FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Enhanced Oil Resources Inc. (the "Company")
777 North Eldridge Parkway
Houston, Texas
77079

ITEM 2 **DATE OF MATERIAL CHANGE**

May 13, 2016

ITEM 3 **NEWS RELEASE**

News release dated May 16, 2016 was distributed through CNW Newswire services.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company announced that it closed a non-brokered private placement of 64,700,000 common shares of the Company at a price of CAD $0.05 per to raise gross proceeds of US$2,500,000. The common shares are subject to a trading hold period expiring on September 14, 2016.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced the closing of a non-brokered private placement (the "**Private Placement**") of 64,700,000 common shares (the "**Shares**") of the Company at a price of CAD $0.05 per for gross proceeds of US$2,500,000. The Shares are subject to a trading hold period expiring on September 14, 2016.

The proceeds from the Private Placement will be used for operating expenditures and for general working capital purposes.

Pursuant to the Private Placement, insiders of the Company and their joint actors subscribed for an aggregate of 20,704,000 Shares representing approximately 25.65% of the outstanding Shares on closing. The participation of each insider is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). As the distribution of the securities to the insiders is for cash with a fair market value of not more than $2,500,000, the sale of securities to insiders pursuant to the Private Placement is exempt from the valuation and minority shareholder approval requirements of MI 61-101.

The Company did not file a material change report more than 21 days before the closing of the Private Placement, as the details of the aforementioned insiders' participation were not settled until shortly prior to the closing of the Private Placement, and the Company wished to close on an expedited basis for sound business reasons.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Andrew Hromyk
Telephone: (832) 485-8500

ITEM 9 DATE OF REPORT

Dated at Vancouver, BC, this 16th day of May, 2016.