

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### *Item 1 Name and Address of Company*

Wellstar Energy Corp.  
610-1100 Melville Street  
Vancouver, British Columbia

#### *Item 2 V6E 4A6 Date of Material Change*

September 8, 2014

#### *Item 3 News Release*

On September 10, 2014 a news release was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with the securities commissions of British Columbia and Alberta.

#### *Item 4 Summary of Material Change(s)*

Wellstar Energy Corp. (the “**Company**”) entered into a Letter of Intent dated as of September 8, 2014 (the “**LOI**”) in connection with the acquisition of certain oil & gas assets located in Saskatchewan and Alberta (the “**Assets**”) from an arm’s length vendor (the “**Acquisition**”).

Pursuant to the terms of the LOI, the Company will acquire the assets in consideration for aggregate cash payments of \$3,281,250 (including \$1,500,000 upon closing the Acquisition) and the issuance by the Company of 4,000,000 warrants (the “**Acquisition Warrants**”). Each Acquisition Warrant will entitle the vendor to purchase one common share at an exercise price of \$0.18 for a period of 48 months following the closing of the Acquisition.

In connection with the Acquisition, the Company announces that it intends to complete a non-brokered private placement in the aggregate amount up to \$1,500,000 consisting of 9% convertible debenture units of the Company (the “**CD Units**”) in the aggregate principal amount of up to \$1,000,000 (the “**CD Unit Offering**”) and a concurrent placement of up to 3,333,333 equity units (the “**Units**”) at a price of \$0.15 per Unit, for gross proceeds of up to \$500,000 (the “**Unit Offering**”, and together with the CD Offering, the “**Offering**”).

#### *Item 5 Full Description of Material Change*

##### **5.1 Full Description of Material Change**

###### **The Acquisition**

The Company entered into a Letter of Intent dated as of September 8, 2014 in connection with the acquisition of certain oil & gas assets located in Saskatchewan and Alberta from an arm’s length vendor.

Pursuant to the terms of the LOI, the Company will acquire the assets in consideration for aggregate cash payments of \$3,281,250 (including \$1,500,000 upon closing the Acquisition) and the issuance by the Company of 4,000,000 warrants. Each Acquisition Warrant will entitle the vendor to purchase one common share at an exercise price of \$0.18 for a period of 48 months following the closing of the Acquisition.

The completion of the Acquisition is conditional upon, among other things, completion of due diligence, entering into a mutually acceptable definitive agreement by September 22, 2014; the Company securing suitable financing within the timeframe agreed to by the parties and obtaining all necessary regulatory approvals to the Acquisition, including the TSX Venture Exchange (the “**TSX-V**”).

### **The Offering**

In connection with the Acquisition, the Company announces that it intends to complete a non-brokered private placement in the aggregate amount up to \$1,500,000 consisting of 9% convertible debenture units of the Company in the aggregate principal amount of up to \$1,000,000 and a concurrent placement of up to 3,333,333 equity units at a price of \$0.15 per Unit, for gross proceeds of up to \$500,000, and together with the CD Offering.

Each CD Unit will consist of \$1,000 in principal amount of 9.0% convertible debentures (the “**Debentures**”) maturing in five years, and that number of common share purchase warrants (the “**CD Unit Warrants**”) equal to one-half of the shares issuable upon conversion of \$1,000 in principal amount of Debentures. The principal and any accrued and unpaid interest under the Debentures will be secured and will be convertible at the holder’s option into fully-paid non-assessable common shares of the Company at: (a) with respect to principal, a conversion price equal to the greater of \$0.18, or the “Market Price” of the Company’s common shares as defined under the policies of the TSXV; and (b) with respect to accrued and unpaid interest at the Market Price of the Company’s common shares at the time of settlement. Each CD Unit Warrant will be exercisable for a period of 48 months from the date of issuance at an exercise price of \$0.25 per common share.

Each Unit will consist of one common share (a “**Unit Share**”) and one half of one common share purchase warrant (a “**Unit Warrant**”). Each whole Unit Warrant will entitle the holder thereof to purchase one common share at an exercise price of \$0.25 for a period of 24 months following the closing of the Unit Offering.

With respect to the CD Unit Offering, any eligible arm’s-length finder will in aggregate upon closing receive a cash placement fee of 9% of the gross proceeds of the CD Offering as well as common share purchase warrants equivalent to 9% of the gross proceeds of the CD Offering based on the conversion price of the Debentures for subscriptions made by purchasers introduced by such finder. With respect to the Unit Offering, any eligible finder will in aggregate receive a cash placement fee of 9% of the gross proceeds of the Unit Offering as well as common share purchase warrants equivalent to 9% of the number of Units sold in the Unit Offering to subscribers introduced by such finder.

The Debentures and CD Unit Warrants comprising the CD Units, the Unit Shares and Unit Warrants comprising the Units, and any underlying common shares, will be subject to a four-month hold period from the date of issue.

Completion of the Offering is subject to receipt of all regulatory approvals, including the approval of the TSXV. Net proceeds from the Offering will be applied towards the Acquisition, payment of current liabilities, exploration and development of the Company's oil and gas properties and for general working capital purposes.

**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***

Not applicable.

***Item 8 Executive Officer***

Andrew H. Rees, President & Chief Executive Officer  
Tel No. 604-669-6463

***Item 9 Date of Report***

September 17, 2014