FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Marksmen Energy Inc. (the "Company" or "Marksmen")
Suite 700, 700 - 4th Avenue S.W.
Calgary, Alberta T2P 3J4

2. Date of Material Change(s):

June 13, 2012

3. News Release:

A news release relating to the material change described herein was released on June 13, 2012.

4. Summary of Material Change(s):

The Company announced that it plans to complete a non-brokered private placement of up to 27,272,727 common shares (the “Common Shares”) of Marksmen at a price of $0.11 per Common Share for aggregate gross proceeds of up to $3,000,000.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Marksmen Energy Inc. (“Marksmen” or the “Company”) is pleased to announce that it plans to complete a non-brokered private placement of up to 27,272,727 common shares (the “Common Shares”) of Marksmen at a price of $0.11 per Common Share for aggregate gross proceeds of up to $3,000,000 (the “Offering”).

The proceeds of the Offering will be used to advance Marksmen’s land and exploration program in Ohio and Michigan. The Company is focused on finding and developing conventional light oil pools using modern technology in an under explored basin. New management at Marksmen has assembled a multidisciplinary cross border team with extensive experience in the target play types and is establishing joint venture relationships to accelerate its program. It is expected that management and Directors of the Company will participate in the Offering.

Completion of the Offering is subject to regulatory approval including, but not limited to, the approval of the TSX Venture Exchange Inc. The Common Shares issued will be subject to a four month hold period from the date of the closing of the Offering. Marksmen may pay a cash commission or finder's fee to qualified non-related parties of up to 10% of the gross proceeds of the Offering (up to $300,000).

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Stephen P. Gibson, President and Chief Executive Officer
Marksmen Energy Inc.
(403) 265-7270

9. Date of Report:

June 26, 2012