

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Traverse Energy Ltd. (the “**Corporation**”)
780, 839 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C8

Item 2 Date of Material Change

May 27, 2016.

Item 3 News Release

On May 27, 2016, a news release was issued through the facilities of Marketwire and filed on SEDAR.

Item 4 Summary of Material Change

On May 27, 2016, the Corporation announced that it had closed its previously announced brokered private placement (the “**Private Placement**”) of common shares issued as “flow-through shares” (the “**Shares**”) under the *Income Tax Act* (Canada) (the “**Tax Act**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On May 27, 2016, the Corporation announced that it had closed the previously announced Private Placement of Shares under the Tax Act.

The Corporation issued (i) 2,379,633 Shares eligible for the renunciation of “Canadian exploration expenses” within the meaning of the Tax Act at \$0.45 per Share and (ii) 4,316,500 Shares eligible for the renunciation of “Canadian development expenses” within the meaning of the Tax Act at \$0.40 per Share for aggregate gross proceeds of approximately \$2.8 million. These Shares are subject to a hold period under applicable securities law and the rules of the TSX Venture Exchange until September 28, 2016.

Acumen Capital Finance Partners Limited (the “**Agent**”) acted as the sole and exclusive agent of the Corporation in the Private Placement. The Corporation paid a commission in the amount of \$118,664 to the Agent.

Insiders of the Corporation participated in the Private Placement and purchased an aggregate of 992,406 Shares or 15% of the Shares issued under the Private Placement.

The Corporation intends to use the proceeds from the Private Placement to fund qualifying expenditures under the Tax Act on the company’s oil and gas properties.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Laurie Smith
President and Chief Executive Officer
780, 839 – 5th Avenue S.W.
Calgary, Alberta T2P 3C8
(403) 264-9223

Item 9 Date of Report

June 1, 2016.