

**51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

XXL Energy Corp. (the “**Company**”)
RPO Box 60610 Granville Park
Vancouver, British Columbia
Canada V6H 4B0

Item 2 Date of Material Change

November 15, 2013

Item 3 News Release

The news release was disseminated on November 15, 2013 through Stockwatch and Market News.

Item 4 Summary of Material Change

Effective as of market open on Friday, November 15, 2013, the Company will be classified as a Tier 2 Issuer.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to a bulletin issued by the TSX Venture Exchange (the “**Exchange**”) on November 14, 2013, the Company confirms it no longer meets the requirements for a Tier 1 company in accordance with Exchange Policy 2.5.

Effective as of market open of Friday, November 15, 2013, the Company will be classified as a Tier 2 Issuer. This will not result in any change to the Company’s trading symbol, which will remain “XL”.

See attached – News Release dated November 15, 2013.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

John R. Hislop
President
Tel: 604-331-3396

Item 9 Date of Report

November 15, 2013