

**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

October 6, 2015

3. News Release

A news release was disseminated through Marketwired on October 8, 2015.

4. Summary of Material Change

Groundstar Resources Limited ("**Groundstar**" or the "**Company**") announced the revocation of cease trade orders.

5. Full Description of Material Change

Groundstar announced that, further to its most recent press release regarding the filing of all required financial statements, the Alberta Securities Commission ("**ASC**"), the British Columbia Securities Commission and the Ontario Securities Commission have granted a full revocation of the cease trade orders (the "**CTO's**") previously issued against the Company in September of 2015. The CTO's were imposed for the Company's failure to file its audited consolidated financial statements and management's discussion and analysis for the year ended April 30, 2015. The Company has now filed its audited consolidated financial statement and management's discussion and analysis for the year ended April 30, 2015 in addition to its consolidated interim financial statements and management's discussion and analysis for the three month period ended July 31, 2015. All of such disclosure documents are available for review online on the Company's profile on SEDAR at www.sedar.com.

On October 8, 2015, the Company made an application to the TSX Venture Exchange for the trading suspension of the common shares of the Company to be revoked and shares reinstated for trading. The Company will issue a further news release regarding the anticipated timing of the resumption of trading in the near future.

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

October 13, 2015