GEMINI

harnessing energy

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Gemini Corporation (the "**Company**")
Suite 400, 839 – 5th Avenue S.W.
Calgary, Alberta T2P 3C8

Item 2 Date of Material Change

November 8, 2012

Item 3 News Release

A news release announcing the material change was disseminated on November 8, 2012 through the facilities of a recognized news wire service.

Item 4 Summary of Material Change

On November 8, 2012, the Company announced that it completed a non-brokered private placement of 19,500,000 of units of Gemini ("**Units**") at a price of $0.20 per Unit for aggregate gross proceeds of $3,900,000, with each Unit consisting of one common share in the capital of Gemini (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a purchase price of $0.25 for a period of two years from the date of issue.

Item 5 Full Description of Material Change

On November 8, 2012, the Company announced that it completed a non-brokered private placement (the "**Financing**") of 19,500,000 Units at a price of $0.20 per Unit for aggregate proceeds of $3,900,000, with each Unit consisting of one Common Share and one Warrant. Each Warrant entitles the holder thereof to purchase one Common Share at a purchase price of $0.25 for a period of two years from the date of issue. The Common Shares and Warrants issued under the Financing are subject to a four-month-and-one-day resale and transfer restriction under applicable securities laws and policies of the TSX Venture Exchange.

Upon closing of the Financing, Coril Holdings Ltd. ("**Coril**") became a "Control Person" of the Company, as defined by the policies of the TSX Venture Exchange. The Financing and the resulting creation of a new Control Person was approved by the shareholders of the Company at the special meeting of shareholders held on November 8, 2012. Pursuant to the terms of a subscription agreement dated September 20, 2012 between Coril and the Company, Coril acquired 15,000,000 Units at a price of $0.20 per Unit for gross proceeds of $3,000,000. The Common Shares comprising part of the Units acquired by Coril under the Financing represent approximately 27.4% of the total issued and outstanding Common Shares on a non-diluted basis as of the date of this report. The remaining 4,500,000 Units were subscribed for by the new directors and the Company's management personnel.

Also upon closing of the Financing, Messrs. Carl Johnson, Carl Smith, Nolan Blades, Ron Dooley, Terry Gomke and Jim Crittal resigned from the board of directors of the Company and Messrs. Kevin Beingessner, John Taylor, Bryan Weir and Gordon Ritchie were appointed to the board of directors of the Company. Mr. Doug Lautermilch will continue to serve on the board of directors. A short biography for each of these individuals can be found on the Company's website.

The net proceeds from the Financing will be directed toward the growth and increased capacity of the Company. Further details of the Financing are provided in the information circular of the Company dated October 10, 2012, a copy of which can be found under the Company's profile on www.sedar.com.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Doug Lautermilch, President and CEO	(403) 259-0311, dlautermilch@geminicorp.ca
Robert Brookwell, Vice President and CFO	(403) 258-5401, rbrookwell@geminicorp.ca

Item 9 Date of Report

November 15, 2012

Forward-looking Statements

This material change report contains forward-looking statements concerning the expected use of proceeds of the Financing.

The forward-looking statements in this material change report are based on key expectations and assumptions made by the Company with respect to certain approvals, including the approval of the TSX Venture Exchange.

Although the Company believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on such forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements 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, risks associated with the oil and gas industry in general, commodity price and exchange rate fluctuations and changes to existing laws and regulations.

Forward-looking information is based on estimates and opinions of management of the Company at the time the information is presented. The Company may, as considered necessary in the circumstances, update or revise such forward-looking information, whether as a result of new information, future events or otherwise, but the Company undertakes no obligation to update or revise any forward-looking information, except as required by applicable securities laws.