FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Western Energy Services Corp. ("**Western**")
Suite 1700, 215 – 9th Avenue SW
Calgary, Alberta T2P 1K3

2. **Date of Material Change**

September 18, 2013.

3. **News Release**

A news release disclosing the nature and substance of the material change was disseminated by Western through the facilities of Canada Newswire on September 18, 2013.

4. **Summary of Material Change**

Western announced that it has completed its previously announced private offering of C$90.0 million aggregate principal amount of 7⅞% senior unsecured notes due January 30, 2019.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

Western announced that it has completed its previously announced private offering (the "**Offering**") of C$90.0 million aggregate principal amount of 7⅞% senior unsecured notes due January 30, 2019 (the "**Notes**"). The Notes were issued at $1,016.25 per $1,000.00 plus accrued interest from and including July 30, 2013. Western intends to use the net proceeds from the Offering to repay its outstanding indebtedness under its secured credit facilities, incurred as a result of the acquisition of IROC Energy Services Corp. in April 2013, and for general corporate purposes. The issuance of the Notes is in addition to $175.0 million principal amount of Notes which were issued on January 30, 2012.

The Offering was underwritten by RBC Capital Markets, as sole lead bookrunning manager, in a syndicate that included Scotia Capital Inc. and HSBC Securities (Canada) Inc.

Mr. John Rooney, a director of Western, purchased C$500,000 of Notes issued pursuant to the Offering (the "**Transaction**"). As a result of his position as a director of Western and the purchase of Notes, the Transaction constitutes a "related party transaction" pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). MI 61-101 provides a number of circumstances in which a transaction between an issuer and a related party may be subject to valuation and minority approval requirements. An exemption from such requirements is available when the fair market value of the transaction is not more than 25% of the market capitalization of the issuer. The fair market value of the Transaction is less than 25% of the market capitalization of Western. Consequently, the Transaction is not subject to the valuation and minority approval requirements of MI 61-101. The board of directors approved the offering of the Notes. The Company did not file a material change report more than 21 days prior to closing as contemplated by the related party transaction requirements as the insider participation was only recently confirmed.

The information contained herein does not constitute an offer of the Notes for sale in the United States and the Notes may not be offered or sold in the United States, absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended and applicable state securities laws. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended.

This report shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any offer or sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The name and business telephone numbers of the executive officers of Western who are knowledgeable about the material change and this report are set forth below:

Dale E. Tremblay
Chief Executive Officer
403-984-5929

Alex MacAusland
President & COO
403-984-5932

Jeffrey K. Bowers
Senior VP, Finance & CFO
403-984-5933

9. Date of Report

September 24, 2013.

FORWARD-LOOKING STATEMENTS AND INFORMATION:

This material change report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. All statements other than statements of historical fact contained in this press release may be forward-looking statements and forward-looking information. In particular, forward-looking information and statements in this material change report include, but are not limited to, the use of the net proceeds from the offering. These forward-looking statements and information are based on certain key expectations and assumptions made by Western, including the assumption that the proceeds will be used as currently intended. Although Western believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information as Western cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, general economic, market and business conditions. Readers are cautioned that the foregoing list of risks and uncertainties is not exhaustive. Additional information on these and other risk factors that could affect Western's operations, financial results and the completion of the offering are included in Western's annual information form and the other disclosure documents filed by Western with securities regulatory authorities which may be accessed through the SEDAR website at www.sedar.com. The forward-looking statements and information contained in this material change report are made as of the date hereof and Western does not undertake any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.