Form 51–102F3
Material Change Report

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1 Name and Address of Company

Horizon Petroleum PLC
Suite 202 – 837 West Hastings Street
Vancouver, BC V6C 3N6

Item 2 Dates of Material Change

February 21, 2017.

Item 3 News Release

The Company filed two News Releases both dated February 21, 2017, with the TSX Venture Exchange, and the British Columbia and Alberta Securities Commission on SEDAR. The Company disseminated the News Release through Canada Stockwatch and Market News on February 21, 2017.

Item 4 Summary of Material Change

Horizon Petroleum Ltd. ("**Horizon**" or the "**Company**") reported that it had entered into a definitive agreement with PMI Resources Ltd. under which PMI will assign to Horizon its two Luxembourg subsidiaries which hold a 100% working interest in two hydrocarbons licenses in southwest France known as Ledeuix and Ger, and consisting of approximately 171,520 acres (the "**Assignment**"). The two hydrocarbons licenses were described in detail in the press release of January 17, 2017.

Additionally, on even date, Horizon reported that it had closed the first tranche of its private placement announced on January 17, 2017.

Item 5 Full Description of Material Change

Horizon Petroleum Ltd. (the "Company" or "Horizon") (TSXV: HPL) announced that, further to the press releases of January 17, 2017, and January 31, 2017, the Companies have entered into a definitive agreement (the "Share Purchase Agreement", or "SPA") dated February 20, 2017, under which PMI will assign to Horizon its two Luxembourg subsidiaries which hold a 100% working interest in two hydrocarbons licenses in southwest France known as Ledeuix and Ger, and consisting of approximately 171,520 acres (the "Assignment"). The two hydrocarbons licenses were described in detail in the press release of January 17, 2017.

Under the SPA, and as previously reported, PMI has agreed to invest $1.5 million (CDN) into Horizon, by way of a private placement of shares in the capital of Horizon ("Shares") at $0.02 per share, as part of the private placement announced on January 17, 2017.

Horizon also reported that, further to its press release of January 17, 2017, the Company has closed a first tranche of $1,819,295 of the Private Placement (defined herein), through the issuance of 90,964,750 shares at $0.02 per share. The shares issued are subject to a hold period expiring on June 22, 2017.

Mr. Yogeshwar Sharma, a director of the Company, subscribed for 2,500,000 shares for subscription proceeds of $50,000, as part of the first tranche. In connection with the Private Placement, the Company paid, in the aggregate, cash finders' fees of $92,116.80, and issued 4,605,840 Brokers' Warrants as part of the finders' fees.

Concurrent with the investment by PMI into the Company, PMI has the right to appoint one member to the Board of Directors of Horizon (the "**Appointment**").

For the upcoming meeting of the shareholders, the incumbent Board of Dr. David Winter, Yogeshwar Sharma, and Charle Gamba has been nominated. Furthermore, Harry Wilson of Harpenden, UK, has been nominated to the Board of Directors of Horizon. Below is relevant information on the Board nominees:

Dr. David Winter, the President and Chief Executive Officer of Horizon, has over 30 years of international oil and gas industry experience in Latin America, the Middle East, North Africa, South East Asia and North America. He is also a co-founder and director of Canacol Energy Ltd., a publicly traded oil and gas company listed on both the Toronto and Colombia stock exchanges. David is also a founder and director of privately-held Miramar Hydrocarbons, which operates in Argentina. Prior to founding Miramar, David was founder, CEO & President of Excelsior Energy Limited, a Canadian publicly traded company focused on exploration and appraisal activities in Canada's oilsands which was sold to Athabasca Oil in October 2010. David acquired his extensive international oil and gas experience from senior management roles at Calvalley Petroleum, where he was Senior Vice President, Exploration and Production, and at Alberta Energy Company, where he was Vice President, International Exploration. He has also held senior management and technical positions with Canadian Occidental, Sun Oil and BP. David holds a BSc (Hons), MSc and PhD in Geology.

Yogeshwar Sharma has over 40 years of broad international oil and gas industry experience. He was the co-founder of LSE-listed Hardy Oil and Gas plc, and served as its CEO until May 2012. Prior to founding Hardy, Yogeshwar worked at Elf International as the Manager of Reservoir Engineering and also served as an External Examiner at the Heriot Watt University in Edinburgh. He is a Registered Professional Engineer in Alberta and a member of the Society of Applied and Industrial Mathematics. Mr. Sharma graduated from the University of Alberta with a BSc in Mechanical Engineering.

Charle Gamba has been the Chief Executive Officer and President of Canacol Energy Ltd., since October 2008. He is a senior executive with almost 20 years of working experience in the US and international upstream oil and gas industries. Charle served as a Vice President of Exploration at Occidental Oil & Gas Company from 2001 to 2008. In his seven years with Occidental, he worked in Ecuador, Qatar, Colombia, and the United States in a variety of technical management roles. Charle started his professional career as a geologist with Imperial Oil in Calgary in 1994.

Harry Wilson received a BSc in Physics from Manchester University in 1973. Following graduation, he spent 17 years in various roles at British Petroleum (BP), and attended the Executive Programme at the INSEAD Business School in France in 1985. Harry has over 35 years business experience, initially in the oil industry but successively in a wide range of business sectors. He has been founder, CEO and Chairman of a number of independent oil companies and led public listings for five companies including Dragon Oil Plc and Eland Oil & Gas Plc. He has been an executive and non-executive director of listed companies in the UK and abroad and has built up an extensive range of London and international contacts in the investment, broking and advisory communities.

The Private Placement, the Appointment and completion of the Assignment is subject to regulatory and shareholder approval, including TSXV review and approval in accordance with its Policies.

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

Dr. David Winter, CEO
(403) 619-2957

Item 9 Date of Report

February 24, 2017.