

**TRAVERSE ENERGY LTD.
MATERIAL CHANGE REPORT**

Form 51-102F3

Item 1 - Name and Address of Corporation

Traverse Energy Ltd. (“Traverse Energy” or “the Corporation”)
Suite 800, 839 – 5th Avenue, S.W.
Calgary, Alberta
T2P 3C8

Item 2 - Date of Material Change

The material change occurred on October 19, 2009.

Item 3 - News Release

Traverse Energy issued a press release on October 19, 2009 through Marketwire.

Item 4 - Summary of Material Change

Traverse Energy successfully completed a non-brokered private placement of 2 million units.

Item 5 - Full Description of Material Change

5.1 Full Description of Material Change

The Corporation announced that it successfully completed its previously announced non-brokered private placement (the “**Private Placement**”) of 2 million units of the Corporation (“**Units**”) at an issue price of \$0.90 per Unit, each Unit consisting of one (1) common share of the Corporation (“**Common Share**”) issued at \$0.40 per share and one (1) Common Share issued on a “flow through” basis within the meaning of the *Income Tax Act* (Canada) issued at \$0.50 per share for total gross proceeds of \$1,800,000.

The Corporation received conditional approval of the Private Placement from the TSX Venture Exchange on October 13, 2009. The Common Shares are subject to a hold period under applicable securities laws until February 20, 2010.

Current insiders of the Corporation participated in the Private Placement and purchased an aggregate of 290,000 Units, or 14.5% of the Private Placement.

The Corporation intends to use the proceeds from the Private Placement to fund a portion of its exploration drilling activities in the province of Alberta and other working capital requirements.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 - Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

Laurie Smith, President and Chief Executive Officer
Phone (403) 264-9223

Item 9 - Date of Report

This report is dated the 27th day of October, 2009.