

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

March 27, 2013

Item 3. News Release

The Issuer issued a press release dated March 28, 2013. The press release was disseminated through Market News and Stockwatch.

Item 4. Summary of Material Change

The Issuer announced that it has closed its qualifying transaction (the “Qualifying Transaction”), which was comprised of the acquisition (the “Acquisition”) by the Issuer from Conserve Oil POC Growth II Limited Partnership (the “Vendor”) of a 20% working interest in certain oil and gas assets and the option to acquire from Proven Oil Asia Ltd. (the “Optionor”), for a 1 year period following closing of the Acquisition, an additional 79.99% working interest in additional oil and gas assets.

The TSX Venture Exchange (the “Exchange”) issued a final bulletin dated March 28, 2013 providing final approval for the Qualifying Transaction, as well as the Issuer’s non-brokered private placement of 18,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$1,800,000. Pursuant to the private placement, Steve Loo, a director and officer of the Issuer, acquired 1,300,000 common shares. In addition, Mr. Loo acquired 3,800,000 common shares held in escrow (the “Escrow Shares”) by Mr. Cho. Concurrently with Mr. Loo’s acquisition of the Escrow Share, Mr. Loo sold 500,000 Escrow Shares to S. John Kim, a current director of the Issuer, and 200,000 Escrow Shares to Dr. Vinod Kumar, a director appointed on March 27, 2013. Upon completion of the private placement and transfer of Escrow Shares, Mr. Loo holds an aggregate of 4,400,000 common shares of the Issuer, representing 18.26% of the issued and outstanding shares of the Issuer.

Also effective on March 27, 2013, Ki Bong Cho and Ms. Tristin R. Lee resigned as directors of the Issuer. Mr. Cho also resigned from his positions as the CEO, CFO, President and Secretary of the Issuer. Steve Loo, Quinton Rafuse and Dr. Vinod Kumar were appointed as directors of the Issuer. Steve Loo was also appointed as the Issuer’s Chief Financial Officer and Mr. Kim was appointed as the Chief Executive Officer and Secretary.

The Issuer also issued 100,000 common shares to Raymond James Ltd. (the “Sponsor”) and paid the balance of a sponsorship fee, plus the Sponsor and its legal counsel’s expenses, in connection with the Sponsor’s services as sponsor for the Qualifying Transaction.

Item 5. **Full Description of Material Change**

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**

S. John Kim, Chief Executive Officer and Director

604-639-0817

Item 9. **Date of Report**

March 28, 2013

**KR INVESTMENT LTD.
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FOR IMMEDIATE RELEASE

TSX-V symbol: KR.P

KR Investment Ltd. Announces Closing of its Qualifying Transaction

March 28, 2013 - Vancouver, British Columbia. KR Investment Ltd. (the “Company”) is pleased to announce that it has closed its qualifying transaction (the “Qualifying Transaction”), originally announced on January 17, 2013 and more particularly detailed in the Company’s Filing Statement dated March 15, 2013, a copy of which has been filed on the Company’s SEDAR website at www.sedar.com.

The TSX Venture Exchange (the “Exchange”) has issued a final bulletin approving the Qualifying Transaction and, effective on Monday, April 1, 2013, the Company’s classification will formally change from a capital pool company to a Tier 2 oil and gas issuer. Pursuant to the Exchange’s bulletin, the Company’s common shares will resume trading on Monday, April 1, 2013.

The Private Placement and Sponsorship

The Company is also pleased to announce that it has completed a non-brokered private placement of 18,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$1,800,000 (the “Private Placement”). The Company will use the net proceeds of the Offering to pay the purchase price for the assets acquired pursuant to the Qualifying Transaction, to pay for the costs of the Qualifying Transaction and for general working capital. The common shares issued pursuant to the Private Placement are subject to a four (4) month hold period expiring on July 28, 2013. Mr. Steve Loo, a director and officer of the Company, participated in the Private Placement and acquired 1,300,000 common shares of the Company pursuant to the Private Placement.

In addition, the Company has paid Raymond James Ltd. (the “Sponsor”) the balance of the sponsorship fee due to the Sponsor and issued to the Sponsor 100,000 common shares (the “Sponsor’s Shares”) as partial consideration for the Sponsor acting as the Company’s sponsor for the Qualifying Transaction. An agreement to act as sponsor should not be construed as any assurance with respect to the merits of a transaction. The Sponsor’s Shares are subject to the same hold period as the common shares issued under the Private Placement. The Sponsor has submitted the final sponsor report respecting the Qualifying Transaction to the Exchange.

Management of the Company upon completion of the Qualifying Transaction

In connection with the Qualifying Transaction, Mr. Ki Bong Cho and Ms. Tristin R. Lee resigned as directors of the Company and Mr. Cho also resigned as the Chief Executive Officer, Chief Financial Officer, President and Secretary. Concurrently with the resignations of Mr. Cho and Ms. Lee, the Company appointed Mr. Steve Loo, Quinton Rafuse and Vinod Kumar to the board of directors. Mr. Loo was also appointed as the Company’s Chief Financial Officer. For a summary of the Company’s newly appointed directors and officers and existing board member, S. John Kim, please refer to the Company’s Filing Statement on SEDAR.

Mr. Loo also acquired 3,800,000 common shares of the Company previously owned, and held in escrow, by Mr. Cho at a price of \$0.05 per share. Concurrently, Mr. Loo transferred 500,000 common shares to Mr. Kim and 200,000 common shares to Mr. Kumar at a price of \$0.05 per share, all of which are held in escrow. Mr. Loo, as a result of the transactions described herein, owns 4,400,000 common shares of the Company, representing 18.26% of the issued and outstanding shares of the Company. The common shares acquired by Mr. Loo pursuant to the Private Placement are not held in escrow.

ON BEHALF OF THE BOARD OF DIRECTORS

“S. John Kim”

S. John Kim

Chief Executive Officer and Director

Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative. The TSX Venture Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release. Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this 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.