FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Groundstar Resources Limited
Suite 2900, 350 - 7th Avenue SW
Calgary, AB T2P 3N9

2. Date of Material Change

November 22, 2012

3. News Release

A news release was disseminated through Marketwire on November 22, 2012.

4. Summary of Material Change

Groundstar Resources Limited ("**Groundstar**" or the "**Company**") announced a proposed acquisition.

5. Full Description of Material Change

The Company announced that it had entered into agreements whereby it will acquire an aggregate 50% working interest in heavy oil assets, which includes the acquisition of a 25% working interest in the assets pursuant to the Acquisition described below. Groundstar expects to drill and complete vertical test well(s) in the Willingdon area of Alberta to confirm productivity and establish a medium and heavy oil resource play. An independent engineering assessment dated November 1, 2012 has assigned gross Prospective Resource estimates for three of the sections at 3.1 million barrels Best Estimate, 930,000 barrels Low Estimate and 9.3 million barrels High Estimate.[1] The independent assessment indicates the total reef to have a gross Prospective Resource estimate of 11 million barrels Best Estimate, 3.3 million barrels Low Estimate and 33.2 million barrels High Estimate.[1] Under the terms of the agreements, upon having completed its earning obligations with respect to the test well, the Company will have a 50% working interest option on fifteen sections.

(1) Chapman Petroleum Engineering Ltd. ("**Chapman**") independent NI -51-101 assessment, effective November 1, 2012.

In connection with the execution of the agreements, Groundstar announced that it has entered into an assignment agreement with a private Alberta company ("**First Oil**") to acquire its 25% working interest in the Willingdon assets held by First Oil for consideration consisting of 1.6 million shares of the Company (the "**Acquisition**"). Certain of the directors of the Company are shareholders of First Oil, such that the transaction may be considered to be a non-arm's length transaction pursuant to the applicable policies of the TSX Venture Exchange ("**TSXV**"). In particular, two directors of Groundstar hold shares in First Oil, which does not represent a controlling position, and they will indirectly control an aggregate of 150,000 shares of the Company following the Acquisition. The aforementioned Acquisition and the issuance of the shares of the Company as payment therefore are subject to the approval of the TSXV. Upon completion of the acquisitions and provided that the interest is earned in accordance with the agreements, the Company will have a 50% working interest in the Willingdon assets.

Disclaimer Language

Significant Positive and Negative Factors Relevant to the Resources Estimates

The estimation of prospective resource volumes for high-risk and poorly calibrated basins can be subject to large variation from the introduction of new information. The estimates presented herein are based on all of the information available; however, new data or information is likely to have a material effect on the resource assessment values. Given that most of the resources in the portfolio are in leads that require additional data to fully define their potential it is likely that significant changes to the resource estimates will occur with the incorporation of additional data and information.

In the event of a discovery, basic reservoir parameters, such as porosity, net hydrocarbon pay thickness, fluid composition and water saturation, may vary from those assumed by Chapman affecting the volume of hydrocarbon estimated to be present. Other factors such as the reservoir pressure, density and viscosity of the oil and solution gas/oil ratio will affect the volume of oil that can be recovered. Additional reservoir parameters such as permeability, the presence or absence of water drive and the specific mineralogy of the reservoir rock may affect the efficiency of the recovery process. Recovery of the resources may also be affected by well performance, reliability of production and process facilities, the availability and quality of source water for enhanced recovery processes and availability of fuel gas. There is no certainty that certain mineral interests are not affected by ownership considerations that have not yet come to light.

For the discussions of estimated prospective resources in this material change report, the following terms have the following respective meanings: “Best Estimate” is considered to be the best estimate of the quantity that will actually be recovered. It is equally likely that the actual remaining quantities recovered will be greater or less than the best estimate. If probabilistic methods are used, there should be at least a 50 Percent probability (P50) that the quantities actually recovered will equal or exceed the best estimate. “High Estimate” is considered to be an optimistic estimate of the quantity that will actually be recovered. It is unlikely that the actual remaining quantities recovered will exceed the high estimate. If probabilistic methods are used, there should be at least a 10 percent probability (P10) that the quantities actually recovered will equal or exceed the high estimate. “Low Estimate” is considered to be a conservative estimate of the quantity that will actually be recovered. It is likely that the actual remaining quantities recovered will exceed the low estimate. If probabilistic methods are used, there should be at least a 90 percent probability (P90) that the quantities actually recovered will equal or exceed the low estimate. “Mean Estimate” is the statistical mean resource value for each exploration prospect. The statistical mean is dependent on the estimated probabilistic distribution of recoverable resources and is not the same as the “best estimate” or P50 resource volume. These values can be arithmetically summed to obtain a total mean estimate for a group of prospects.

“Undiscovered Petroleum Initially-In-Place” is defined as that quantity of petroleum that is estimated, on a given date, to be contained in accumulations yet to be discovered. The recoverable portion of undiscovered petroleum initially-in-place is referred to as prospective resources; the remainder is unrecoverable.

"Prospective Resources" are defined as those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have both an associated chance of discovery and a chance of development. Prospective Resources are further subdivided in accordance with the level of certainty associated with recoverable estimates assuming their discovery and development and may be sub-classified based on project maturity. Unless otherwise indicated herein, the Prospective Resources set out in this material change report are unrisked, meaning that they are not risked for chance of development or chance of discovery. Estimates of unrisked Prospective Resources are pursuant to the Chapman assessments. There is no certainty that any portion of the resources will be discovered. If discovered, there is no certainty that it will be commercially viable to produce any portion of the resources. If a discovery is made, there is no certainty that it will be developed or, if it is developed, there is no certainty as to the timing of such development.

Forward Looking Statements Disclosure

This material change report may contain forward-looking statements within the meaning of applicable securities laws, including with respect to expectations concerning the completion of the Acquisition, the receipt of regulatory approval therefor and expectations regarding drilling and testing results associated with the Willingdon lands. Forward-looking statements may also include estimates, plans, anticipations, expectations, opinions, forecasts, projections, guidance or other similar statements that are not statements of fact. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. These statements are subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. These risks include, but are not limited to: the risks associated with the oil and gas industry (e.g. operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve and resource estimates; the uncertainty of estimates and projections relating to production, costs and expenses and health, safety and environmental risks), commodity price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures or the receipt of regulatory approvals. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. The forward-looking statements contained in this material change report are made as of the date hereof and the Company undertakes no obligations 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.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For more information please contact:

Chad Dust, Director 403 608 6505 or 403 668 5547	or	Ty Pfeifer, Chief Operating Officer (403) 614 9902

9. Date of Report

December 3, 2012