

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

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Hunter Oil Corp. (the “**Company**”)
1040 West Georgia Street, Suite 940
Vancouver, B.C. V6E 4H1

ITEM 2 **DATE OF MATERIAL CHANGE**

March 13, 2018

ITEM 3 **NEWS RELEASE**

The news release dated March 13, 2018 was disseminated through Newsfile Corp.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company announced that it closed the non-brokered private placement (the “**Private Placement**”) of 5,000,000 common shares (the “**Shares**”) of the Company at a price of CAN \$0.40 per share to raise gross proceeds of CAN \$2,000,000 announced February 27, 2018. The Shares are subject to a trading hold period expiring on July 14, 2018.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

5.1 Full Description of Material Change

The Company announced that it closed the non-brokered private placement (the “**Private Placement**”) of 5,000,000 common shares (the “**Shares**”) of the Company at a price of CAN \$0.40 per share to raise gross proceeds of CAN \$2,000,000 announced February 27, 2018. The Shares are subject to a trading hold period expiring on July 14, 2018. The proceeds from the Private Placement will be used for operating expenditures and for general working capital purposes.

Pursuant to the Private Placement, Deon Investments Ltd. (“**Deon**”), an insider of the Company subscribed for an aggregate of 1,038,960 Shares representing approximately 7.95% of the outstanding Shares on closing. The participation of Deon 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 closing of the Private Placement because management believed that it was in the Company's best interest to close promptly and that the filing of a material change report in less than 21 days was reasonable under the circumstances.

5.2 Disclosure Required by MI 61-101

Pursuant to MI 61-101, the Private Placement constituted a "related party transaction", as Deon, an insider of the Company by virtue of having beneficial ownership of more than 10% of the outstanding Shares, was a subscriber under the Private Placement.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See Item 4 above for a description of the Private Placement.

(b) the purpose and business reasons for the transaction:

The Company completed the Private Placement in order to acquire additional funds for operating expenditures and for general working capital and corporate purposes.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Company does not anticipate any material effect on the Company's business and affairs as a result of the completion of the Private Placement.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Deon, including its associates and affiliates, was issued 1,038,961 Shares for gross proceeds of \$415,584.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or

controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Private Placement on the percentage of Shares beneficially owned or controlled by Deon:

Name and Position	Dollar Amount of Securities Purchased	Number of Securities Purchased	No. of Shares Held prior to Closing of the Private Placement	Percentage of Issued and Outstanding Shares prior to Closing of the Private Placement	Number of Shares Held After Closing of the Private Placement	Percentage of Issued and Outstanding Shares After Closing of the Private Placement
Deon Investments Ltd. +10% Shareholder	\$415,584	1,038,961	Undiluted: 1,552,800	Undiluted: 19.24% ⁽¹⁾	Undiluted: 2,591,761	Undiluted: 19.83% ⁽²⁾
			Diluted: 1,552,800	Diluted: 19.24% ⁽¹⁾	Diluted: 2,591,761	Diluted: 19.83% ⁽²⁾

- (1) Based on 8,070,871 Shares outstanding prior to the completion of the Private Placement.
(2) Based on 13,070,871 Shares outstanding following the completion of the Private Placement.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

The Private Placement was considered appropriate and in the best interests of the Company and approved by the board of directors of the Company, with Andrew Hromyk abstaining due his interest as President of Deon.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

- (ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

- (h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into a subscription agreement with Deon pursuant to which the Deon agreed to purchase the Shares for aggregate consideration of \$415,584.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Private Placement is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in Section 5.5(b), as the Shares are not listed on a market specified in MI 61-101, and from the minority shareholder approval requirement of MI 61-101 by virtue of the exemption contained in Section 5.7(b), as the fair market value of the Shares did not exceed \$2,500,000.

As this material change report was filed following the closing of the Private Placement (and therefore less than 21 days before the closing of the Private Placement), there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. The Company moved to close the Private Placement immediately upon satisfaction of all applicable closing conditions. In the view of the Company, this was reasonable in the circumstances because the Company wished to complete the Private Placement as soon as practicable.

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, President and Chief Executive Officer
Telephone: (604) 689-3355

ITEM 9 **DATE OF REPORT**

Dated at Vancouver, BC, this 14th day of March, 2018.