

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Marksman Energy Inc. (the "Company" or "Marksman")
c/o 368 Sunmills Drive S.E.
Calgary, Alberta
T2X 3H6

2. Date of Material Change(s):

February 13, 2015

3. News Release:

A news release relating to the material change described herein was released on February 13, 2015.

4. Summary of Material Change(s):

The Company announced that it completed the first closing of its previously announced non-brokered private placement for 3,868,000 units (the "Units") of Marksman at a price of \$0.15 per Unit for gross proceeds of \$580,200.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Marksman announced that it has completed the first closing of its previously announced non-brokered private placement for 3,868,000 units (the "Units") of Marksman at a price of \$0.15 per Unit for gross proceeds of \$580,200 (the "Offering"). The Units are comprised of one (1) common share ("Common Share") and one-half of one (1/2) share purchase warrant ("Warrant") of Marksman. Each whole Warrant entitles the holder thereof to purchase one Common Share for \$0.25 expiring two (2) years from the date of the closing of the Offering.

Marksman did not pay any commissions in connection with the first closing of 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 and Warrants issued are subject to a four month hold period from the date of issuance.

The proceeds from the first closing will allow Marksman to complete work on its first two capital projects previously announced in its press release dated January 19, 2015 and summarized below:

1. Tie-in Marksman's producing wells to water disposal well BJ78 #6: This will enable the Company to run lines and dispose of produced water from wells at: Strittmatter #1, BJ78 #11, BJ78 #10 and BJ78 #8. Currently water is being injected into a disposal well owned and operated by our JV partner and they charge a fee on a per barrel of water basis. Once the disposal well is operational, disposal costs will be reduced significantly and fluid and oil production will be optimized from all four (4) of the Company's oil wells. It is expected to take about four to five weeks to complete the work.

2. Upgrade to Progressive Cavity Pumps (PCP): One well, BJ78 #8, has been successfully equipped with a PCP pump. Two other wells at BJ78 #11 and BJ7 8 #10 will be upgraded to this type of pump to allow a variable range of production from very low up to 750 barrels of fluid per day. This will allow Marksmen to optimize the fluid production and corresponding oil production.

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:

John McIntyre, Chief Financial Officer
Marksmen Energy Inc.
(403) 265-7270

9. Date of Report:

February 13, 2015