

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Groundstar Resources Limited
2300 Sun Life Plaza West Tower
144 - 4th Avenue SW
Calgary, AB T2P 3N4

2. Date of Material Change

March 9, 2015

3. News Release

A news release was disseminated through Marketwired on March 9, 2015.

4. Summary of Material Change

Groundstar Resources Limited ("**Groundstar**" or the "**Company**") announced the resignation of Mr. Shabir Premji as Chief Financial Officer and a director of the Company.

5. Full Description of Material Change

See news release attached hereto as Schedule "A".

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:

Tyron Pfeifer, Chief Operating Officer
403.614.9902

9. Date of Report

March 19, 2015

SCHEDULE "A"

GROUNDSTAR RESOURCES LIMITED PROVIDES CORPORATE UPDATE

NOT FOR DISTRIBUTION TO THE U.S.A. NEWS WIRE SERVICES OR FOR DISSEMINATION TO THE U.S.A.

CALGARY, March 9, 2015, Groundstar Resources Limited. (the "**Company**") (TSXV: GSA) announces that the Board of Directors has accepted the resignation of Mr. Shabir Premji as Chief Financial Officer and a director of the Company, effective immediately. Mr. Premji has indicated that he has decided to pursue other opportunities. The Board of Directors thanks Mr. Premji for his contributions over the last several years in his role as a Director and as a member of the Company's management team. The Company will be commencing a search for a new Chief Financial Officer.

About Groundstar Resources Limited

Incorporated in 1968, Groundstar Resources Limited is a publicly traded oil and gas company actively growing a portfolio targeting producing oil and gas assets with development opportunities and exploration upside. The Company's current portfolio of resource assets provides both near term and longer term potential. Groundstar is quoted and trades under the ticker symbol "GSA" on the TSX Venture Exchange.

Contact Information:

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