

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Echelon Petroleum Corp. (the "Company")
702, 583 Beach Crescent
Vancouver, BC
V6Z 3E6

ITEM 2 **DATE OF MATERIAL CHANGE**

April 15, 2016

ITEM 3 **NEWS RELEASE**

News release dated April 15, 2016 was distributed through Stockwatch and Market News Publishing.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company announced the closing of a non-brokered private placement of 10,000,000 common shares (the "**Common Shares**") at a price of CAD\$0.06 per Share to for aggregate gross proceeds of \$600,000 (the "**Private Placement**").

In addition, the Company announces the close of a shares for debt settlement (the "**Debt Settlement**") pursuant to which up to 1,000,000 Shares were issued at a deemed price of \$0.06 per Share for the settlement of outstanding debt up to \$60,000.

On closing of the Private Placement and Debt Settlement, Eric Boehnke became a new "Control Person" (as such term is defined in the policies of the TSX Venture Exchange ("**TSXV**"). As required by the policies of the TSXV, shareholder approval for the creation of a new Control Person was received at the Company's annual and special meeting of shareholders held on February 24, 2016.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced the closing of its previously announced non-brokered Private Placement of 10,000,000 Common Shares at a price of CAD\$0.06 per Share for aggregate gross proceeds of \$600,000. In addition, the Company announced the close of a Debt Settlement pursuant to which up to 1,000,000 Shares were issued at a deemed price of \$0.06 per Share for the settlement of outstanding debt up to \$60,000.

Eric Boehnke, the Chief Executive Officer and a director of the Company, has purchased 3,925,000 Shares in the Private Placement and was issued 1,000,000 Shares in the Debt Settlement. On closing of the Private Placement and Debt Settlement, Eric Boehnke's holdings in the Company increased to 4,954,793 Shares, or the equivalent of 42.95% of

the outstanding Shares, resulting in his being deemed a “**Control Person**” (as such term is defined in the policies of the TSXV. As required by the policies of TSXV, shareholder approval for the creation of a new Control Person was received at the Company’s annual and special meeting of shareholders held on February 24, 2016. In addition, the spouse of John Legg, a director of the Company, subscribed for 1,000,000 Shares in the Private Placement, and now holds Shares representing 8.67% of the issued and outstanding Shares of the Company, and John Veltheer, a director of the Company, subscribed for 75,000 Shares in the Private Placement, and now holds Shares representing 0.65% of the issued and outstanding Shares of the Company. The participation by the aforementioned persons in the Private Placement and Debt Settlement constitute related party transactions under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) which requires that the Company, in the absence of exemptions, obtain a formal valuation for, and minority shareholder approval of, the related party transactions. The Company is relying on the exemption in section 5.5(c) of MI 61-101 from the formal valuation requirement in MI 61-101, and has obtained approval of a majority of the Company’s shareholders, excluding Mr. Boehnke, Mr. Legg & Mr. Veltheer, for the Private Placement and the Debt Settlement. The Company did not file a material change report more than 21 days before the closing of the Private Placement as the details of the aforementioned persons’ participation in the Private Placement were not settled until shortly prior to the closing of the Private Placement and the Company wished to close on an expedited basis for sound business reasons.

The Shares will be subject to a minimum four-month hold period. Echelon plans to use the net proceeds from the Private Placement for working capital and general corporate purposes. Echelon plans to apply to the British Columbia Securities Commission for a full revocation of the Cease Trade Order, and apply to the TSXV for reinstatement as a NEX issuer.

Reference is made to the news release of the Company dated April 15, 2016 attached as Schedule “A” hereto.

The Company will send a copy of this material change report to any security holder upon request and without charge.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Eric Boehnke

Telephone: (604) 307-4274

ITEM 9 **DATE OF REPORT**

Dated at Vancouver, BC, this 15th day of April, 2016.

Forward Looking Statements: Any forward looking statements included in this report are subject to the disclaimer regarding forward looking information that can be found in the press release of the Corporation dated April 15, 2016.

SCHEDULE “A”



NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES

ECHELON PETROLEUM CORP.

702, 583 Beach Crescent, Vancouver, BC, V6Z 3E6 Tel: (604) 307-4274

April 15, 2016

Trading Symbol: ECH.H - (TSX.V)

ECHELON CLOSES PRIVATE PLACEMENT

April 15, 2016, Vancouver, BC - Echelon Petroleum Corp. (“Echelon” or “the Company”) (TSX.V: ECH.H) is pleased to announce that it has closed the private placement and debt settlement previously announced by the Company on January 29, 2016 (the “Private Placement” and “Debt Settlement”, respectively).

Pursuant to the Private Placement, the Company has issued 10,000,000 common shares in the capital of the Company (the “Shares”) at a price of \$0.06 per Share for gross proceeds of \$600,000. Pursuant to the Debt Settlement, the Company has issued 1,000,000 Shares at a deemed price of \$0.06 per Share for the settlement of outstanding debt of \$60,000. The Shares were issued in reliance upon a Partial Revocation Order issued by the British Columbia Securities Commission on January 29, 2016, and are subject to a hold period which expires on August 15, 2016. No commissions or finder’s fees were paid in connection with the Private Placement.

The Company has filed the delinquent continuous reporting documents and has applied to the British Columbia Securities Commission for a full revocation of the Cease Trade Order, upon issuance of which the Company plans to apply to the TSX Venture Exchange for reinstatement as a NEX issuer.

The Company plans to use the net proceeds from the Private Placement for working capital and general corporate purposes.

Eric Boehnke, a director, officer and Control Person (as such term is defined in the policies of the TSX Venture Exchange) of the Company, subscribed for 3,925,000 Shares in the Private Placement and an additional 1,000,000 Shares in the Debt Settlement, and now holds Shares representing 42.95% of the issued and outstanding Shares of the Company. In addition, the spouse of John Legg, a director of the Company, subscribed for 1,000,000 Shares in the Private Placement, and now holds Shares representing 8.67% of the issued and outstanding Shares of the Company, and John Veltheer, a director of the Company, subscribed for 75,000 Shares in the Private Placement, and now holds Shares representing 0.65% of the issued and outstanding Shares of the Company. These transactions constitute “related party transactions” as such term is defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), which requires that the Company, in the absence of exemptions, obtain a formal valuation for, and minority shareholder approval of, the related party transactions. The Company is relying on the exemption in section 5.5(c) of MI 61-101 from the formal

valuation requirement in MI 61-101, and has obtained approval of a majority of the Company's shareholders, excluding Mr. Boehnke, Mr. Legg and Mr. Veltheer for the Private Placement and the Debt Settlement. The Company did not file a material change report more than 21 days before the closing of the Private Placement and the Debt Settlement as the details of the aforementioned persons' participation were not settled until shortly prior to the closing of the Private Placement, and the Company wished to close on an expedited basis for sound business reasons.

**ON BEHALF OF THE BOARD
ECHELON PETROLEUM CORP.**

Per: "Eric Boehnke"

Eric Boehnke, CEO

For further information, please contact:

Echelon Petroleum Corp.
Eric Boehnke, CEO
Phone: (604) 307-4274

Neither 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 news release.

Certain statements contained in this news release constitute "forward looking statements". When used in this news release, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.