

**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:**

April 24, 2012

**3. News Release:**

The Corporation issued a news release on or about April 24, 2012 through the facilities of Marketwire, a copy of which has also been filed on SEDAR.

**4. Summary of Material Change:**

The Corporation announced the appointment of Alex Warne as its Senior Geological Consultant.

**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 24th day of April, 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 APPOINTS SENIOR GEOLOGIST

**For Immediate Release**  
**Calgary, Alberta**

**April 24, 2012**  
**Trading Symbol: "VIK"**

**Calgary, Alberta** - Petro Viking Energy Inc. (the "Company") is pleased to announce the appointment of Alex Warne as its Senior Geological Consultant. Mr. Warne is a geologist residing in Namibia, Africa. Mr. Warne holds an M.Sc. (Geology) from Aberdeen University in Scotland and a B.Sc. (Hons.) (Geology) from University of Stellenbosch.

Mr. Warne has extensive experience in international oil and gas exploration and development and previously worked for Namcor, the National oil and gas Company for Namibia. While with Namcor, Mr. Warne was part of the geological team that worked on the Kudu gas field, which has proven reserves of 1.3 TCF and estimated reserves of 3 TCF. He has a extensive knowledge on Namibian petroleum geology as well as the mineral resources of Namibia. Mr. Warne has many contacts with key government ministries and companies that can assist with exploration and other oil and gas development opportunities in Namibia. Mr. Warne was previously a lead consultant to UNX Energy as it progressed from being a junior offshore Namibia O&G explorer until it was acquired in April, 2011, for \$730-million.

In addition, the Company announces the appointment of David Heighington LL.B(Hons.) as Executive Vice President. Mr. Heighington, who is currently a director of the Company, is a lawyer and specializes in securities and business law with a particular focus on public companies. Mr. Heighington is a graduate from the University of Durham (LL.B Hons.). He has acted for a broad range of domestic issuers, with a particular emphasis on venture capital and mergers and acquisitions and has served as a director and officer of numerous publicly traded companies, including oil and gas exploration and development companies.

"We are delighted to make these appointments to our team," stated Giovanni DeFrancesco, President and CEO. "Mr. Warne significantly strengthens the Company's presence in Namibia and enhances our operating and technical ability going forward. Mr. Heighington, who identified and negotiated the Namibia transaction on behalf of the Company, brings many years of legal and public company experience to the team."

#### **About Petro Viking**

Petro Viking is a junior, independent oil and gas company focused on exploration for crude oil in western Canada. Petro Viking entered into an agreement dated March 19, 2012 to acquire 100% of the issued and outstanding shares in a private company, which has an interest in offshore Namibia blocks 1710 and 1810 and 2913B. The Development of these highly prospective blocks will be led by an experienced and qualified technical team with strong relationships in Namibia.

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, please contact:*

**Petro Viking Energy Inc.**

200, 744 – 4<sup>th</sup> Avenue SW

Calgary, Alberta T2P 3T4

Telephone: (403) 592-6257

Facsimile: (403) 265-4011

Attention: Mr. Giovanni DeFrancesco, President & CEO

***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.***

*Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties, including but not limited to the fact that the Company has not closed the acquisition of Grisham Assets Corp., as referred to in its press release dated March 20, 2012. Actual results may differ materially. The Company will not update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by the Company.*