
Calgary, Alberta T2P 3T4
("Issuer" or "Corporation")

2. Date of Material Change:

March 20, 2012

3. News Release:

The Corporation issued a news release on or about March 20, 2012 through the facilities of Marketwire, a copy of which has also been filed on SEDAR.

4. Summary of Material Change:

The Corporation announced that it has entered into a Letter of Intent with Grisham Assets Corp.

5. Full Description of Material Change:

Please refer to the press release attached hereto as Schedule "A".

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No significant facts have been omitted by the report.

8. Executive Officer:

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Mr. Giovanni DeFrancesco, President and Chief Executive Officer - (403) 592-6257

Dated at Calgary, Alberta this 20th day of March, 2012.

PETRO VIKING ENERGY INC.

**Per: (Signed) "Giovanni DeFrancesco"
Giovanni DeFrancesco**

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

PETRO VIKING ENERGY INC.

PETRO VIKING JOINS THE RACE FOR FIRST OIL IN OFF-SHORE NAMIBIA

For Immediate Release
Calgary, Alberta

March 20, 2012
Trading Symbol: "VIK"

Calgary, Alberta - Petro Viking Energy Inc. ("Petro Viking") is pleased to announce it has entered into a Letter of Intent ("LOI") with Grisham Assets Corp. ("Grisham") dated March 19, 2012 to acquire 100% of the issued and outstanding shares in the capital of Grisham.

Grisham is a private company incorporated under the laws of the British Virgin Islands whose principal asset is an agreement to acquire an 80% interest in blocks 1810, 1710, and 2913B offshore the coast of Namibia, Africa and covering an area of more than 20,000km². The Ministry of Mines and Energy of the Republic of Namibia has issued a Petroleum Exploration License on block 1710 and licenses are pending on blocks 1810 and 2913B, which are expected to be granted prior to closing. The remaining 20% is a carried interest held by NAMCOR (Namibian Government) and the Namibian Black Economic Empowerment group.

The transaction positions Petro Viking into the heart of the emerging Namibian oil and gas play. The blocks are ideally situated amongst the flurry of recent activity in the north, where EnerGulf Resources recently announced a prospective oil resources report on block 1711 of an estimated 3,166 million barrels of potentially recoverable oil, and the prolific Kudu field in the south.

West Africa Oil Play

Offshore Namibia is considered highly under-explored. In an area covering more than 500,000 km² only a small number of wells have so far been drilled, seven of these in the Kudu gas field area alone. The first exploration well (Kudu 9A-1), drilled in 1973, discovered the Kudu gas field. Over 20,000 km of high-quality 2D Multi-Client data from offshore Namibia is also available through seismic brokers, in eight individual surveys. Each survey has been designed and acquired to target key structures within the offshore area. The data vintages range from the 1989 regional survey, through detailed block specific surveys.

Most exploration activity in the South Atlantic has focused on the "Salt Basins" off the coast of Brazil. However recent exploration activity off the coast of Namibia confirms that the source rock extends down the entire coastal line of Namibia and contains a pre-salt equivalent petroleum system to Brazil and other offshore African plays such as Angola. In Angola, almost 16 billion barrels of hydrocarbon reserves have been found in the post-salt sequence. Petro Viking intends to focus its efforts on offshore Namibia as it feels the area remains vastly underexplored despite sharing many similar geological characteristics with Brazil, which recently yielded four large oil discoveries, being the Tupi, Carioca, Abare Oeste, and Jupiter fields encompassing more than 20 billion barrels of oil reserves.

To date, Chariot Oil and Gas, Tower Resources, HRT, Eco, and EnerGulf, among others, have disclosed more than 17 billion barrels of prospective resource potential off the coast of Namibia.

The company is attracted to the area because of its positive geological characteristics and proven working petroleum system. This transaction represents a significant opportunity for the company and its shareholders. The purchase of Grisham provides an 80% interest in blocks immediately west of blocks 1711 and 1811, with potential multi-billion barrel oil and gas projects set to commence drilling in 2012 plus one offshore oil and gas concession block (2913B) in the prolific Orange Basin. With Petrobras, BP, HRT, and UK junior Chariot Oil and Gas leading the charge, the area is heating up and Petro Viking has just joined the race.

The Acquisition

Petro Viking will acquire from the selling shareholders (the "Vendors") on closing of the acquisition (the "Closing"), 100% of the issued and outstanding Grisham shares. Petro Viking will issue to the Vendors 7,000,000 common shares of Petro Viking at a deemed issue price of \$0.20 and 7,000,000 warrants of Petro Viking and make a pre-Closing cash payment of US\$100,000 (non-refundable) and in addition make a Closing cash payment of US\$5,900,000. The Petro Viking warrants will have an exercise price equal to the financing price in a concurrent private placement, terms and conditions of which will be announced shortly, with an expiration date 24 months from the Closing. The proceeds from the private placement will fund the cash consideration for the acquisition as well as initial work commitments, including mapping and delineating a 2D and 3D seismic program that will commence immediately following Closing.

The acquisition is arm's length and it is not expected to result in a change of control. Petro Viking will shortly be announcing details about the appointment of two senior Geologists with international offshore experience.

Definitive Agreement

Pursuant to the Letter of Intent, Grisham has agreed to deal exclusively with Petro Viking to enter into a definitive agreement until the earlier of June 16, 2012 and the date of the execution of the definitive agreement. The definitive agreement will include customary conditions to Closing, plus the following specific conditions: (i) receipt of any applicable approvals by the Ministry of Mines and Energy (Namibia); (ii) completion of satisfactory due diligence on Grisham and all legal, financial, geological and technical documentation related to Blocks 1710, 1810, and 2913B; (iii) TSX Venture Exchange approval; and (iv) approval from the respective boards of Petro Viking and Grisham.

Finder's Fee

Subject to TSX Venture Exchange acceptance, a finder's fee in the amount of \$402,500 will be paid on Closing to Canal Front Investments Inc. The finder's fee will be paid in Petro Viking common shares and warrants (with the shares issued at a price equal to the transaction price).

Debt conversion

Petro Viking has reached an agreement in principal with the holders of outstanding secured debenture debt totaling \$640,000, under which the debenture holders, two of whom are related parties to Petro Viking, will convert approximately \$500,000 of the outstanding debt into 2,500,000 common shares of Petro Viking prior to Closing at a deemed issue price of \$0.20 per share. The balance of the debenture, being \$140,000, will be assigned at par value to other related parties prior to closing who shall receive a secured convertible debenture which shall be convertible into common shares at \$0.20 per share within 24 months of Closing. The completion of these transactions is subject to customary conditions, including TSX Venture Exchange approval. The common shares issued under the debt settlement will be subject to a statutory four month hold period.

By converting \$500,000 of the outstanding debt into shares, Petro Viking will increase its shareholders' equity and reduce its liabilities. Petro Viking is grateful to the debenture holders for their ongoing confidence and financial support.

About 1710 and 1810

Blocks 1710 and 1810 are situated in the Namibe basin off the Northern coast of Namibia along the international boundary with Angola. The two separate exploration blocks have an area of about 17,000 square kilometers are situated directly west of blocks 1811 and 1711, which have recently been the focal point of a tremendous amount of activity. EnerGulf Resources recently announced a

prospective oil resources report for four prospects and nine leads on block 1711, offshore Namibia, including an estimate of 3,166 million barrels of potentially recoverable oil. Chariot Oil and Gas recently announced it will drill on block 1811A in April 2012.

About 2913B

Block 2913 covers an area of about 5,000 square kilometers situated directly Southwest of the proven Kudu Gas Field in the Orange Basin, offshore Namibia. The block is located along the Namibian border with South Africa where there is a large market for natural gas and the planned development of a natural gas processing plant. The location of block 2913B closely associated with the Kudu field and directly related to two very important oil and gas hydrocarbon kitchens, located in the South and Western portions of the basin, gives the area a very unique geological signature regarding the charge of oil and gas over the structures. This region of the basin is considered strategically important, being located in close proximity to South Africa's energy market, and power shortages. Currently HRT Oil and Gas, BP, Petrobras, Tullow Oil, and Chariot Oil & Gas have working licenses in Namibia and Shell Oil and PertoSA are working the South African portion of the basin.

The TSX-V has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

For further information on Petro Viking Energy Inc, please contact:

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| Giovanni DeFrancesco President and Chief Executive Officer giovanni@petroviking.com Telephone: (403) 592-6257 | David D. Heighington Director david@hlf.ca Telephone: (403) 262-2867 |
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The 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.

Forward-looking information is frequently characterized by words such as "expect", "schedule", "estimate", "approximate", "intend", "anticipate", "believe", and other similar words. These statements are only predictions and are subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, political and social risks and uncertainties; risks relating to oil and gas exploration and exploitation activities; oil and gas prices; acquisition risks; risks relating to greater resources, and delays in obtaining regulatory approvals. Although Petro Viking has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Petro Viking does not undertake to update any forward-looking information, except in accordance with applicable securities laws.