

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

Item 1. Name and Address of Company

KR Investment Ltd. (the “Issuer”)
Suite 1601, 1166 Alberni Street
Vancouver, BC V6E 3Z3

Item 2. Date of Material Change

January 17, 2013

Item 3. News Release

The Issuer issued a press release dated January 17, 2013. The press release was disseminated through Market News and Stockwatch.

Item 4. Summary of Material Change

The Issuer announced that it has entered into a binding letter of intent effective January 15, 2013 with a private Calgary-based limited partnership (the “Vendor”). The Issuer will undertake a non-brokered private placement of up to 18,000,000 common shares at a price of \$0.10 per common share for a gross proceeds of \$1,800,000.

Item 5. Full Description of Material Change

The Issuer has entered into a binding letter of intent effective January 15, 2013 (the “Binding Letter”). With the Binding Letter the Issuer also agreed to acquire from the Vendor a 20% working interest in certain petroleum and natural gas rights, certain related tangible assets and other miscellaneous interests (the “Purchased Assets”) located in Alberta (the “Proposed Acquisition”). The Purchased Assets comprise a 20% working interest in an aggregate of 193.40 hectares of oil and gas mineral rights and other related assets located in the Provost area of Northeast Alberta and is currently producing 85 barrels of oil per day. As consideration for the Purchased Assets, the Issuer will pay the Vendor a cash sum of \$1,339,000 on the closing date. The Vendor also granted the Issuer an option (the “Option”) that is exercisable on or before one year from the closing date to acquire the remaining 79.99% working interest (the “Optioned Assets”) held by the Vendor. As consideration for the Option, the Issuer will pay the Vendor a cash sum of \$150,000 on the closing date of the Proposed Acquisition. The purchase price for the Optioned Assets, should the Issuer elect to exercise the Option within the option period, will be \$5,206,000, payable in cash. The Option is an option only and the Issuer is under no obligation to exercise the Option or to complete the acquisition of the Optioned Assets. The Proposed Acquisition will serve as the Issuer’s Qualifying Transaction for the purposes of the policies of the TSX Venture Exchange (the “Exchange”). The Issuer will also seek regulatory approval to list as a Tier 2 Oil and Gas Exploration and Development issuer on the Exchange.

Concurrently with the Proposed Acquisition, the Issuer will undertake a non-brokered private placement (the "Offering") of up to 18,000,000 common shares at a price of \$0.10 per common share for gross proceeds of up to \$1,800,000. The Issuer will use the net proceeds of the Offering to pay for the purchase price for the Purchased Assets, to pay for the costs of the Qualifying Transaction and for general working capital.

See the attached news release

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

Not applicable

Item 7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8. **Executive Officer**

Ki Bong Cho, President, Chief Executive Officer, Chief Financial Officer and Director

604-761-3232

Item 9. **Date of Report**

January 22, 2013

**NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES**

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FOR IMMEDIATE RELEASE

TSX-V symbol: KR.P

**KR Investment Ltd. Announces Qualifying Transaction
and Non-Brokered Private Placement**

January 17, 2013 - Vancouver, British Columbia. KR Investment Ltd. (the “Company”), a capital pool company, is pleased to announce that it has entered into a binding letter of intent effective January 15, 2013 with a private Calgary, Alberta-based company (the “Vendor”), whereby the Company has agreed to acquire from the Vendor an undivided 20% working interest in certain petroleum and natural gas rights, certain related tangible assets and other miscellaneous interests (the “Purchased Assets”) located in Alberta (the “Proposed Acquisition”).

The Proposed Acquisition will serve as the Company’s Qualifying Transaction for the purposes of the policies of the TSX Venture Exchange (the “Exchange”). In conjunction with and as a result of the Qualifying Transaction, the Company will also seek regulatory approval to list as a Tier 2 oil and gas exploration and development issuer on the Exchange.

The Proposed Acquisition

The Purchased Assets comprise a 20% working interest in an aggregate of 193.40 hectares of oil and gas mineral rights and other related assets located in the Provost area of Northeast Alberta, currently producing 85 barrels of oil per day.

As consideration for the Purchased Assets, the Company will pay the Vendor the sum of \$1,339,000, in cash on the closing date. In addition, the Vendor has granted the Company an option (the “Option”), exercisable on or before one year from the closing date of the Proposed Acquisition, to acquire the remaining 79.99% working interest (the “Optioned Assets”) held by the Vendor. As consideration for the Option, the Company will pay the Vendor the sum of \$150,000 in cash on the closing date of the Proposed Acquisition. The purchase price for the Optioned Assets, should the Company elect to exercise the Option within the option period, will be \$5,206,000, payable in cash. The Option is an option only and the Company is under no obligation to exercise the Option or to complete the acquisition of the Optioned Assets.

A National Instrument 51-101-compliant report has been prepared on behalf of the Company and will be submitted to the Exchange for review.

The Offering

Concurrently with the Proposed Acquisition, the Company will undertake a non-brokered private placement (the “Offering”) of up to 18,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$1,800,000. The Company will use the net proceeds of the Offering to pay the purchase price for the Purchased Assets, to pay for the costs of the Qualifying Transaction and for general working capital. It is not anticipated that any current insiders will participate in the Offering. After

giving effect to the Offering, the Company will have 24,000,000 issued and outstanding common shares. In addition, the Company has stock options entitling the holders to acquire up to 400,000 common shares of the Company. Stock options granted to insiders who cease to be Eligible Optionees (as such term is defined pursuant to the policies of the Exchange) after completion of the Qualifying Transaction will expire within the time limit set forth in such policies.

Management of the Company upon completion of the Qualifying Transaction

In conjunction with the Proposed Acquisition, the Company intends to appoint Messrs. Steve Loo and Vinod Kumar to the board of directors. Mr. S. John Kim is a current director and will remain a director upon completion of the Qualifying Transaction. Certain other current members of the board are expected to resign as directors and /or officers on or before closing. Certain of the resulting and /or incoming directors of the Company may acquire some or all of the shareholdings of any departing directors on terms to be agreed upon between the resulting directors and the departing director(s).

Mr. Loo is a businessman with experience in creating, financing and managing businesses in Canada, Hong Kong and elsewhere in China. Mr. Loo is a Certified General Accountant and a member in good standing of the CGA Association of Canada. Mr. Loo was, from October 2007 to November 2010, the founder, President, Chief Executive Officer and director of Global Key Investment Limited (“Global Key”), a company listed on the Exchange. Global Key was a “capital pool company” and completed its Qualifying Transaction on March 26, 2009.

Dr. Kumar is currently a professor of Technology and Operations Management at the Sprott School of Business at Carleton University in Ottawa, Ontario. Dr. Kumar is also the current head of the Manufacturing Systems Centre at Carleton University. Dr. Kumar was, from 2007 to 2011, a director of Global Key.

Mr. Kim has been a director and has acted in the capacity of Chief Financial Officer of Mount Dakota Energy Corp., an oil and gas company listed on the Exchange, since November 1994. Since October 25, 2007, Mr. Kim has also served as a director of Global Key.

Sponsorship

The Company has commenced negotiations with a nationally recognized investment bank to act as the Company’s sponsor for its Qualifying Transaction. The terms of a sponsorship arrangement have not yet been finalized and, once an agreement has been entered into, the Company will issue an updated news release with further details.

Additional Information

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, completion of the Offering, completion of satisfactory due diligence regarding the Purchased Assets by the Company, customary conditions to transactions of the nature of the Proposed Acquisition, and Exchange approval of the Proposed Acquisition and Offering, which may include, if required by the Exchange, approval by the majority of the minority shareholders. There can be no assurance that the Proposed Acquisition and / or Offering will be completed as proposed, or at all.

The Company and Vendor are arm’s length parties and, as such, the Proposed Acquisition will not be considered to be a Non-Arm’s Length Qualifying Transaction, as such term is defined under the policies of the Exchange. The Qualifying Transaction is not subject to approval by the shareholders of the Company. In accordance with Exchange Policy 2.4, the Company will prepare and file a Filing Statement

on the Company's SEDAR profile (www.sedar.com) no less than 7 business days prior to the closing of the Proposed Acquisition.

ON BEHALF OF THE BOARD OF DIRECTORS

"S. John Kim"

S. John Kim
Director

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

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

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