

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Petro Basin Energy Corp. (the “**Company**”)
Suite 1910 – 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2. Date of Material Change

The news release related to the material change was dated April 4, 2012

Item 3. News Release

The news release dated April 4, 2012 was disseminated via Stockwatch and Market News and was filed on SEDAR on April 4, 2012.

Item 4. Summary of Material Change

The Company announced that it has closed the non-brokered unit private placement announced on February 6, 2012.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced in its April 4, 2012 news release, the following:

The Company has closed the non-brokered unit private placement announced on February 6, 2012. The closing consists of 12,371,331 post-consolidated units (the “Units”) at a price of \$0.06 per Unit, for gross proceeds of \$742,279.86. Each Unit consists of one common share of the Company (a “Share”) and one-half of a Share purchase warrant (each whole warrant, a “Warrant”).

The Company also announced the below:

That the term of the Warrant and the Warrant exercise price has changed, in that each one-half of a Share purchase Warrant is exercisable over a period of 12 months from the closing of the private placement, with each Warrant entitling the holder to purchase one Share at a price of \$0.10 until April 4, 2013.

All other terms of the Private Placement remain unchanged.

In connection with this Private Placement, the Company has paid a cash commission of \$50,489.59 being 7% of the aggregate proceeds from the sale of Units to purchasers introduced by the finder. The Company has also issued finder warrants to acquire a total of 420,746 Shares, being 7% of the number of Units sold under the Private Placement to purchasers introduced by the finder. The finder Warrant is under the same terms to that of the subscriber Warrants.

All securities issued under the Private Placement are subject to a four month hold period ending August 5, 2012 in accordance with applicable Canadian securities laws.

The proceeds from the private placement will be used for general working capital and to fund the Company's financial commitment on its Montana projects of approximately USD\$400,000.

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

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Morgan Tincher, Secretary, Telephone: (604) 304-4087.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 5th day of April, 2012.