

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Trillion Energy International Inc. (the "**Corporation**")

Canadian Office: Suite 700 838 West Hasting Street, Vancouver, BC, V6C 0A6

Head Office: Turan Gunes Bulvari, Park Oran Ofis Plaza, 180-y, Daire:54, Kat:16, 06450, Oran, Cankaya Ankara, Turkey

2. Date of Material Change

July 31, 2020

3. News Release

A news release relating to the material changes described herein was released via the facilities of the CSE on July 31, 2020.

4. Summary of Material Change

The Corporation announced that it closed a non-brokered private placement financing for aggregate gross proceeds of \$178,999.98 and a debt settlement in the amount of \$372,140.04.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Corporation announced that it closed a non-brokered private placement financing for aggregate gross proceeds of \$178,999.98 (the "**Offering**"). Under the Offering, the Corporation issued an aggregate of 2,983,333 units ("**Units**"), at a price of \$0.06 per Unit. Each Unit was comprised of one common share in the capital of the Corporation (each a "**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.12 for a period of 24 months from the closing date.

In connection with the Offering, the Corporation settled a total of \$372,140.04 in outstanding debt through the issuance to certain creditors of 6,202,334 Units, at a deemed issue price of \$0.06 per Unit (the "**Debt Settlement**"). Each Unit issued in the Debt Settlement consists of one Common Share and one Warrant under the same terms as the Offering.

The securities issued in connection with the Offering and Debt Settlement will be subject to a 4 month hold period in accordance with applicable securities laws.

Certain related parties of the Corporation participated in the Debt Settlement. Arthur Halleran, a director and officer of the Corporation, received 2,360,000 Units in connection with an outstanding debt of \$141,600. In addition, David Thompson, a director of the Corporation, received 500,000 Units in connection with an outstanding debt of \$30,000. The participation by Mr. Halleran and Mr. Thompson (the "**Related Parties**") in the Debt Settlement constitutes a "related party transaction" as such terms are defined by Multilateral Instrument 61-101 - Protection of Minority

Security Holders in Special Transactions ("**MI 61-101**"), requiring the Corporation, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, the "related party transaction". The Corporation is relying on an exemption from the formal valuation requirements of MI 61-101 available because the fair market value of the participation in the Debt Settlement by the Related Parties does not exceed 25% of the Corporation's market capitalization, as determined in accordance with MI 61-101.

In addition, the Corporation has completed a partial exercise of the previously amended convertible debentures reflecting the terms amended on June 19, 2020. A total of \$13,000 in outstanding convertible debentures were converted into Common Shares at a price of \$0.075 per common share.

The Board of the Corporation approved the issuance of an aggregate of 575,000 restricted share units ("**RSUs**") under the equity compensation plan to certain directors, officers and employees which shall all vest on issuance. Each vested RSU entitles the holder to receive one Common Share of the Corporation and have all been exercised in connection with the issuance. Additionally, the Corporation has granted an aggregate of 2,470,000 stock options ("**Options**"), effective July 31, 2020, to certain directors, officers, employees and consultants in accordance with the Company's stock option plan. Each Option is exercisable into one Common Share at a price of \$0.08 per Common Share for a period of 5 years from the date of grant. This is a normal-course grant that comprises part of the long-term compensation and employee retention incentives provided by the Corporation. All issue Options vest on the issue date.

Related Party Participation in the Private Placement

Insiders subscribed for an aggregate of 2,860,000 Units in the Debt Settlement for a total of 46% of the Debt Settlement. As insiders of the Corporation participated in this Debt Settlement, it is deemed to be a "related party transaction" as defined under MI 61-101. Pursuant to the Debt Settlement, Arthur Halleran subscribed for 2,360,000 Units for a subscription of \$141,600. In addition, David Thompson subscribed for 500,000 Units for a subscription of \$30,000.

Neither the Corporation, nor to the knowledge of the Corporation after reasonable inquiry, a related party, has knowledge of any material information concerning the Corporation or its securities that has not been generally disclosed.

The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(c) and 5.7(1)(b)) as it was a distribution of securities for cash and neither the fair market value of the Units distributed to, nor the consideration received from, interested parties exceeded \$2,500,000. The Debt Settlement was approved by the board of directors of the Corporation, including the directors that did not subscribe to the Offering or the Debt Settlement.

The Corporation did not file a material change report more than 21 days before the expected closing of the Debt Settlement because the details of the participation therein by related parties of the Corporation were not settled until shortly prior to closing of the Debt Settlement and the Corporation wished to close on an expedited basis for business reasons.

Cautionary Statement Regarding Forward-Looking Statements

This release contains forward-looking statements, which are based on current expectations, estimates, and projections about the Corporation's business and prospects, as well as management's beliefs, and certain assumptions made by management. Words such as

“anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “should,” “will” and variations of these words are intended to identify forward-looking statements. Such statements speak only as of the date hereof and are subject to change. The Corporation undertakes no obligation to publicly revise or update any forward-looking statements for any reason, except as required under applicable securities laws. Readers are cautioned that any such forward-looking statements are not guarantees of future business activities and involve risks and uncertainties, and that the Corporation's future business activities may differ materially from those in the forward-looking statements as a result of various factors, including, but not limited to, fluctuations in market prices, the potential impact on the market for its securities, expansion and business strategies, anticipated growth opportunities, equity market conditions including without limitation, the impact of the COVID-19 pandemic, general economic, market or business conditions, the amount of fundraising necessary to perform on its business objectives, fluctuations to gas prices from SASB, unforeseen securities regulatory challenges, operational and geological risks, the ability of the Corporation to raise necessary funds for exploration, the outcome of commercial negotiations, changes in technical or operating conditions, the cost of extracting gas and oil may be too costly so that it is uneconomic and not profitable to do so and other factors discussed from time to time in the Corporation's Securities and Exchange Commission filings and those risks set out in the Corporation's public documents filed on SEDAR, including the most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. Such statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict. Accordingly, actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. There can be no assurances that such information will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

5.2 Disclosure for Restructuring Transactions

Not applicable

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Arthur Halleran, CEO & President
250-996-4211

9. Date of Report

August 5, 2020